

November 10, 2023

**Listing department  
National Stock Exchange of India  
Limited**

Exchange Plaza, Plot no. C/1,  
G Block, Bandra-Kurla Complex  
Bandra (E), Mumbai - 400 051

Trading Symbol: ORIENTELEC

**Department of Corporate Services –  
Listing  
BSE Limited**

Phiroze JeeJeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Scrip Code: 541301

**Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Dear Sir/ Madam,

This is in continuation to our earlier letter dated October 07, 2023, wherein we have informed to the Stock Exchange(s) for the appointment of Mr. Raju Lal as an Additional Director in the category of Independent Director of the Company for a period of 5 years subject to approval of the shareholders of the Company. Approval of the shareholders is being sought through the Postal Ballot.

As per the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice for your information and records, which is being sent to the members of the Company. The same shall also be available on the Company's website viz. [www.orientelectric.com](http://www.orientelectric.com).

In compliance with Ministry of Corporate Affairs the General Circular No. 9/2023 dated September 25, 2023, read alongwith General Circular Nos. 11/ 2022 dated December 28, 2022, 2/2022 dated May 05, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 (“MCA Circulars”), this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, November 03, 2023 (“Cut-off date”).

The Company has engaged the services of KFin Technologies Limited (“Kfin Tech”) to provide remote e-voting facility to its members. The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, November 11, 2023 and ends at 5:00 p.m. (IST) on Sunday, December

10, 2023. The e-voting module shall be disabled by Kfin Tech thereafter. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the members, as per MCA Circular, would be only through the remote e-voting system.

You are requested take the above information and enclosed Postal Ballot Notice on your record.

Thanking You,

Yours Sincerely,

For **Orient Electric Limited**

Hitesh Kumar Jain  
**Company Secretary**  
Encl.: as above

## ORIENT ELECTRIC LIMITED

CIN: L31100OR2016PLC025892

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

Tel: 0674-2396930

E-mail: [investor@orientelectric.com](mailto:investor@orientelectric.com), Website: [www.orientelectric.com](http://www.orientelectric.com)

### POSTAL BALLOT NOTICE

(ONLY THROUGH E-VOTING)

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

#### To the members of the Company,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and other applicable provisions, if any, of the Act and the Rules, General Circular No. 9/2023 dated September 25, 2023, read alongwith General Circular Nos. 11/ 2022 dated December 28, 2022, 2/2022 dated May 05, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the special resolution set out below is proposed to be passed by the members of Orient Electric Limited (the “**Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting**”).

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (“**Notice**”) only by email to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“**RTA**”) or Depositories as on **Friday, November 03, 2023** (“**Cut-Off Date**”). Accordingly, no physical copy of the Notice alongwith Postal Ballot Form and pre-paid business reply envelope is being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members shall take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/ Depositories, please follow the process provided in the notes to receive this Notice. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.

The Statement pursuant to Section 102 and other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Notice is annexed hereto.

The Company has engaged the services of KFin Technologies Limited (“**KFinTech**” or “**RTA**”) as the agency to provide e-voting facility. For further information, please refer to the notes in this Notice.

The Board of Directors have appointed Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848, CP – 3238), of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and remain available for the said purpose. The Scrutinizer’s decision on the validity of the voting shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other officer so authorized. The results of e-voting will be announced within two working days after the last date of voting and will be displayed on the Company’s website [www.orientelectric.com](http://www.orientelectric.com) and will also be communicated to the Stock Exchanges and KfinTech. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

#### PROPOSED RESOLUTION:

##### Appointment of Mr. Raju Lal (DIN 10347298) as an Independent Director on the Board of the Company.

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board

of Directors, Mr. Raju Lal (DIN 10347298), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from October 11, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from October 11, 2023 upto October 10, 2028.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things 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,  
For Orient Electric Limited**

November 03, 2023  
New Delhi

Hitesh Kumar Jain  
**Company Secretary**  
**Membership No.: F6241**

**NOTES:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, setting out the material facts relating to the aforesaid Resolution and the reason thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
  2. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations read with SEBI circular on e-Voting facility provided by listed entities, dated December 9, 2020, MCA Circulars, Secretarial Standard -2 and any amendments thereto, the Company is pleased to provide e-voting facility to its members to exercise their votes electronically and vote on the resolution through e-voting facility provided by KfinTech. The instructions for e-voting are provided as part of this Notice which the members are requested to read carefully before casting their vote.
  3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories or for any other reasons) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
  4. This Notice shall also be available on the website of the Company at [www.orientelectric.com](http://www.orientelectric.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KfinTech at <https://evoting.kfintech.com>. Members who have not received the copy of this Notice may download the same from the aforementioned platforms/links. Members may also contact KfinTech at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or Company at [investor@orientelectric.com](mailto:investor@orientelectric.com) for receiving copy of this Notice.
  5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN card to KfinTech at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com), if the shares are held in physical form. Self attested copies of these documents with relevant Form may be sent to Kfin Tech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032
  6. The resolution will be taken as passed effectively on the last date of e-voting i.e. Sunday, December 10, 2023, if the results of the e-Voting on Postal Ballot indicate that the requisite majority of the members of the Company have assented to the resolution. The Scrutinizer’s decision on validity of the e-Voting shall be final.
  7. All documents referred to in this Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [investor@orientelectric.com](mailto:investor@orientelectric.com).
  8. The Results declared along with the Scrutinizer’s Report shall be displayed at the Registered Office and Corporate Office of the Company and shall also be placed on the Company’s website [www.orientelectric.com](http://www.orientelectric.com) and on the website of KfinTech at <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or any other officer of the Company so authorized, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
  9. Members may further note that the SEBI vide circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the relevant Form in the specified formats, which are available on the website of the Company at <https://www.orientelectric.com/investors/other-disclosures#share-holder> and also available on the website of the RTA at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 10. PROCEDURE FOR ‘E-VOTING’:**
- A. E-VOTING FACILITY:**
- i. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020 on e-Voting Facility to be provided by Listed Entities, the Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolutions by electronic means.

- ii. The e-voting facility will be available during the following period:
  - **Commencement of e-voting: 9:00 a.m. (IST) on Saturday, November 11, 2023**
  - **End of e-voting: 5:00 p.m. (IST) on Sunday, December 10, 2023**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall forthwith be disabled by KFinTech upon expiry of the aforesaid period.

- iii. The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals holding shares of the Company in demat mode, (c) Shareholders holding shares of the Company in physical mode, and (d) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

**B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- i. Once the shareholder has exercised the vote, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per SEBI circular on e-Voting Facility to be provided by Listed Entities, dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories/ Depository Participant(s), is given below:

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.</li> <li>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</li> <li>iv. On successful authentication, you will enter your IDeAS service login. Click on “<b>Access to e-Voting</b>” under <b>Value Added Services</b> on the panel available on the left-hand side.</li> <li>v. Click on “<b>Active E-voting Cycles</b>” option under E-voting.</li> <li>vi. You will see Company Name: “<b>Orient Electric Limited</b>” on the next screen. <b>Click on the e-Voting link available against Orient Electric Limited or select e-Voting service provider - “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Type in the browser / Click on any of the following links: <a href="https://cdslindia.com/myeasi/home/login">https://cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi / Login to My Easi option under Quick Login</b> (best operational in Internet Explorer 10 or above and Mozilla Firefox).</li> <li>ii. Enter your User ID and Password for accessing Easi / Easiest.</li> <li>iii. You will see Company Name: “<b>Orient Electric Limited</b>” on the next screen. <b>Click on the e-Voting link available against Orient Electric Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul>

<p><b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>Select option “<b>Register Online for IDeAS</b>” available on the left-hand side of the page.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>	<p><b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>Proceed to complete registration using your DP ID-Client ID (BO ID), etc.</li> <li>After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>
<p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following link: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a></li> <li>Click on the button ‘<b>Login</b>’ available under “<b>Shareholder/Member</b>” section.</li> <li>On the login page, enter User ID (i.e. 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>On successful authentication, you will enter the e-voting module of NSDL. You will see Company Name: “<b>Orient Electric Limited</b>” on the next screen. Click on the e-Voting link available against Orient Electric Limited or select e-Voting service provider “<b>KFinTech</b>” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following links: <a href="http://www.cdslindia.com">www.cdslindia.com</a> / <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>Provide Demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL. <b>Click on the e-Voting link available against Orient Electric Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORY PARTICIPANTS**

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Orient Electric Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.**

<p><b>Contact details in case of any technical issue on NSDL Website</b></p>	<p><b>Contact details in case of any technical issue on CDSL Website</b></p>
<p>Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 / 1800 22 44 30.</p>	<p>Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.</p>



**iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS, HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE.**

- I. A. In case a member receives an e-mail from the Company/ KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:**
- a. Launch Internet browsers by typing the URL: <https://evoting.kfintech.com>.
  - b. Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. (for holding in physical mode) or DP ID Client ID (for holding in Demat mode) will be your User ID. If you are already registered with KFinTech for 'e-voting', you can use the existing password for logging-in.
  - c. After entering these details appropriately, click on "LOGIN".
  - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one uppercase (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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.**
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Orient Electric Limited. Select the same.
  - g. On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
  - h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - i. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
  - j. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
  - k. Once you confirm, you will not be allowed to modify your vote.
  - l. Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to the Company at [investor@orientelectric.com](mailto:investor@orientelectric.com). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".
- B. In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**
- a. Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN Card to KfinTech at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  - b. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
  - c. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
  - d. Follow the instructions at I.(A). (a) to (l) to cast your vote.



- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. **Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
 Example for NSDL: MYEPWD <SPACE> IN12345612345678  
 Example for CDSL: MYEPWD <SPACE> 1402345612345678  
 Example for Physical: MYEPWD <SPACE> XXXX123456789
  - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
  - c. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
  - d. If the member is already registered with KFinTech’s e-voting platform, then he/she/it can use his/her/ its existing password for logging-in.
- IV. **In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KfinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.**
- V. **Members are requested to note the following contact details for addressing e-voting / postal ballot related grievances:**

**Mr. Bhaskar Roy,**

**Assistant Vice President**

**KFin Technologies Limited**

Selenium Tower B, Plot 31-32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032

Toll-free Nos.: 1800-309-4001

(From 9:00 a.m. IST to 6:00 p.m. IST on all working days)

E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:**

As per Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Board of Directors of the Company shall comprise of not less than six directors and in case of any vacancy in the office of a director arises, as per Regulation 17(1E) of the Listing Regulations, that shall be filled by the listed entity not later than three months from the date of such vacancy. Consequent to the resignation of Mr. Rajan Gupta from the position of Managing Director & Chief Executive Officer (CEO), total strength of the Board reduced to five and accordingly as per Regulation 17(1E) of the Listing Regulations a new Director was required to be appointed within three (3) months from the date of his resignation i.e July 14, 2023.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee of the Company approved the appointment Mr. Raju Lal as an Additional Director and designated him as an Independent Director of the Company for a period of 5 (five) consecutive years, effective from October 11, 2023 subject to the approval of members of the Company. In the opinion of the Board of Directors, Mr. Raju Lal possesses the skills and capabilities identified for the role of Independent Director of the Company. As an Additional Director, Mr. Raju Lal would hold the office of Director till the date of the next Annual General Meeting (“AGM”) or the last date upto which the AGM should have held. However, as per Regulation 17 (1C) of the Listing Regulations, for appointment of a person on the Board of Directors, the approval of the shareholders of the Company shall be taken at the next general meeting or within three months from the date of appointment, whichever is earlier.

In terms of Section 149 of the Act read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules 2014, an Independent Director can hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

Therefore, the Board of Directors have recommended the appointment of Mr. Raju Lal as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years, effective from October 11, 2023.

Mr. Raju Lal is a Chartered Accountant by qualification. He is a versatile and communicative professional with over 30 years of experience in capturing profitable business opportunities and motivating talented, cross-functional team of large number of employees. He has a diverse experience across various aspects of Strategic Planning & Execution, Operational Excellence & Process Optimization, Regulatory Compliance & Risk Management, Leadership & Team development, Change Management & Adaptability. He has also done various certification programs - Harvard- Journey to the Board Room Program, IMD Business School- Switzerland- Market Leadership Program, Kellogg School of Management- Advanced Management Program and IIM(A)- Advanced Management Program.

Mr. Raju Lal fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16 of the Listing Regulations.

The Company has received all statutory disclosures / declarations from Mr. Lal, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and he is not debarred for being appointed as an Independent Director of the Company by any statutory authority. The Company has also received a notice under Section 160 of the Act from a member, recommending Mr. Raju Lal to the office of Independent Director.

In the opinion of the Board of Directors and based on their evaluation, Mr. Raju Lal fulfils the conditions specified in the Act and Rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company. A copy of the draft letter for his appointment setting out the terms and conditions is available for electronic inspection by the members.

The resolution seeks the approval of members for the appointment of Mr. Raju Lal as an Independent Director of the Company for a term of five consecutive years effective from October 11, 2023 till October 10, 2028.

Mr. Raju Lal is interested in this resolution to the extent of his appointment as an Independent Director of the Company. No other Director of the Company, Key Managerial Personnel or their relatives, is, in anyway concerned or interested in the proposed resolution, except to the extent of their respective shareholding, if any.

The Board of Directors recommend the resolution set forth in the Notice for the approval of members as Special Resolution.

Details about Mr. Raju Lal as required under Regulation 36 of LODR Regulations and Secretarial Standards- II, is annexed herewith.

**By order of the Board of Directors,  
For Orient Electric Limited**

November 03, 2023  
New Delhi

Hitesh Kumar Jain  
**Company Secretary**  
Membership No.: F6241  
Unit VIII, Plot No. 7, Bhoynagar,  
Bhubaneswar, Odisha-751 012

## Annexure

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

Particulars	Mr. Raju Lal
Date of first appointment on the Board	October 11, 2023
Date of Birth / Age	April 30, 1963 / 60 years
Nationality	Indian
Category	Non-Executive Independent Director
Last gross remuneration including sitting fees	Not Applicable
Qualifications & expertise in specific functional area including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Qualifications - Chartered Accountant For expertise refer background details mentioned in explanatory statement
Experience	30 Years
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 2023-24	Not Applicable*
Directorships held in other Public Limited Companies in India	Nil
Resignation from the directorship of the Listed Companies in the past three years	Nil
Chairmanship / Membership of Committees in other public limited companies in India	Nil
Shareholding in the Company (No. of shares)	Nil
Shareholding in the Company as a beneficial owner	Nil

\*Appointed w.e.f. October 11, 2023