

ORIENT ELECTRIC LIMITED

(CIN: L31100OR2016PLC025892)

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



POSTAL BALLOT FORM

Name and Registered Address of the :
First named shareholder(s) (in block letters)

Name of the joint shareholder(s), if any, :
registered with the Company

Registered Folio No. / *DP ID No. and Client ID No. :
(*Applicable to shareholders holding shares in demat form)

Number of equity shares held :
(As on 01/02/2019 - Cut-off date)

I/We hereby exercise my/our vote in respect of the Special Resolutions enumerated below to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated January 28, 2019 by conveying my/our assent or dissent to the said Special Resolution(s) by placing the tick (√) mark at the appropriate box below.

Item No.	Special Resolution	No. of Equity Shares on which vote is exercised	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Approval for Orient Electric Employee Stock Option Scheme-2019 for the employees of the Company.			
2.	Extension of the Orient Electric Employee Stock Option Scheme – 2019 to the employees of the holding company and subsidiary company(ies), if any, of the Company.			

Place:

Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

For those who wish to vote through electronic means instead of the Postal Ballot Form, the facility for voting through electronic means is available at the web link www.evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Notes:

- Each Equity Share carries one vote.
- If the voting rights are exercised through electronic means, there is no need to use this Postal Ballot Form.
- Facility for voting through electronic means will be available during the following period:**
 - Commencement of Voting: 9.00 a.m. (IST) on Tuesday, February 12, 2019.
 - End of Voting: 5.00 p.m. (IST) on Wednesday, March 13, 2019. The e-voting module shall be disabled by NSDL for voting thereafter.

Note: Please read the instructions overleaf carefully before exercising your vote.

INSTRUCTIONS

1. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and with a view to ensure participation of all shareholders of the Company in passing of the Resolutions, the items of business set out in the Postal Ballot Notice dated January 28, 2019 are proposed to be passed by way of a Postal Ballot (including e-voting).
2. A shareholder desiring to exercise his / her vote by Postal Ballot may complete this Postal Ballot Form (**in original**) and send it to the Scrutinizer, Mr. Neelesh Kumar Jain of M/s. NKJ & Associates, Practicing Company Secretaries, at 240, Okhla Industrial Estate, Phase – III, Okhla, New Delhi – 110020, appointed by the Company, in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots Forms, if sent by courier or registered / speed post or delivered by hand, at the expense of the registered shareholders, will also be accepted. Voting through any other form or photocopy of the Postal Ballot Form will not be considered valid. Please note that if any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and may be destroyed and the Company and/ or the Scrutinizer shall not be held responsible for the same.
3. The self-addressed postage pre-paid business reply envelope bears the address of the Corporate Office where the Scrutinizer appointed by the Board of Directors of the Company, will scrutinize the Postal Ballots.
4. A (√) mark should be placed in the relevant box signifying assent/ dissent, as the case may be, for each resolution. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Postal Ballot invalid. Please note that (X) mark or any other mark other than (√) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
6. In case of shares held by companies, trust, societies and corporate members etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / other Authority together with the attested specimen signature of the duly authorized person exercising the voting by Postal Ballot, failing which the Postal Ballot Form shall be treated invalid. In case Power of Attorney holders sign the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
8. Voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of the shareholders as on Friday, February 01, 2019, the Cut-off date.
9. Votes of a shareholder will be considered invalid on the following grounds:
 - a. If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - b. If the shareholder's signature does not match with the specimen signatures registered with the Company/Depository Participants;
 - c. If the shareholder has marked all his shares both in 'favour' and also 'against' the special resolution(s) in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - d. If the Postal Ballot Form used for voting is other than the one issued by the Company;
 - e. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds;
 - f. If voting rights of a shareholder are frozen by any competent authority.
10. The exercise of vote under Postal Ballot process is not permitted through proxy.
11. The Scrutinizers decision on the validity of the Postal Ballot will be final.
12. **Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than the 5.00 pm (IST) on Wednesday, March 13, 2019. All Postal Ballot Forms received after the above date and time will be strictly treated as if the reply from the shareholder has not been received and shall not be counted for the purpose of passing the Resolutions. Accordingly, shareholders are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.**
13. **The Company is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in the Notes of the Postal Ballot Notice.**
14. The voting period (including e-voting) ends at 5.00 pm (IST) on Wednesday, March 13, 2019.
15. The results of the voting conducted through Postal Ballot (including e-voting) will be announced on Friday, March 15, 2019 at the Corporate Office at 240, Okhla Industrial Estate, Phase – III, Okhla, New Delhi – 110020 ("Corporate Office"), of the Company and also by placing the same along with the Scrutinizer's Report on the Company's website, www.orientelectric.com, as well as on NSDL's website, www.evoting.nsdl.com. The results will simultaneously be communicated to the stock exchanges where the shares of the Company are listed.