



## ORIENT ELECTRIC LIMITED

CIN: U31100OR2016PLC025892

Registered Office: Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012

Tel: 0674-2396930, Fax: 0674 – 2396364

E-mail: investor@orientelectric.com, Website: www.orientelectric.com

## NOTICE

NOTICE is hereby given that the 2<sup>nd</sup> Annual General Meeting ('AGM') of the Members of Orient Electric Limited ('Orient' or the 'Company') will be held on **Monday, 16<sup>th</sup> Day of July, 2018 at 2:30 PM**, at **Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012**, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended on that date, along with Reports of the Board of Directors and Auditors' thereon.
2. To declare final dividend of Re. 0.50 (50%) per equity share and to confirm the interim dividend of Re. 0.50 (50%) per equity share, paid during the Financial Year 2017-18.
3. To appoint statutory auditors of the Company and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, pursuant to the recommendation of the Audit Committee of the Board of Directors, and resolution passed by the Members at the first Annual General Meeting ('AGM'), the Company hereby ratifies the appointment of M/s S. R. Batliboi & Co. LLP (Firm Registration No.: 301003E/E3000005), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the third AGM of the Company to be held in the calendar year 2019 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration."

### SPECIAL BUSINESS

4. To appoint Mr. Chandra Kant Birla (DIN: 00118473) as a Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chandra Kant Birla, who, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, was appointed as an Additional Director of the Company by the Board of Directors, with effect from January 19, 2018, holding office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Chandra Kant Birla (DIN: 00118473) for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

5. To appoint Mr. Desh Deepak Khetrpal (DIN: 02362633) as a Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Desh Deepak Khetrpal, who, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, was appointed as an Additional Director of the Company by the Board of Directors with effect from January 19, 2018, holding

office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Desh Deepak Khetrapal (DIN: 02362633) for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

6. To appoint Mr. Rakesh Khanna (DIN: 00266132) as an Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rakesh Khanna who, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, was appointed as an Additional Director of the Company by the Board of Directors with effect from January 23, 2018, holding office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Rakesh Khanna (DIN: 00266132) for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company, not liable to retire by rotation.”

7. To appoint Mr. Rakesh Khanna (DIN: 00266132) as Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Rakesh Khanna (DIN: 00266132) as a Whole Time Director designated as the Managing Director of the Company, for a period of four years with effect from January 23, 2018 with liberty to either party to terminate the appointment on three months’ notice in writing to the other, upon the following terms and conditions with further liberty to the Board of Directors of the Company (hereinafter referred

to as ‘Board’, which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof) to alter, from time to time, the said terms and conditions of appointment including remuneration of Mr. Rakesh Khanna as may be deemed appropriate in the best interests of the Company and as may be permissible by law:

- a. Basic Salary per month:  
Rs. 7,50,220/- subject to such increments as the Board may approve from time to time provided that the monthly salary shall not exceed Rs. 11,50,000/-.
- b. Other Allowances per month:  
Rs. 5,23,612/- subject to such increments as the Board may approve from time to time provided that the said allowances shall not exceed Rs. 8,00,000/-.
- c. House Rent Allowance per month:  
Rs. 2,41,346/- subject to such increments as the Board may approve from time to time provided that the said allowance shall not exceed Rs. 4,00,000/-.
- d. Other Reimbursement/ Perquisites:
  - i. Medical Reimbursement / Allowance -  
Rs. 15,000/- per annum.
  - ii. Leave - In accordance with the rules framed by the Company.
  - iii. Leave Travel Allowance - Rs. 1,50,000/- per annum.
  - iv. Contribution to Provident Fund and Superannuation / Annuity Fund will be as per Scheme of the Company.
  - v. Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.
  - vi. Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
  - vii. Provision of chauffeur driven car for use on Company’s business.
- e. The Board may, at its discretion, pay to the Managing Director annual performance linked compensation not exceeding Rs. 80,00,000/- per Financial Year commencing from the Financial Year 2017-18, subject to achievement of agreed targets and performance parameters as may be assigned by the Board.

**RESOLVED FURTHER THAT** the remuneration as specified at sl. no. (a) to (e) above shall continue to be

paid to Mr. Rakesh Khanna as and by way of minimum remuneration notwithstanding the loss or inadequacy of profit during the tenure of his office.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to revise the remuneration of Mr. Rakesh Khanna from time to time during the term of his tenure as Managing Director, subject to overall ceiling specified above and Schedule V to the Act, as may be agreed to by the Board and Mr. Rakesh Khanna.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. To appoint Mr. TCA Ranganathan (DIN: 03091352) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. TCA Ranganathan, who, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from January 19, 2018, holding office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. TCA Ranganathan (DIN: 03091352) for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold the office up to January 18, 2023, not liable to retire by rotation".

9. To appoint Mr. K Pradeep Chandra (DIN: 05345536) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K Pradeep Chandra, who, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from January 19, 2018, holding office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. K Pradeep Chandra (DIN: 05345536) for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold the office up to January 18, 2023, not liable to retire by rotation".

10. To appoint Ms. Alka Marezban Bharucha (DIN: 00114067) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Alka Marezban Bharucha, who, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from January 19, 2018, holding office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing candidature of Ms. Alka Marezban Bharucha (DIN: 00114067) for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold the office up to January 18, 2023, not liable to retire by rotation".

11. To pay commission to Directors and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, a sum by way of remuneration, not exceeding 1% of the net profits of the Company for the respective Financial Year, calculated in accordance with the provisions of Section 198 of the Act, may be paid and distributed amongst the Directors of the Company or some or any of them [other than the Managing Director or Whole Time Director(s)] for a period of 5 years commencing from the Financial Year 2017-18 to be distributed amongst them in such amounts or proportions and in such manner and at such time and / or for period as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** not withstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any Financial Year, subject to approval of Central Government, if any, and other approvals, as may be required, the Company may pay and distribute the remuneration amongst the Directors of the Company or some or any of them [other than the Managing Director or Whole Time Director(s)] in such amounts or proportions and in such manner as may be decided by the Board of Directors of the Company."

12. To increase remuneration of Ms. Avani Birla, Senior Vice President of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, consent of the shareholders of the Company be and is hereby accorded for increasing the annual remuneration payable to Ms. Avani Birla, Senior Vice President, and a relative of Mr. Chandra Kant Birla, Chairman and Non-Executive Director of the Company, for the Financial Year 2018-19, to Rs. 79,61,064/- which shall consist of basic salary, HR allowance, special allowance, annual bonus / variable pay, leave travel allowance, medical reimbursement, fuel and vehicle maintenance, contribution to provident fund, contribution to superannuation fund and gratuity apart from other benefits, amenities and facilities, commensurate with her qualification and experience as applicable to other employees occupying similar position in the Company provided that annual remuneration shall not exceed Rs. 1,50,00,000/- inclusive of all the benefits, perquisites, allowances, amenities and facilities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (hereinafter referred to as "Board", which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), be and is also hereby authorised to increase the annual remuneration of Ms. Avani Birla, Senior Vice President, from time to time, not exceeding Rs. 1,50,00,000/- inclusive of all the benefits, perquisites, allowances, amenities and facilities as per rules and policies of the Company as applicable to other employees occupying similar position in the Company and to do all such acts, deeds and things, including but not limiting to authorizing any of the Directors and / or Officers of the Company to take such steps and to do all such acts and deeds as may be required, with the end intent that the approval of the shareholders shall be deemed to have been granted for any such increase in her annual remuneration and that any, and all such acts, deeds and things already done by the Board, be and are hereby ratified and confirmed."

13. To ratify the remuneration of Cost Auditor of the Company for the Financial Years 2017-18 and 2018-19 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Audit fees of Rs. 60,000/- (Rupees Sixty Thousand only) per Financial Year plus out of pocket expenses and taxes, for each of the Financial Years 2017-18 and 2018-19 to be paid to Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.- F5343), appointed by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Years 2017-18 and 2018-19, required to be audited under the Act, and the Rules be and is hereby ratified and approved."

By Order of the Board of Directors

Place: New Delhi  
Date: April 27, 2018

**Hitesh Kumar Jain**  
Company Secretary  
**Registered Office**  
Unit VIII, Plot No. 7  
Bhoinagar, Bhubaneswar  
Odisha - 751012

**NOTES**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act'), setting out the material facts concerning the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Company.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

A blank proxy form is enclosed herewith. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM.

Proxies submitted on behalf of corporates (limited companies, societies etc.), must be supported by appropriate resolutions / authority, as applicable.
3. Corporate Members intending to send their duly authorised representatives to attend the AGM are requested to send a certified copy of the Board resolution together with their specimen signatures to the Company, authorising their representative to attend and vote on their behalf at the AGM.
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the Proxies lodged at any time during the business hours (between 10:00 a.m. and 5:00 p.m.) of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies/Authorised Representatives should bring and handover the duly signed attendance slips at the entrance of the AGM venue to record their attendance.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. All relevant documents referred to in the accompanying Notice and Statement under Section 102 of the Act, shall be available for inspection at the Registered Office of the Company on all working days during business hours (10:00 a.m. to 5:00 p.m.) up to the date of the AGM and at the AGM venue during the meeting.
8. Members desiring any information regarding the Financial Statements are requested to write to the Company at least 7 days before the AGM, so as to enable the management to keep the information ready.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, July 12, 2018 to Monday, July 16, 2018 (both days inclusive) for annual closing and for determining the entitlement of the shareholders to the final dividend for the Financial Year 2017-18.
10. The dividend on Equity Shares, if declared at the AGM, will be credited/dispatched on or before August 14, 2018 to those Members whose names shall appear on the Company's Register of Members as on book closure date and in respect of the shares held in dematerialized form, the dividend will be paid to the Members 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 July 16, 2018.
11. Members are advised to avail the Electronic Clearing Service (ECS) facility for receiving dividends. To avail this facility, Members holding shares in demat mode are requested to provide the details to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as the case may be, through their respective Depository Participant (DP). Members holding shares in physical form, are requested to contact the Company's Register and Share Transfer Agent ('RTA'), M/s. MCS Share Transfer Agents Ltd., 12/1/5, Manoharpukur Road, Kolkata - 700026.
  - i. Members holding shares in the demat mode are requested to notify any change in their address / bank account details / ECS particulars to their respective DP and ensure that such changes are recorded by them correctly.
  - ii. Members holding shares in physical form are requested to notify immediately any change in their address / bank account details/ECS particulars to the Company's RTA.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

13. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, in respect of shares held in physical mode, may send their nomination request in Form SH13, available on Company' website, to the Company's RTA and in case of shares held in dematerialized mode are requested to contact their DP.
14. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors being appointed at the AGM, are disclosed in the Annexure to the Notice. The Directors have furnished the requisite declarations for their appointment.
15. Electronic copy of the Notice of the 2<sup>nd</sup> AGM of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and the Annual Report of the Company for the Financial Year 2017-18 is being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 2<sup>nd</sup> AGM of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and the Annual Report of the Company for the Financial Year 2017-18 is being sent through permitted mode of dispatch.
16. **Members, who have not registered / updated their e-mail address so far, are requested to register their e-mail address, in case of shares held in physical mode with the Company' RTA and in case of shares held in dematerialized mode with their DP for receiving all communications including Annual Reports, Notices, etc. from the Company electronically.**
17. Members may also note that the Notice of the 2<sup>nd</sup> AGM and the Annual Report for the Financial Year 2017-18 is also available on the Company's website [www.orientelectric.com](http://www.orientelectric.com) for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bhubaneswar, Odisha for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's RTA.
18. Shareholders who have not so far encashed their demand drafts for the dividend paid by the Company during the Financial Year ended March 31, 2018, may immediately approach the Company / RTA for claiming dividend amount. Information in respect of the unclaimed dividend as on the date of this AGM will be uploaded on the website of Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)) and on the website of the Company ([www.orientelectric.com](http://www.orientelectric.com)).
19. The route map to the venue of the meeting is provided separately for the convenience of the Members.
20. Voting through electronic means
  - i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of Listing Regulations, the Company is pleased to provide to the Members, facility to exercise their right to vote on the resolutions proposed to be considered at the 2<sup>nd</sup> AGM by electronic means and the business mentioned in the Notice may be transacted through remote e-voting. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by NSDL.
  - ii. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - iv. The e-voting period begins on Friday, July 13, 2018 (9:00 AM) (IST) and ends on Sunday, July 15, 2018, (5:00 PM) (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, July 09, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- 21.(I) Instructions for Members for voting electronically are as under:**
- A. In case of Members receiving e-mail from NSDL (for Members whose e-mail ID's are registered with the Company/ Depository Participant(s)):**
- i. Open the e-mail and also open PDF file attached with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing the following URL: **https://www.evoting.nsdl.com/**.
  - iii. Click on **Shareholder-Login**.
  - iv. Put user ID and password as an initial password/ PIN noted in step (i) above. Click Login.
  - v. **Password Change Menu** appears, change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - v. Home page of remote e-voting opens. Click on remote e-voting: **Active Voting Cycles**.
  - vi. Select the **EVEN (E-Voting Event Number)** of Orient Electric Limited.
  - vii. Now you are ready for remote e-voting as Cast Vote page opens.
  - viii. Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
  - ix. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
  - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xi. Institutional shareholders (i.e other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc., together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: **aklabhcs@gmail.com**, with a copy marked to **evoting@nsdl.co.in**
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email address/es are not registered with the Company/ Depository Participant(s) or requesting physical copy)**
- i. Initial password is provided with the copy of this notice in separate sheet.
  - ii. Please follow all steps from S. No. ii to S. No. xi above, to cast vote.
- (II)**
- i. In case of any query, you may refer the Frequently Asked Questions (FAQ's) for Members and remote e-voting user manual for Members available at the downloads section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990.
  - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
  - iii. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
  - iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, July 09, 2018.
  - v. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, July 09, 2018, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or Issuer/RTA.
  - vi. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. Members who forgot the User Details/Password can use "Forgot User Details/Password" or "Physical User Reset Password" option available on **www.evoting.nsdl.com**. In case Members are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Members are holding shares in physical mode, USER-ID is the combination of (EVEN No.+Folio No.).
- 22.** A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

23. Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848), has been appointed as the Scrutinizer to scrutinize the voting process, (remote e-voting and physical voting) in a fair and transparent manner.
24. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer by use of ballot paper for all those Members who are present at the AGM but have not previously cast their votes by availing the remote e-voting facility.
25. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the Result of the voting forthwith.
26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, **www.orientelectric.com** and on the website of NSDL.
27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e. July 16, 2018.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 4:

The Board of Directors, pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, has appointed Mr. Chandra Kant Birla (DIN: 00118473) as an Additional Director (Non-Executive) of the Company, w.e.f. January 19, 2018. Mr. Chandra Kant Birla was also appointed as Chairman of the Board. As an Additional Director, Mr. Chandra Kant Birla would hold office of Director upto the date of 2<sup>nd</sup> Annual General Meeting (AGM) of the Company. The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Chandra Kant Birla for the Office of Director. Based on the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company is being sought for appointment of Mr. Chandra Kant Birla as a Non-Executive Director of the Company, liable to retire by rotation.

Mr. Chandra Kant Birla holds a bachelor degree of Arts. He heads the C. K. Birla group, a diversified business conglomerate, involved in various business verticals such as cement, paper, chemicals, consumer durables, auto components, precision bearings, building materials, construction, earth moving equipment, information technology, health care and education.

Mr. Chandra Kant Birla is not disqualified for being appointed as a Non-Executive Director of the Company in terms of Section 164 of the Act.

Additional details of Mr. Chandra Kant Birla, required under Regulation 26 of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in **Annexure** to this Notice.

Mr. Chandra Kant Birla is interested in the above resolution as it relates to his appointment. Relatives of Mr. Chandra Kant Birla may be deemed to be interested in the resolution set out at Item No. 4 to the extent of their shareholding in the Company.

Save and except as stated above, none of the other Directors, Key Managerial Personnel and any of their relatives are in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 4 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

### Item no. 5:

The Board of Directors, pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, has appointed Mr. Desh Deepak Khetrpal (DIN: 02362633) as an Additional Director (Non-Executive) of the Company, w.e.f. January 19, 2018. As an Additional Director, Mr. Desh Deepak Khetrpal would hold office of Director upto the date of 2<sup>nd</sup> Annual General Meeting (AGM) of the Company. The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Desh Deepak Khetrpal for the Office of Director.



Based on the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company is being sought for appointment of Mr. Desh Deepak Khetrpal as a Non-Executive Director of the Company, liable to retire by rotation.

Mr. Desh Deepak Khetrpal holds an honors degree in Business and Economics; a master's degree in Marketing and Finance from Delhi University and is an alumni of Faculty of Management Studies, University of Delhi. He has rich experience in industrial, consumer and retail businesses.

Mr. Desh Deepak Khetrpal is not disqualified for being appointed as a Non-Executive Director of the Company in terms of Section 164 of the Act.

Additional details of Mr. Desh Deepak Khetrpal required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in **Annexure** to this Notice.

Mr. Desh Deepak Khetrpal is interested in the above resolution as it relates to his appointment. Save and except as above, none of the other Directors, Key Managerial Personnel and any of their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 5 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

#### **Item no. 6 & 7**

The Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, has appointed Mr. Rakesh Khanna (DIN: 00266132) as an Additional Director (Executive) of the Company, w.e.f. January 23, 2018. As an Additional Director, Mr. Rakesh Khanna would hold office of Director upto the date of 2<sup>nd</sup> AGM of the Company. The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Rakesh Khanna for the Office of Director. Further, on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 197, 198 and 203 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed Mr. Rakesh Khanna as the Managing Director of

the Company for a period of 4 (four) years with effect from January 23, 2018, subject to the approval of the Members. Mr. Rakesh Khanna was also designated as Chief Executive Officer of the Company.

Mr. Rakesh Khanna holds a B.E.(Mechanical) degree in engineering from Thapar Institute of Engineering and Technology; a master's degree in Marketing from University of Mumbai and has more than 30 years of experience in consumer durables and electronics sectors.

Mr. Rakesh Khanna is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, for being eligible to be appointed as a Managerial Personnel, Mr. Rakesh Khanna satisfies the applicable conditions set out in sub-section (3) of Section 196 of the Act and Part-I of Schedule V thereto.

Additional details of Mr. Rakesh Khanna required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in **Annexure** to this Notice.

In compliance with the provisions of Sections 152, 161, 196, 197 and other applicable provisions of the Act, if any, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based upon the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company is being sought for appointment of Mr. Rakesh Khanna as an Executive Director and also for Managing Director, not liable to retire by rotation, who shall be a Key Managerial Personnel of the Company for a period of 4 (four) years with effect from January 23, 2018, on the terms and conditions as detailed in the resolutions at item nos. 6 and 7 respectively.

The details set out in the resolutions read along with explanatory statement may be treated as written memorandum setting out the terms of appointment of Mr. Rakesh Khanna under Section 190 of the Act.

Mr. Rakesh Khanna is interested in the above resolutions as these relate to his appointment. Save and except as above, none of the other Directors, Key Managerial Personnel and any of their relatives are, in any way, financially or otherwise, concerned or interested in the passing of these resolutions.

The Board of Directors of the Company recommends the resolutions set forth at Item nos. 6 and 7 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution** and **Special Resolution** respectively.

**Item no. 8:**

The Board of Directors pursuant to the provisions of Section 161 and 149 of the Companies Act, 2013 ('Act'), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, has appointed Mr. TCA Ranganathan (DIN: 03091352) as an Additional Director (Non-Executive) in the category of Independent Director of the Company for a period of 5 (five) years w.e.f. January 19, 2018. Pursuant to the provisions of Section 161 of the Act, as Additional Director, Mr. TCA Ranganathan holds office of Director up to the date of 2<sup>nd</sup> Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. TCA Ranganathan for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act. Based on the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company is being sought for appointment of Mr. TCA Ranganathan as an Independent Director of the Company for a period of 5 (five) years w.e.f. January 19, 2018, not liable to retire by rotation.

Mr. TCA Ranganathan is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to the provisions of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Mr. TCA Ranganathan has confirmed that he meets the criteria of independence and has also provided his consent to act as a Director of the Company. In the opinion of the Board, Mr. TCA Ranganathan fulfils the conditions specified in the Act and the Listing Regulations.

The Board considers that Mr. TCA Ranganathan's continued association would be of an immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Mr. TCA Ranganathan holds a graduate degree from St Stephen's College, Delhi and Post Graduate degree in Economics from Delhi School of Economics. He has more than 38 years of experience in Corporate Finance, International Banking, Investment banking.

Mr. TCA Ranganathan along with his relatives does not hold any shares in the Company and has no relationship with any of the other Directors of the Company.

Mr. TCA Ranganathan is interested in the above resolution as it relates to his appointment. Save and except as above, none of the other Directors, Key Managerial Personnel and any of their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The resolution seeks the approval of Members for the appointment of Mr. TCA Ranganathan as an Independent Director of the Company, not liable to retire by rotation, pursuant to provisions of Sections 160, 149 and other applicable provisions, if any, of the Act, Rules made thereunder and the Listing Regulations.

The Board of Directors of the Company recommends the resolution set forth at Item no. 8 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

**Item no. 9:**

The Board of Directors pursuant to the provisions of Section 161 and 149 of the Companies Act, 2013 ('Act'), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, has appointed Mr. K Pradeep Chandra (DIN: 05345536) as an Additional Director (Non-Executive) in the category of Independent Director of the Company for a period of 5 (five) years w.e.f. January 19, 2018. Pursuant to the provisions of Section 161 of the Act, as Additional Director, Mr. K Pradeep Chandra holds office of Director up to the date of 2<sup>nd</sup> Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. K Pradeep Chandra for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act. Based on the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company is being sought for appointment of Mr. K Pradeep Chandra as an Independent Director of the Company for a period of 5 (five) years w.e.f. January 19, 2018, not liable to retire by rotation.

Mr. K Pradeep Chandra is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to the provisions of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Mr. K Pradeep Chandra has confirmed that he meets the criteria of independence and has also provided his consent to act as a Director of the Company. In the opinion of the Board, Mr. K Pradeep Chandra fulfils the conditions specified in the Act and the Listing Regulations.

The Board considers that Mr. K Pradeep Chandra's continued association would be of an immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Mr. K Pradeep Chandra holds a bachelor's degree in Mechanical Engineering from Indian Institute of Technology, Madras; Master's degree in Marketing from Indian Institute

of Management, Calcutta; Master's degree in Finance from Atkinson Graduate School of Management, Willamette University, United States of America and a Post Graduate degree in Public Administration, Ethics and Citizen Participation in Governance from University of South California, United States of America. He has more than 34 years of experience in Education, Finance and working with Industries and Commerce Department of Government of Andhra Pradesh.

Mr. K Pradeep Chandra along with his relatives does not hold any shares in the Company and has no relationship with any of the other Directors of the Company.

Mr. K Pradeep Chandra is interested in the above resolution as it relates to his appointment. Save and except as above, none of the other Directors, Key Managerial Personnel and any of their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The resolution seeks the approval of Members for the appointment of Mr. K Pradeep Chandra as an Independent Director of the Company, not liable to retire by rotation, pursuant to provisions of Sections 160, 149 and other applicable provisions, if any, of the Act, Rules made thereunder and the Listing Regulations.

The Board of Directors of the Company recommends the resolution set forth at Item no. 9 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

**Item no. 10:**

The Board of Directors pursuant to the provisions of Section 161 and 149 of the Companies Act, 2013 ('Act'), Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee, has appointed Ms. Alka Marezban Bharucha (DIN: 00114067) as an Additional Director (Non-Executive) in the category of Independent Director of the Company for a period of 5 (five) years w.e.f. January 19, 2018. Pursuant to the provisions of Section 161 of the Act, as Additional Director, Ms. Alka Marezban Bharucha holds office of Director up to the date of 2<sup>nd</sup> Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Ms. Alka Marezban Bharucha for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act. Based on the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company is being sought for appointment

of Ms. Alka Marezban Bharucha as an Independent Director of the Company for a period of 5 (five) years w.e.f. January 19, 2018, not liable to retire by rotation.

Ms. Alka Marezban Bharucha is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Pursuant to the provisions of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Ms. Alka Marezban Bharucha has confirmed that she meets the criteria of independence and has also provided her consent to act as a Director of the Company. In the opinion of the Board, Ms. Alka Marezban Bharucha fulfils the conditions specified in the Act and the Listing Regulations.

The Board considers that Ms. Alka Marezban Bharucha's continued association would be of an immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

Ms. Alka Marezban Bharucha holds a bachelor's degree of Arts with Honors from University of Mumbai; a law graduate from the University of Mumbai and master's in law from University of London. She has more than 30 years of experience in mergers and acquisitions, private equity investments, joint ventures, financings, initial public offerings in telecom sector, representations for developers in power sector, establishment of mutual funds, advisory services to foreign portfolio investors, foreign venture capital investors, brokers, merchant bankers, and other financial intermediaries and is engaged in representing transnational corporations for investments in retail, real estate, defense, power and banking sectors.

Ms. Alka Marezban Bharucha along with her relatives does not hold any shares in the Company and has no relationship with any of the other Directors of the Company.

Ms. Alka Marezban Bharucha is interested in the above resolution as it relates to her appointment. Save and except as above, none of the other Directors, Key Managerial Personnel and any of their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The resolution seeks the approval of Members for the appointment of Ms. Alka Marezban Bharucha as an Independent Director of the Company, not liable to retire by rotation, pursuant to provisions of Sections 160, 149 and other applicable provisions, if any, of the Act, Rules made thereunder and the Listing Regulations.

The Board of Directors of the Company recommends the resolution set forth at Item no. 10 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

**Item no. 11:**

Pursuant to the provisions of Section 197 of the Companies Act 2013, ('Act') read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), the Non-executive Directors may be paid remuneration by way of commission. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and also the enhanced role of the Non-Executive Directors introduced by the Act and the Listing Regulations, it is proposed that, remuneration as Commission not exceeding 1% (one percent) of the net profits of the Company, calculated in accordance with Section 198 of the Act, be paid and distributed to the Non-Executive Directors (other than Managing Director / Whole Time Director(s)) of the Company. Such commission may be paid and distributed by the Company amongst all or some of the Non-Executive Directors in each Financial Year for a period of five years commencing from the Financial Year 2017-18 in such manner and proportions and at such times and intervals and for such period as may be decided by the Board of Directors of the Company. In addition, the Non-Executive Directors are being paid sitting fees for attending meetings of the Board of Directors and Committees thereof.

Except all of the Non-Executive Directors of the Company to whom the resolution relates, none of the Directors, Key managerial Personnel, or their respective relatives are concerned or interested in this Resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 11 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

**Item no. 12:**

As per the provisions of Section 188(1)(f) of the Companies Act, 2013, ('Act'), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, Ms. Avani Birla, a relative of Mr. Chandra Kant Birla, Director and Chairman of the Company, was appointed w.e.f. August 1, 2017 to the office of profit being the office of the Senior Executive of Orient Electric, a division of Orient Paper & Industries Ltd. ('OPIL') with the approval of Members obtained through Postal Ballot dated August 2, 2017 by OPIL. Pursuant to para 6.1 of the Scheme

of Arrangement between OPIL and Orient Electric Limited as approved by Hon'ble National Company Law Tribunal, Kolkata Bench vide its order dated November 9, 2017, all the employees, including Ms. Avani Birla, related to consumer electric business of OPIL were transferred to Orient Electric Limited. Ms. Avani Birla was thereafter designated as Senior Vice President of the Company. Members vide postal ballot, as referred above, approved an annual remuneration of Rs. 75,11,020/- to Ms. Avani Birla, Senior Vice President, for the Financial Year 2017-18, consisting of basic salary, special allowance, medical reimbursement, annual bonus, provident fund contribution, contribution to superannuation fund and gratuity apart from other benefits, amenities and facilities commensurate with her qualification and experience provided that the annual remuneration shall not exceed Rs. 1,50,00,000/- inclusive of all other benefits, perquisites, allowances, amenities and facilities.

As part of annual appraisal process, as applicable to other employees of the Company, it is now proposed to increase the annual remuneration of Ms. Avani Birla for the Financial Year 2018-19 to Rs. 79,61,064/- which shall consist of basic salary, HR allowance, special allowance, annual bonus/ variable pay, leave travel allowance, medical reimbursement, fuel and vehicle maintenance, contribution to provident fund, contribution to superannuation fund and gratuity apart from other benefits, amenities and facilities provided that annual remuneration shall not exceed Rs. 1,50,00,000/-. The Board of Directors, including any committee thereof, may increase the annual remuneration of Ms. Avani Birla from time to time, by such amount as may be considered appropriate, as per rules and policies of the Company as applicable to other employees occupying similar position in the Company, provided that her total annual remuneration shall not exceed Rs. 1,50,00,000/- including all benefits, amenities and facilities.

The informations as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

- a. Name of Related Party : Ms. Avani Birla
- b. Name of Director or Key managerial Personnel who is related: Mr. Chandra Kant Birla, Director and Chairman of the Company;
- c. Nature of Relationship: Ms. Avani Birla is daughter of Mr. Chandra Kant Birla;
- d. Nature, material terms, monetary value and particulars of contracts and arrangement: As detailed above.

Audit Committee of the Board of Directors has also approved the above increased remuneration for Ms. Avani Birla. Approval of the Members of the Company is now being sought for increasing the remuneration payable to Ms. Avani Birla, Senior Vice President of the Company.

Ms. Avani Birla holds 1,30,000 shares of the Company.

Mr. Chandra Kant Birla, being relative of Ms. Avani Birla, is interested in this resolution. Save and except as above, none of the other Directors, Key Managerial Personnel and any of their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 12 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

**Item no. 13:**

Pursuant to Scheme of Demerger between Orient Paper & Industries Limited ('OPIL') and Orient Electric Limited approved by National Company Law Tribunal ('NCLT') vide order dated November 09, 2017, effective from December 08, 2017, the consumer electric business of OPIL demerged from OPIL and merged into Orient Electric Limited. Consequent to transfer of consumer electric business to Orient Electric Limited, as above, the provisions of Section 148 of the Act read with Cost (Records and Audit) Rules, 2014, relating to appointment of Cost Auditor become applicable on Orient Electric Limited w.e.f. December 08, 2017. Accordingly, the Board of Directors appointed Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-F5343), as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year 2017-18, at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus out of pocket expenses and taxes.

The Board of Directors on the recommendation of Audit Committee, appointed Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-F5343), as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year 2018-19, at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus out of pocket expenses and taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, the Members are requested to approve the remuneration of the Cost Auditors for Financial Years 2017-18 and 2018-19 as set out in the resolution for the aforesaid services to be rendered by him.

None of the Directors and Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in the passing of this resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 13 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

By Order of the Board of Directors

Place: New Delhi  
Date: April 27, 2018

**Hitesh Kumar Jain**  
Company Secretary  
**Registered Office**  
Unit VIII, Plot No. 7  
Bhoingar, Bhubaneswar  
Odisha - 751012

## Annexure

### DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Particulars	Mr. Chandra Kant Birla	Mr. Desh Deepak Khetrapal	Mr. Rakesh Khanna
<b>Date of Appointment</b>	January 19, 2018	January 19, 2018	January 23, 2018
<b>Age</b>	62	62	55
<b>Last gross remuneration</b> (paid during the Financial Year 2017-18)	Rs. 8 Lacs	Rs. 9.50 Lacs	Rs. 272.17 Lacs
<b>Qualifications &amp; Expertise in specific functional area</b>	Refer Item No. 4 of the explanatory statement	Refer Item No. 5 of the explanatory statement	Refer Item No. 6 & 7 of the explanatory statement
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil	Nil	Nil
<b>Number of Meetings of the Board attended during the year<sup>#</sup></b>	3	3	3
<b>Directorships held in other Public Limited Companies in India</b>	a. Orient Paper & Cement Limited b. Orient Cement Limited c. National Engineering Industries Limited d. AVTEC Limited e. HIL Limited f. Birlasoft (India) Limited g. Neosym Industry Limited	a. Orient Cement Limited b. HIL Limited	Nil
<b>Chairmanships / Membership of Committees in other public limited companies in India.*</b>	Nil	a. HIL Limited- Audit Committee – Member b. Orient Cement Limited- Audit Committee- Member and Stakeholders' Relationship Committee - Members	Nil
<b>Shareholding in the Company (No. of shares)</b>	34,05,893	Nil	Nil

Particulars	Mr. TCA Ranganathan	Mr. K Pradeep Chandra	Ms. Alka Marezban Bharucha
<b>Date of Appointment</b>	January 19, 2018	January 19, 2018	January 19, 2018
<b>Age</b>	64	61	60
<b>Last gross remuneration</b> (paid during the Financial Year 2017-18)	Rs. 9.50 Lacs	Rs. 9 Lacs	Rs. 8.50 Lacs
<b>Qualifications &amp; Expertise in specific functional area</b>	Refer Item No. 8 of the explanatory statement	Refer Item No. 9 of the explanatory statement	Refer Item No. 10 of the explanatory statement
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil	Nil	Nil
<b>Number of Meetings of the Board attended during the year#</b>	3	3	2
<b>Directorships held in other Public Limited Companies in India</b>	a. RAL Consumer Products Limited b. IL&FS Maritime Infrastructure Company Limited c. Security and Intelligence Services (India) Limited	Nil	a. Honda Seil Power Products Limited b. Honda Cars India Limited c. Aditya Birla Finance Limited d. Aditya Birla Sun Life Asset Management Company Limited e. Ultratech Cement Limited
<b>Chairmanships / Membership of Committees in other public limited companies in India.*</b>	a. IL&FS Maritime Infrastructure Company Limited- Audit Committee – Member b. Security and Intelligence Services (India) Limited- Audit Committee – Chairman	Nil	a. Honda Seil Power Products Limited- Audit Committee – Member b. Honda Cars India Limited- Audit Committee – Chairperson c. Ultratech Cement Limited- Audit Committee – Member
<b>Shareholding in the Company (No. of shares)</b>	Nil	Nil	Nil

\*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.

#Number of meetings are considered from the date of their respective appointments.



## ORIENT ELECTRIC LIMITED

CIN: U31100OR2016PLC025892

Registered Office: Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012

Tel: 0674-2396930, Fax: 0674 – 2396364

E-mail: investor@orientelectric.com, Website: www.orientelectric.com

## ATTENDANCE SLIP

**Name and Address of the Member(s):**

(including joint holders, if any)

**Registered Folio no. / DP ID & Client ID:**

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**Number of shares held:**

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I/We hereby record my presence at the 2<sup>nd</sup> Annual General Meeting of the Company held on Monday, **July 16, 2018** at **2.30 p.m.** at **Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012**, or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

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Name of the Registered Holder/Proxy /  
Authorized Representative  
(IN BLOCK LETTERS)

-----  
Signature of the Registered Holder/Proxy /  
Authorized Representative

NOTE: Please fill up this attendance slip and hand it over at the entrance of the Meeting hall. Members are requested to bring their copies of the Annual Report at the Annual General Meeting.







**ORIENT ELECTRIC LIMITED**

CIN: U31100OR2016PLC025892

Registered Office: Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012

Tel: 0674-2396930, Fax: 0674 – 2396364

E-mail: investor@orientelectric.com, Website: www.orientelectric.com

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s): .....

Registered Address of the Member(s): .....

E-mail ID: .....

FOLIO NO. / DPID. / CLIENT ID: .....

I/We, being Member(s), of Orient Electric Limited, holding ..... equity shares of the above named Company, hereby appoint:

1. Name: .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/ her

2. Name: .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him/ her

3. Name: .....

Address: .....

E-mail Id: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **2<sup>nd</sup> Annual General Meeting** of the Company to be held on **Monday, July 16, 2018** at **2:30 p.m.** at **Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751012** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



S. No.	Resolution	Vote (Optional see Note 3) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary business</b>				
1.	Receive, consider and adopt the Audited Financial Statement along with Reports of the Board of Directors and Auditors thereon.			
2.	Declaration of Final Dividend and confirm the Interim Dividend.			
3.	Ratification of appointment of Statutory Auditors and fixing their remuneration.			
<b>Special business</b>				
4.	Appointment of Mr. Chandra Kant Birla as a Non-Executive Director of the Company.			
5.	Appointment of Mr. Desh Deepak Khetrpal as a Non-Executive Director of the Company.			
6.	Appointment of Mr. Rakesh Khanna as an Executive Director of the Company.			
7.	Appointment of Mr. Rakesh Khanna as a Managing Director of the Company.			
8.	Appointment of Mr. TCA Ranganathan as an Independent Director of the Company.			
9.	Appointment of Mr. K Pradeep Chandra as an Independent Director of the Company.			
10.	Appointment of Ms. Alka Marezban Bharucha as an Independent Director of the Company.			
11.	Payment of Commission to Non-Executive Directors of the Company.			
12.	Increase in remuneration of Ms. Avani Birla, Senior Vice President of the Company.			
13.	Ratification of remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company for the Financial Years 2017-18 and 2018-19.			

Signed this..... day of..... 2018

Affix Re. 1  
Revenue Stamp

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**Signature of the Member**

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**Signature of Proxy Holder(s)**

**Notes:**

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The holder may vote either for or against each resolution.
3. It is optional to indicate your preference. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.



# Route Map of the AGM Venue

