



ORIENT ELECTRIC LIMITED

CIN: L31100OR2016PLC025892

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

Tel: 0674-2396930, Fax: 0674 – 2396364

Corporate Office: 240, Okhla Industrial Estate, Phase – III, Okhla, New Delhi -110020

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

NOTICE

NOTICE is hereby given that the fifth Annual General Meeting ('AGM' / 'Meeting') of the shareholders of ORIENT ELECTRIC LIMITED (the 'Company') will be held on **Thursday, the 29th day of July 2021 at 3:00 PM (IST)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of Board of Directors and Auditors' thereon.
2. To declare final dividend of ₹1.25 (125%) per equity share of face value of ₹1 each for the financial year ended March 31, 2021 and to confirm the interim dividend of ₹0.75 (75%) per equity share, already paid during the financial year 2020-21.
3. To appoint a Director in place of Mr. Desh Deepak Khetrpal (DIN: 02362633), who retires by rotation and being eligible, offers himself for re-appointment and in this regard 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, Mr. Desh Deepak Khetrpal (DIN: 02362633), who retires by rotation at this AGM, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.'

SPECIAL BUSINESS

4. To increase remuneration of Ms. Avani Birla, President – Strategy, of the Company.

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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') 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 Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for increasing the annual remuneration of Ms. Avani Birla, who has been redesignated as President - Strategy, a relative of Mr. Chandra Kant Birla, Chairman and Non-Executive Director of the Company, for the financial year 2021-22, to ₹2,00,08,600 which shall consist of basic salary, HR allowance, special allowance, annual bonus / variable pay, other allowances, contribution to provident fund, superannuation fund and gratuity apart from other benefits, amenities and facilities, commensurate with her qualification, knowledge, experience and responsibilities as per rules and policies of the Company.

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 hereby authorised to alter / vary / revise the annual remuneration of Ms. Avani Birla, President - Strategy, from time to time, by such amount as may be considered appropriate, provided that her annual remuneration after such revision in remuneration, not to exceed ₹5,00,00,000/- any time inclusive of all the benefits, perquisites, allowances, amenities and facilities as per rules and policies of the Company but exclusive of Long-Term Cash Incentive which was approved by the shareholders at the Annual General Meeting held on July 16, 2019 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 revision 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.'

5. Payment of remuneration to Cost Auditors for the financial year ending March 31, 2022.

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 remuneration of Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.- 5343) as approved by the Board of Directors and set out in the Statement annexed to the Notice, to

be paid to him as Cost Auditor, appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.'

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

By Order of the Board of Directors

Hitesh Kumar Jain

Company Secretary

(Membership No.: F6241)

Registered Office: Unit VIII,

Plot No. 7, Bhoinagar,

Bhubaneswar – 751012, Odisha

CIN: L31100OR2016PLC025892

Place: New Delhi

Date: May 12, 2021

NOTES

1. In view of the ongoing extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be strictly followed by every individual. Therefore, Ministry of Corporate Affairs ('MCA'), vide its circular dated January 13, 2021 read with earlier circulars dated May 05, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as 'MCA Circulars'), permitted the companies to hold the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Deemed venue of the AGM shall be the Registered Office of the Company at Unit VIII, Plot No. 7, Bhoingar, Bhubaneswar – 751012, Odisha.
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 5th AGM is annexed hereto.
3. Since the AGM will be held through VC/ OAVM, pursuant to the MCA Circulars, physical attendance of the shareholders is not required at the AGM, and attendance of the shareholders through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act . Route map of the venue of the Meeting is accordingly not annexed hereto.
4. Pursuant to the provisions of Section 105 of the Act and Regulation 44(4) of the Listing Regulations, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a shareholder of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of Proxies by the shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate/Institutional Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or through e-voting at the AGM. Corporate/Institutional Shareholders intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutiniser at e-mail ID aklabhcs@gmail.com with a copy marked to the Company at investor@orientelectric.com, authorising its representative(s) to attend and vote through VC/ OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.
6. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') circular dated January 15, 2021 read with circular dated May 12, 2020 ('SEBI Circulars'), owing to the difficulties involved in dispatching of physical copies of the Annual Report for the financial year 2020-21 including financial statements (along with Board's Report, Auditor's Report or other documents required to be attached therewith), Notice of the 5th AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Depositories/ Company / Registrar and Share Transfer Agent of the Company. Notice alongwith Annual Report for the financial year 2020-21 will also be available on the website of the Company 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 Kfin Technologies Private Limited, Registrar and Share Transfer Agent ('RTA') of the Company at <https://evoting.kfintech.com>.
7. For enabling the shareholders to participate at the 5th AGM through the VC / OAVM, the Company has appointed M/s KFin Technologies Private Limited, the Registrar and Share Transfer Agent ('KFin Tech' or 'RTA'), to provide VC/ OAVM facility and e-voting facility for the AGM. Participation at the AGM through VC / OAVM shall be allowed on a first-come-first-served basis.
8. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. At the first AGM held on August 09, 2017, the shareholders approved 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 for a period of five years from the conclusion of that AGM till the conclusion of the sixth AGM, subject to ratification of their appointment by shareholders at every AGM, as was required under

the Act. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by shareholders at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of Statutory Auditors at the 5th AGM.

10. Shareholders seeking any information with regard to the Financial Statements, or any other matter to be placed at the AGM, are requested to write to the Company **on or before July 20, 2021** on **investor@orientelectric.com**. The Company will respond to the shareholder suitably. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as of the cut-off date i.e. Thursday, July 22, 2021.
11. Registers of Directors & Key Managerial Personnel and their shareholding, Register of Contracts, Certificate from the Statutory Auditors on the implementation of ESOP Scheme would be available for inspection by the shareholders electronically on VC/ OAVM platform during the AGM, and other relevant documents referred to in the accompanying Notice calling the AGM would be available for inspection electronically on the website of the Company from the date of circulation of Notice till the date of this AGM.
12. The details of the Director seeking re-appointment at the 5th AGM are provided in **Annexure A** of this Notice. The Company has received the requisite consent/ declarations for the re-appointment under the Act, and the rules made thereunder.
13. As per Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, shareholders are advised to dematerialise their shares held in physical form. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Shareholders may also visit web site of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

14. Shareholders are requested to:
 - i. intimate to RTA, changes, if any, in their registered addresses, in case of shares are held in physical form;
 - ii. intimate to the respective Depository Participant, changes, if any, in their registered addresses, in case of shares are held in dematerialised form;
 - iii. quote their folio numbers/Client ID/DP ID in all correspondence;
 - iv. register their Permanent Account Number ('PAN') with their Depository Participants, in case of shares are held in dematerialised form and with RTA / Company, in case of shares are held in physical form, as directed by SEBI.

15. Procedure for updating / registering the email address and mobile numbers for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Shareholders holding shares in Physical Form:

Shareholders who have not registered their e-mail address and in consequence to which are not receiving communications from the Company electronically (viz. the Annual Report, Notice of AGM, e-voting details, etc.) may get their email address and mobile number registered by providing the same to the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for receiving such communications electronically. Shareholders are requested to follow the process as provided in the link for updating their email address and mobile number for receiving the notice(s), Annual reports, other communications and e-voting instructions along with the User ID and Password in future over e-mail. In case of any query on registering the email addresses and mobile number, the shareholder may write to RTA at einward.ris@kfintech.com.

Alternatively, shareholders may send a request to the RTA at their address mentioned hereinafter, alongwith following details / documents for registering / validating / updating their information in database viz. Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN) and AADHAR (self-attested scanned copy of Aadhar).

Following additional details need to be provided in case of registration / updation in Bank Account details viz. Name and Branch of the Bank in which the shareholders wish to receive the dividend, Type of Bank Account, Bank Account

Number allotted by their banks after implementation of Core Banking Solutions, 9 digit MICR Code Number, 11 digit IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder.

Shareholder holding shares in Dematerialized Form:

Please contact your Depository Participants and register / update, as the case may be, your email address, mobile number and bank account details in your demat account, as per the process advised by your Depository Participants.

16. Payment of Dividend:

The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, **July 23, 2021** to Thursday, **July 29, 2021** (both days inclusive) for annual closing and for determining the entitlement of the shareholders to the final dividend for the financial year 2020-21, if approved at the AGM.

- i. The dividend on equity shares, if approved at the AGM, will be paid, subject to deduction of tax at source, through electronic transfer (RTGS/NEFT/ECS) in the bank accounts, as per MCA Circulars and SEBI Circular, on or before Friday, August 27, 2021 to those shareholders:
 - a. in respect of shares held in physical form, after giving effect of the valid transmission or transposition requests lodged with the Company / RTA, whose names shall appear on the Company's Register of Members as on the close of business hours on Thursday, **July 22, 2021**, as per the bank details registered with the RTA;
 - b. in respect of the shares held in dematerialized form, whose names are furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as beneficial owners as on the close of business hours on Thursday, **July 22, 2021** as per the bank details registered against their respective depository accounts as provided by NSDL and CDSL. The Company or the RTA cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Shareholders holding shares in electronic form are, therefore, requested to intimate any change in bank mandate to their Depository Participants.
- ii. For shareholders whose bank details are not available for electronic transfer of dividend, the Company will, pursuant to MCA circulars and SEBI Circular,

send dividend demand draft(s) /warrant(s)/cheque(s) through post only after the situation, currently impacted by COVID-19 pandemic, normalises.

iii. TDS on Dividend:

Pursuant to Income-Tax Act, 1961, as amended by the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 01, 2020 and therefore, the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from dividend paid to shareholders. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

For Resident Shareholders, TDS shall be deducted under Section 194 of the Income-Tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the financial year 2021-22 provided PAN is provided by the shareholder. **If PAN is not submitted to the Company / RTA (in case shares are held in physical mode) / updated in their demat account (in case shares are held in demat mode), TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.**

However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during the financial year 2021-22 does not exceed ₹5,000.

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, to avail the benefit of non-deduction of tax at source. Further, in terms of newly inserted Section 206AB effective from July 1, 2021 by the Finance Act, 2021, TDS deducted shall be higher of the following i.) Twice the rate specified in the relevant provision of the Income-Tax Act; or ii) Twice the rate or rates in force; or iii) the rate of 5%; in case a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of TDS in his/her case is ₹50,000 or more in each of these two financial years which shall not be limited to TDS only on dividend income received by the shareholder but will include all TDS transactions of the shareholder during the relevant financial year.

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, Form 10F, any other document which may be required to avail the tax treaty benefits.

Shareholders may submit the aforementioned documents 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 Saturday, July 24, 2021 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination / deduction shall be entertained post Saturday, July 24, 2021. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from the shareholders, there would still be an option available with the shareholders to file the return of income and claim an appropriate refund, if eligible.

Shareholders may download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/> (refer to Form 26AS). If any shareholder need assistance in obtaining the TDS certificate, may write to the Company at investor@orientelectric.com or to RTA at einward.ris@kfintech.com.

A separate email communication informing the shareholders regarding this change in the Income-Tax Act, 1961 as well as the relevant procedure to be adopted for submission of necessary declarations / documents by them to avail the applicable tax rate has been sent by the Company at the registered email IDs of the shareholders.

17. Shareholders are requested to address all correspondences, including for dividends, to the RTA of the Company, at Kfin Technologies Private Limited, Unit: Orient Electric Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032 or via email at einward.ris@kfintech.com.
18. Shareholders who have not so far encashed their dividend paid by the Company upto and during the financial year ended March 31, 2021, may immediately approach the Company / RTA for claiming dividend amount. Information in respect of the unclaimed dividend as on March 31, 2021, will be uploaded on the website of Investor Education and Protection Fund ('IEPF') of the Government (www.iepf.gov.in) and on the website of the Company (www.orientelectric.com) after the AGM. Dividends, if not encashed for a consecutive period of 7 years, from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to IEPF. Further,

the shares of a shareholder who does not encash his/her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority. In view of this, shareholders, who have not yet claimed their dividend, are requested to claim their dividends from the Company / RTA, within the stipulated timeline. The shareholders, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same as well as the corresponding dividend by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The shareholder can file only one consolidated claim in a financial year as per the IEPF Rules.

19. Shareholders can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Shareholders, holding shares in physical form, desiring to avail of this facility, may send their nomination in the prescribed Form No. SH-13 duly filled-in to RTA. Shareholders holding shares in electronic form may contact their respective Depository Participants for availing this facility.

20. VOTING THROUGH ELECTRONIC MEANS:

- i. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting through electronic means. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), Secretarial Standard - 2 on General Meetings issued by Institute of Companies Secretaries of India and Regulation 44 of Listing Regulations, the Company is pleased to provide to its shareholders, the facility to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means and the business mentioned in the Notice may be transacted through remote e-voting. The facility of e-voting shall be provided by the RTA.
- ii. The e-voting period begins on **Monday, July 26, 2021 (9:00 AM) (IST)** and ends on Wednesday, **July 28, 2021 (5:00 PM) (IST)**. During this period, shareholders of the Company, holding shares, either in physical form or in dematerialized form, as on the cut-off date of Thursday, **July 22, 2021**, may cast their vote electronically either through remote e-voting or at AGM. The remote e-voting module shall be disabled by the RTA for voting thereafter. Once the vote on a resolution is cast by the shareholder, then s/he shall not be allowed to change it subsequently.

- iii. Shareholders who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / shareholder who has forgotten the User ID and Password, may approach the Company / RTA for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions.
- iv. The shareholders 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 at the AGM.
- v. The shareholders present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote during the AGM through Insta Poll.
- vi. A shareholder can opt for only single mode of voting i.e., through remote e-voting or Insta Poll. If a shareholder casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the AGM shall be treated as 'INVALID'.
- vii. The voting rights of shareholders 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. **Thursday, July 22, 2021.**

- viii. **Mr. Atul Kumar Labh, Practising Company Secretaries (Membership No. FCS 4848), of M/s. A.K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process for the AGM, in a fair and transparent manner.**

INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

I) FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT:

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding shares of the Company in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants/ websites of the Depositories/ Depositories Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding shares in demat mode, as devised by the Depositories / Depository participants, is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility of NSDL:</p> <ul style="list-style-type: none"> i. Type in the browser / click on the e-Services link: https://eservices.nsd.com ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password. Post successful authentication, click on 'Access to e-Voting' under 'Value Added Services'. iv. Click on 'Active E-Voting Cycles' option under e-Voting. v. Click against Company name ('Orient Electric Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication. 	<p>1. User already registered for IDeAS facility of CDSL:</p> <ul style="list-style-type: none"> i. Type in the browser / click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System Myeasi / Login to My Easi option under Quick Login. iii. Enter your User ID and Password for assessing Easi / Easiest. iv. Click against Company name ('Orient Electric Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.

NSDL	CDSL
<p>2. User not registered for IDeAS e-Services facility of NSDL:</p> <p>i. To register type in the browser /click on, any of the following e-Service link: https://eservices.nsd.com</p> <p>Or</p> <p>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Select 'Register Online for IDeAS'</p> <p>iii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</p> <p>iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>	<p>2. User not registered for Easi/Easiest facility of CDSL:</p> <p>i. To register type in the browser /click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</p> <p>iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>
<p>3. User may directly access the e-Voting website of NSDL:</p> <p>i. Type in the browser /click on the following link: https://www.evoting.nsd.com/</p> <p>ii. Click on the icon 'Login' which is available under 'Shareholder/Member' section.</p> <p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to e-Voting page on NSDL website.</p> <p>v. Click on 'Active E-Voting Cycles / VC or OAVMs' option under e-Voting.</p> <p>vi. Click against Company name ('Orient Electric Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.</p>	<p>3. User may directly access the e-Voting website of CDSL:</p> <p>i. Type in the browser /click on the following link: www.cdslindia.com</p> <p>ii. Click on E-Voting and enter your DP ID & Client ID and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv. After successful authentication, you will enter e-voting module of CDSL.</p> <p>v. Click against Company name ('Orient Electric Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.</p>

Procedure to Login through Demat accounts of shareholders

Individual shareholders (holding shares in demat mode) may also login through their Depository Participants using the login credentials of their demat account with Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click against Company name ('**Orient Electric Limited**') or e-Voting service provider ('**Kfintech**') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.

IMPORTANT NOTE:

Shareholders who are unable to retrieve User ID/ Password are advised to use **Forget User ID** and **Forget Password** option available at above mentioned websites.

Contact details of NSDL – In case shareholders face any technical issue

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Contact details of CDSL – In case shareholders face any technical issue

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43.

II) FOR NON-INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

Login method for non-individual shareholders and shareholders holding shares in physical form are given below:

A. In case a shareholder receives an e-mail from the Company / Kfintech (RTA) [for shareholders whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., user-id and password) mentioned in the email communication. The e-Voting Event Number and your Folio Number or Your DP ID Client ID will be your User- ID.

User – ID: For shareholders holding shares in Demat form:

For NSDL: 8 Character DP ID starting with IN followed by 8 Digits Client ID

For CDSL: 16 digits beneficiary ID

User – ID: For shareholders holding shares in Physical Form: EVEN 5960 followed by Folio No. registered with the Company/ RTA.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, Click on 'LOGIN'.
- iv. If you are logging for the first time, you will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-

Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number 'EVEN' i.e., **Orient Electric Limited**.
- vii. On the voting page you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the shareholder does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your

vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

B. In case of a shareholder whose e-mail address is not registered / updated with the Company / RTA / Depository Participant(s), please follow the following steps to generate your login credentials:

- i. Shareholders **holding shares in physical mode**, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by providing necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to evoting@kfintech.com or investor@orientelectric.com.
- ii. Shareholders **holding shares in dematerialised mode**, shall provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to evoting@kfintech.com or investor@orientelectric.com.
- iii. After due verification, the Company / KFinTech will forward your login credentials at your registered e-mail address.
- iv. Follow the instructions at II.(A). (i) to (x) to cast your vote

III) Information and instructions for Insta Poll during AGM:

Facility to cast vote through Insta Poll, for those shareholders who have not cast their votes earlier, will also be made available on the Video Conferencing screen during the AGM, ('VOTE' icon at the bottom left on the Meeting Screen) and will remain active till the expiry of 15 minutes after the conclusion of the AGM.

IV) In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section / E-voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website <https://evoting.kfintech.com> or call at toll free no. 18003094001. Any grievance relating to e-voting / AGM may be addressed to Mr. S V Raju, Deputy General Manager, at e-mail id: emeetings@kfintech.com.

21. INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

- i. Facility to attend the AGM through VC / OVAM platform and voting through e-voting during the AGM, is being provided through RTA of the Company. Shareholders will be able to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com/> under shareholders / members login by using the e-voting credentials.
- ii. Shareholders are requested to follow the procedure given below:
 - Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>.
 - Enter the login credentials (i.e., User ID and password for e-voting).
 - After logging in, click on '**Video Conference**' option
 - Then click on camera icon appearing against AGM EVEN 5960 of **Orient Electric Limited** to attend the AGM.
- iii. **Please note that the shareholder who does not have the User ID and Password for e-Voting or has forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.**
- iv. The facility of joining the AGM through VC / OVAM platform shall open 15 minutes before the time scheduled for the AGM and will be closed on expiry of 15 minutes from the schedule time of the AGM. The facility will be made available for 1,000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
- v. Shareholders are encouraged to join the AGM through computer / laptops with Google Chrome for a better experience.
- vi. While all efforts will be made to make the VC/ OAVM meeting smooth, participant connecting from Mobile Devices or Tablets or through computer connecting via Mobile Hotspot may have an experience of Audio/ Video loss due to fluctuation in their respective network.

It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- vii. Shareholders who would like to express their views/ask questions during the AGM may register themselves as Speaker Shareholder at <https://emeetings.kfintech.com/> by clicking on the 'Speaker Registration' option available on the screen after login in. Shareholders may also post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Speaker Registration will be open from **Monday, July 26, 2021 (9:00 A.M. IST) to Wednesday, July 28, 2021 (5:00 P.M. IST)**. Only those shareholders who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of speakers, number of questions and time for each speaker depending upon the availability of time for smooth conduct of the AGM, and therefore, the opportunity to speak at the AGM would be dependent upon the availability of time in spite of registration as speaker.
 - viii. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>
 - ix. Shareholders who need technical assistance before or during the AGM, can contact the RTA at emeetings@kfintech.com or evoting@kfintech.com or Toll Free helpline No. - **1800 309 4001**.
22. The recorded transcript of the 5th AGM shall also be made available on the website of the Company, www.orientelectric.com in the Investor's section, as soon as possible after the AGM is over.
 23. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter count the votes cast through remote e-voting and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorized by the Board. Result of the voting shall be declared forthwith, but within two working days of the conclusion of the AGM. 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 RTA, <https://evoting.kfintech.com>. The Company shall simultaneously forward the results to NSE and BSE, where the shares of the Company are listed.
 24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e. Thursday, July 29, 2021.
 25. Shareholders are requested to fill in and submit the Feedback Form available in the 'Investor' section on the Company's website www.orientelectric.com and also provided in the Annual Report, to aid the Company in its constant endeavour to enhance the standards of service to its shareholders.

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

Item no. 4

Shareholders of the Company at the Annual General Meeting held on July 16, 2018, 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 ('Rules') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, had approved the payment of remuneration to Ms. Avani Birla, relative of Mr. Chandra Kant Birla, Non-Executive Chairman of the Board, holding an office or place of profit in the Company. The shareholders had also authorised the Board of Directors (including any committee thereof) to increase her annual remuneration from time to time, by such amount as may be considered appropriate, subject to her total remuneration after such increase not to exceed ₹1,50,00,000 per annum inclusive of all benefits, perquisites, allowances, amenities and facilities.

Considering the qualification, knowledge, expertise, and the responsibilities being handled by Ms. Avani Birla, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, re-designated Ms. Avani Birla as President – Strategy and subject to the approval of shareholders, increased her annual remuneration for the financial year 2021-22 to ₹2,00,08,600/- which shall consist of basic salary, HR allowance, special allowance, annual bonus/variable pay, other allowances, contribution to provident fund, superannuation fund and gratuity apart from other benefits, amenities and facilities as per rules and policy of the Company. Since the aforesaid increase in her annual remuneration exceeds the previously approved limit of ₹1,50,00,000/-, therefore, in terms of the provisions of Section 188(1)(f) of the Act read with Section 2(76), Rule 15 of Rules and Listing Regulations, approval of the shareholders is being sought for such increase in her annual remuneration along with further authorisation to the Board of Directors (including any committee thereof) to alter / vary / revise her annual remuneration, from time to time, by such amount as may be considered appropriate provided that her annual remuneration after such revision in

remuneration shall not exceed ₹5,00,00,000/- inclusive of all the benefits, perquisites, allowances, amenities, and facilities as per rules and policies of the Company, but exclusive of Long-Term Cash Incentive, which was already approved by the shareholders at the Annual General Meeting held on July 16, 2019.

The details required as per Rule 15 of the Rules:

- Name of Related Party: Ms. Avani Birla
- Name of Director or Key managerial Personnel who is related: Mr. Chandra Kant Birla, Director and Non-Executive Chairman of the Company.
- Nature of Relationship: Ms. Avani Birla is daughter of Mr. Chandra Kant Birla.
- Nature, material terms, monetary value and particulars of contracts and arrangement: As detailed above and in the appended resolution.

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 the Resolution set out at Item No. 4 of the Notice.

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 shareholders as an Ordinary Resolution.

Item no. 5

The Board of Directors on the recommendation of Audit Committee, appointed Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-5343), as Cost Auditor of the Company for conducting the audit of the cost records of the Company for the financial year 2021-22, at a remuneration of ₹65,000/- (Rupees sixty five thousand) excluding tax and out of pocket expenses which shall be reimbursed on actual basis.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the shareholders of the Company.

Accordingly, the shareholders are requested to approve the remuneration of the Cost Auditor for the financial year 2021-22 as set out above 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 the Resolution set out at Item No. 5 of the Notice.

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 shareholders as an Ordinary Resolution.

By Order of the Board of Directors

Hitesh Kumar Jain

Company Secretary

(Membership No.: F6241)

Registered Office: Unit VIII,

Plot No. 7, Bhoinagar,

Bhubaneswar – 751012, Odisha

CIN: L31100OR2016PLC025892

Place: New Delhi

Date: May 12, 2021

Annexure -A

DETAILS OF DIRECTOR SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS:

Name	Mr. Desh Deepak Khetrapal
Date of Appointment	January 19, 2018
Age	65
Last gross remuneration (Paid during the financial year 2020-21)	₹ 0.38 crores (Sitting fees and commission)
Qualifications & expertise in specific functional area	Mr. Desh Deepak Khetrapal 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. Mr. Desh Deepak Khetrapal has rich experience in industrial, consumer and retail businesses.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the financial year 2020-21	6
Directorships held in other Public Limited Companies in India	a. Orient Cement Limited b. HIL Limited
Chairmanship / Membership of Committees in other public limited companies in India.*	a. Orient Cement Limited - Audit Committee – Member and Stakeholder's Relationship Committee – Member b. HIL Limited - Audit Committee – Member
Shareholding in the Company (No. of shares)	Nil

*Committees considered for this purpose are those prescribed in Regulation 26 of the Listing Regulations, viz. Audit Committee and Stakeholders' Relationship Committee.

Shareholder's Feedback Form

Name of First / Sole Shareholder*

DP ID and Client ID or Folio Number*

Mobile Number*

Email ID*

Rating for the services provided by the shareholders:

	Excellent	Good	Needs Improvement
Satisfactory response to queries / complaints	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Details / information available on the website of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Presentation of details / documents on the website of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Annual Report Quality and content	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Overall rating of our investor service	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Any grievance pending so far	Yes <input type="checkbox"/>	No <input type="checkbox"/>	

Any Suggestion on Improvement of Investor Services