A. K. LABH
FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary

A. K. LABH & Co.
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, Fax : (033) 2221-9381
Mobile : 98300-55689
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Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
of the 3rd Annual General Meeting of
Orient Electric Limited
Unit VIII, Plot No. 7
Bhoinagar, Bhubaneswar
Odisha -751012

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 3rd Annual General Meeting of the members of " ***Orient Electric Limited***" ("*Company*") held on Tuesday, 16th July, 2019 at Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha - 751012 at 11:00 A.M for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 30th April, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Karvy Fintech Private Limited ("Karvy") and of voting through physical ballots as provided by Karvy, the agency engaged by the Company to provide remote e-voting / physical ballot facilities.

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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 13th July, 2019 up to 5.00 P.M. IST on Monday, the 15th July, 2019.

2. The Shareholders holding shares as on the "cut off" date, i.e. 9th July, 2019 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 30th April, 2019 of the Annual General Meeting of the Company.

3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.

4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

5. The votes were unblocked on Tuesday, the 16th July, 2019 around 12:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Ankita Singh, residing at 76, Bhairav Dutta Lane, 3rd Floor, Salkia, Howrah-711106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060 who are not in employment of the Company.

6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.

7. The combined result of the remote e-voting [EVEN : 4577] and votes casted through physical ballot papers distributed at the AGM venue are as under:

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<A> ***ORDINARY BUSINESS:***

a) Resolution 1

Receive, consider and adopt the Audited Financial Statements for the financial year 2018-19 along with Reports of the Board of Directors and Auditors thereon

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	61	129879556	
Voting by ballot	20	16180	
Total	**81**	**129895736**	**100.00%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	**0**	**0**	**0.00%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
2	826209

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b) Resolution 2

Declaration of Final Dividend and confirm the Interim Dividend for the financial year 2018-19

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	61	129879556	
Voting by ballot	20	16180	
Total	**81**	**129895736**	**100.00%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	**0**	**0**	**0.00%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
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c) Resolution 3

Appointment of Mr. Desh Deepak Khetrapal (DIN: 02362633), who retires by rotation and being eligible, offers himself for re-appointment

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	60	129692770	
Voting by ballot	20	16180	
Total	**80**	**129708950**	**99.86%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	1	186786	
Voting by ballot	0	0	
Total	**1**	**186786**	**0.14%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
2	826209

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<B> SPECIAL BUSINESS:

d) Resolution 4 : Special Resolution

Grant of Stock Options and Long Term Cash Incentive to Mr. Rakesh Khanna, Managing Director & CEO of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	61	129879556	
Voting by ballot	20	16180	
Total	**81**	**129895736**	**100.00%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	**0**	**0**	**0.00%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
2	826209

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e) Resolution 5 : Ordinary Resolution

Grant of Long Term Cash Incentive to Ms. Avani Birla, Senior Vice President of the Company

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	44	48146262	
Voting by ballot	20	16180	
Total	**64**	**48162442**	**100.00%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	**0**	**0**	**0.00%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
2	826209

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f) Resolution 6 : Ordinary Resolution

Ratification of remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company, for the financial year 2019-20

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	61	129879556	
Voting by ballot	20	16180	
Total	**81**	**129895736**	**100.00%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	**0**	**0**	**0.00%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
2	826209

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8. All the resolutions proposed hereinabove have been passed with requisite majority.

9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For **A. K. LABH & Co.**
Company Secretaries

A. K. LABH & CO. Kolkata Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238

Place: Kolkata
Dated: 17.07.2019

ISO 9001 : 2008

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Witness :

1. Ankita Singh

(Ankita Singh)
76, Bhairav Dutta Lane, 3rd Floor
Salkia, Howrah-711106

A. K. LABH & CO. Kolkata Company Secretaries

2.

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road
Behala, Kolkata-700060

Received the Report of the Scrutinizer
For **Orient Electric Limited**

(Hitesh Kumar Jain)
Company Secretary

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