



July 26, 2022

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.: Summary of Proceedings of 6th Annual General Meeting, Scrutinizers' Report and Voting <u>Results.</u>

Dear Sir / Madam,

We hereby wish to inform you that the 6th Annual General Meeting ("AGM") of the Company was held on Monday, July 25, 2022, through Video Conferencing / Other Audio-Visual Means. The AGM commenced at 03.30 P.M. and concluded at 04:38 P.M. and the business mentioned in the Notice of the AGM dated May 10, 2022 were transacted and passed with requisite majority.

In this regard, we are enclosing herewith the following reports:

- Pursuant to Regulation 30, Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations), Summary of the proceedings of the 6th Annual General Meeting as Annexure A;
- 2. Pursuant to Regulation 44 of the Listing Regulations, Voting Results on all the resolutions passed at the AGM as **Annexure B**;

Scrutinizers' Report prepared under Section 108 of the Companies Act, 2013 and Rule 20 (4)
 (xii) of the Companies (Management and Administration), Rules 2014, as Annexure C;

You are requested to take the above information and enclosed documents on your record.

Thanking you,

Yours Sincerely,

For Orient Electric Limited

Hitesh Kumar Jain

Company Secretary





SUMMARY OF THE PROCEEDINGS OF SIXTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ORIENT ELECTRIC LIMITED HELD ON MONDAY, JULY 25, 2022 AT 03.30 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS.

The 6th Annual General Meeting ("**AGM**" or "**Meeting**") of the Shareholders of Orient Electric Limited (the "**Company**") was held on Monday, July 25, 2022. The Meeting commenced at 03.30 P.M. (IST) and concluded at 04:38 P.M. (IST).

The Company Secretary welcomed the shareholders, directors and other panelist to the 6th AGM of the Company and informed the shareholders that the AGM is being held through Video Conference ("**VC**") / Other Audio Visual Means ("**OAVC**"), as per the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and in compliance of the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Thereafter, the Company Secretary informed the shareholders, that Register of Members, Register of Directors & Key Managerial Personnel, the Register of Contracts or Arrangements in which Directors are interested and other documents were made available for inspection electronically on NSDL's AGM Platform and also on the website of the Company during the Meeting. He also provided instructions related to participation in the AGM and guidelines for speaker shareholders.

Mr. Chandra Kant Birla, Chairman of the Board, chaired the AGM and welcomed the shareholders to the 6th AGM of the Company. Mr. Desh Deepak Khetrapal, Non-Executive Vice Chairman, Mr. Rakesh Khanna, Managing Director & CEO were present at the AGM alongwith the Chairman. The Chairman, requested all the colleagues on the Board and KMPs to introduce themselves.

Mr. TCA Ranganathan, Independent Director, Chairman of the Audit Committee and Risk Management Committee, Mr. K Pradeep Chandra, Independent Director, Chairman of Corporate Social Responsibility Committee, Mrs. Alka Marezban Bharucha, Independent Director, Chairperson of Nomination & Remuneration Committee and Stakeholders' Relationship Committee and Mr. Saibal Sengupta, Chief Financial Officer, introduced themselves and confirmed their presence in the AGM. The Chairman also acknowledged the attendance of authorised representative of Statutory auditors and Secretarial Auditor & Scrutinizer.

After ascertaining that the quorum is present, the Chairman called the meeting to order.

On the advice of the Chairman, the Company Secretary briefed the shareholders about the e-voting procedure. He informed the shareholders that in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility, to its shareholders, to cast their vote electronically (remote e-voting) from **Friday**, **July 22**, **2022** (9:00 A.M.) to **Sunday**, **July 24**, **2022** (5:00 P.M.) through e-voting platform provided by NSDL in respect of all the businesses mentioned in the Notice dated May 10, 2022. The

shareholders attending the AGM, who had not cast their vote by remote e-voting, had been provided the facility to exercise their right of voting at the AGM through e-voting during the continuance of AGM. Cut-off date for determining the name of the shareholders eligible for voting (remote e-voting and e-voting at the AGM) and also for attending the AGM was Monday, July 18, 2022.

Thereafter, the Chairman delivered his speech. Notice of the 6th AGM was already circulated to the shareholders and the same was taken as read. Since there was no qualification, observation or adverse remark in the Statutory Auditor's Report on the financials of the Company for the financial year 2021-22 and the Secretarial Auditor's Report, the same were taken as read.

The following items of business, as per the Notice of AGM dated May 10, 2022, were transacted at the Meeting. The Chairman read out the resolutions no. 1 & 2 and requested Mr. Desh Deepak Khetrapal, Vice Chairman, to take up the resolution no. 3, since this resolution was related to him. The Chairman thereafter continued the AGM proceedings and read out resolutions no. 4, 5, 6 & 7.

Ordinary Business:

- 1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022 along with reports of the Board of Directors and Auditors' thereon.
- 2. Declaration of final dividend of Re. 1.25 per equity share of face value of Re. 1 each for the financial year ended March 31, 2022 and confirmation of the interim dividend of Re. 0.75 per equity share, already paid during the financial year 2021-22.
- 3. Appointment of a Director in place of Mr. Chandra Kant Birla (Din: 00118473), who retires by rotation and being eligible, offers himself for re-appointment.
- 4. Appointment of Statutory Auditors, M/s S. R. Batliboi & Co. LLP., Chartered Accountants.

Special Business:

- 5. Approval of remuneration of Mr. Rakesh Khanna, Managing Director & CEO, for the Financial Year 2022-23.
- 6. Payment of commission to Non-Executive Directors for a period of five years.
- 7. Payment of Remuneration to Cost Auditors for the financial year ending March 31, 2023.

Thereafter, Chairman announced that the e-voting window is active for allowing the shareholders to vote during the AGM and opened the floor for question & answer session. Chairman requested the shareholders who have registered themselves as Speaker Shareholder, to give their valuable opinions and suggestions. Chairman addressed the queries of the Shareholders.

Thereafter, Chairman informed that the e-voting window will be closed after 15 minutes from the end of this meeting. He also informed that Mr. Atul Kumar Labh, Company Secretary in Practice, has been appointed to act as the Scrutinizer for scrutinizing the remote e-voting and the e-voting process at the AGM in a fair and transparent manner. He also informed that results will be declared within two working days from the end of this meeting based on scrutinizer's report and the same would be published on the Company's website and would also be uploaded on the websites of the Stock Exchanges, NSE and BSE.

The Chairman severally authorized Mr. Rakesh Khanna, Managing Directors & CEO, Mr. Saibal Sengupta, CFO, and Mr. Hitesh Kumar Jain, Company Secretary, to receive the scrutinizer report, declare the voting results and submit the same to the Stock Exchanges. Chairman announced that the resolutions, as set forth in the Notice, shall be deemed to have been passed today subject to receipt of requisite number of votes.

The Chairman thanked the shareholders for their participation, views and suggestions, alongwith Board members, KMP's and Auditors, and thereafter announced formal closure of the AGM.

The AGM concluded with a vote of thanks to the Chair

For Orient Electric Limited

Hitesh Kumar Jain **Company Secretary** Date: July 26, 2022

			ORIENT ELECTR							
Date of the AGM/EGM			25-07-2022							
Total number of shareholders on reco	rd date		79850							
No. of shareholders present in the me		son or through	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,							
proxy:										
Promoters and Promoter Group:			0							
Public:			0							
No. of Shareholders attended the mee	ting through Vide	o Conferencing	-							
Promoters and Promoter Group:			17							
Public:			45							
			,							
Resolution No.	1									
Resolution required: (Ordinary/	ORDINARY - Rece	vive, consider an	d adopt the Aud	ited Financia	Statements of	the Company	for the finar	ncial year enc	led March 3:	1, 2022
Special)	together with the	e reports of Boar	d of Directors an	nd Auditors' t	hereon.					
Whether promoter/ promoter group	No									
are interested in the										
agenda/resolution?										
Category	Mode of Voting	No. of shares	No. of votes	% of Votes	No. of Votes –	No. of	% of Votes	% of Votes	Votes	Votes
		held (1)	polled (2)	Polled on	in favour (4)	Votes –	in favour	against on	Invalid	Abstained
				outstandin		against (5)	on votes	votes		
				g shares			polled	polled		
				(3)=[(2)/(1)			(6)=[(4)/(2)	(7)=[(5)/(2)		
]* 100]*100]*100		
Promoter and Promoter Group	E-Voting	8,17,33,294	8,17,33,294	100.0000	8,17,33,294	0	100.0000	0.0000	0	0
	Poll]	0		0	0	0.0000		0	C
	Postal Ballot (if		0	0.0000	0	0	0.0000	0.0000	0	0
	applicable)									
	Total		8,17,33,294		8,17,33,294	0			0	
Public- Institutions	E-Voting	7,50,11,761	7,06,34,678	94.1648	7,06,34,678				0	0
	Poll		0		0	-	0.0000		0	
	Postal Ballot (if		0	0.0000	0	0	0.0000	0.0000	0	0
	applicable)									
	Total		7,06,34,678		7,06,34,678	0	100.0000		0	-
Public- Non Institutions	E-Voting	5,54,40,447			2,76,55,494	484	99.9982	0.0017	0	
	Poll	-	0		0	0	0.0000		0	
	Postal Ballot (if		0	0.0000	0	0	0.0000	0.0000	0	0
	applicable)		2,76,55,978	49.8841	2,76,55,494	484	99.9982	0.0018	0	0
	Total Total	21,21,85,502			18,00,23,466	484	99.9982	0.0018	0	-
	Total	21,21,03,302	10,00,23,350	04.0427	10,00,23,400	404	33.3337	0.0003		
Resolution No.	2									
Resolution required: (Ordinary/	-									
Special)		are final dividen	d of Rs 1 25 (12	5%) ner equit	ty share of face	value of Rs 1	each for the	financial vez	r ended Ma	rch 31
	2022 and to conf		d of Rs. 1.25 (12 dividend of Rs. 0							rch 31,
	2022 and to conf	are final dividen firm the interim o								rch 31,
Whether promoter/ promoter group										rch 31,
Whether promoter/ promoter group are interested in the	2022 and to conf									rch 31,
	No	firm the interim o								rch 31,
are interested in the		firm the interim of No. of shares		.75 (75%) per		Iready paid d				rch 31, Votes
are interested in the agenda/resolution?	No	firm the interim o	dividend of Rs. 0	.75 (75%) per % of Votes Polled on	r equity share, a	lready paid d No. of Votes –	uring the fina % of Votes in favour	% of Votes against on	021-22.	
are interested in the agenda/resolution?	No	firm the interim of No. of shares	dividend of Rs. 0	.75 (75%) per % of Votes Polled on outstandin	No. of Votes –	Iready paid d	uring the fina % of Votes in favour on votes	% of Votes against on votes	Votes	Votes
are interested in the agenda/resolution?	No	firm the interim of No. of shares	dividend of Rs. 0	% of Votes Polled on outstandin g shares	No. of Votes –	lready paid d No. of Votes –	uring the fin: % of Votes in favour on votes polled	% of Votes against on votes polled	Votes	Votes
are interested in the agenda/resolution?	No	firm the interim of No. of shares	dividend of Rs. 0	% of Votes Polled on outstandin g shares (3)=[(2)/(1)	No. of Votes –	lready paid d No. of Votes –	wring the fina % of Votes in favour on votes polled (6)=[(4)/(2)	% of Votes against on votes polled (7)=[(5)/(2)	Votes	Votes
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are interested in the agenda/resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if	No. of shares held (1) 8,17,33,294 7,50,11,761	No. of votes polled (2) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 0 7,07,63,760 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	75 (75%) per % of Votes Polled on outstandin g shares (3)=[(2)/(1) 100.0000 0.0000 94.3369 0.0000 94.3369 0.0000 94.3369	equity share, a No. of Votes – in favour (4) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 0 7,07,63,760 2,76,54,549	No. of Votes – against (5) 0	<pre>% of Votes in favour on votes polled (6)=[(4)/(2) 100.0000 0.0000 100.0000 0.0000 0.0000 100.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000</pre>	% of Votes against on yotes polled p01ed (7)=[(5)/(2)] 1*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Cotal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot (if applicable)	No. of shares held (1) 8,17,33,294 7,50,11,761	No. of votes polled (2) 8,17,33,294 7,07,63,760 0 2,76,55,893 0 0 0 0	% of Votes % of Votes Polled on outstandin g shares (3)=[(2)/(1) *100 100.0000 94.3369 0.0000 94.3369 49.8360 0.0000 0.0000	equity share, a No. of Votes – in favour (4) 8,17,33,294 7,07,63,760 0 7,07,63,760 0 7,07,63,760 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2) *100.0000 100.0000 100.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)] 100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if	No. of shares held (1) 8,17,33,294 7,50,11,761	No. of votes polled (2) 8,17,33,294 0 8,17,33,294 7,07,63,760 0 0 7,07,63,760 0 0 2,76,55,893 0 0 0 2,76,55,893	% of Votes % of Votes Polled on outstandin g shares (3)=[(2)/(1) *100 100.0000 94.3369 0.0000 94.3369 49.8360 0.0000 0.0000	Requity share, a No. of Votes – in favour (4) 8,17,33,294 0 8,17,33,294 7,07,63,760 0 7,07,63,760 0 7,07,63,760 0 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	<pre>wring the final % of Votes in favour on votes polled (6)=[(4)/(2) *100 100.0000 0.0000 100.0000 100.0000 100.0000 100.0000 100.0000 100.0000 100.0000 100.0000</pre>	% of Votes against on votes polled (7)=[(5)/(2)] 100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0

Resolution No.	3									
Resolution required: (Ordinary/	ORDINARY - App		n place of Mr. Cl	nandra Kant I	3irla (DIN 001184	473), who ret	ires by rotat	ion and being	g eligible, off	ers himself
Special)	for re-appointme	ent.								
Whether promoter/ promoter group are interested in the	No									
agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	8,17,33,294	8,17,33,294	100.0000	8,17,33,294	0	100.0000	0.0000	0	
	Poll Postal Ballot (if applicable)	-	0							0
Public- Institutions	Total E-Voting	7,50,11,761	8,17,33,294 7,07,63,760	100.0000 94.3369	8,17,33,294 6,94,75,953	0 12,87,807	100.0000 98.1801	0.0000		
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		7,07,63,760	94.3369	6,94,75,953	12,87,807	98.1801	1.8199	C	0
Public- Non Institutions	E-Voting Poll Postal Ballot (if	5,54,40,447	2,76,55,993 0 0				99.9957 0.0000 0.0000			0
	applicable) Total Total	21,21,85,502	2,76,55,993 18,01,53,047	49.8841 84.9036	2,76,54,830 17,88,64,077	1,163 12,88,970	99.9958 99.2845	0.0042	0	
Developing No.										
Resolution No. Resolution required: (Ordinary/	4 ORDINARY - App	pintment of Stat	utory Auditors o	f the Compa	nv					
Special)	ensitivity App									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	8,17,33,294	8,17,33,294	100.0000	8,17,33,294	0	100.0000		C	0
	Poll Postal Ballot (if	-	0						0	
	applicable)									
Public- Institutions	Total E-Voting	7,50,11,761	8,17,33,294 7,07,63,760	100.0000 94.3369		0 3,24,73,087	100.0000 54.1105	0.0000 45.8894	(
	Poll Postal Ballot (if applicable)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	0	0.0000	0	0	0.0000	0.0000		0
Public- Non Institutions	Total E-Voting Poll Postal Ballot (if	5,54,40,447	7,07,63,760 2,76,55,993 0 0		2,76,55,509	484 0	54.1106 99.9982 0.0000 0.0000			0
	applicable) Total		3 76 55 003	49.8841	2 76 55 500	484	99.9982	0.0018	0	0
	Total	21,21,85,502	2,76,55,993 18,01,53,047	84.9036	2,76,55,509 14,76,79,476		81.9745		0	
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	5 SPECIAL - To app 23. No	rove the terms o	f remuneration	of Mr. Rakes	h Khanna, Mana	ging Director	CEO of the	Company, fo	r the financia	al year 2022-
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if	8,17,33,294	8,17,33,294 0 0	100.0000 0.0000	0	-	100.0000 0.0000	0.0000	0	0
	applicable)		0 47 22 25	100.000	0 47 22 25	-	100.000			-
Public- Institutions	Total E-Voting	7,50,11,761	8,17,33,294 7,07,63,760	100.0000 94.3369		0 5,46,599	100.0000 99.2275		-	
	Poll Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	(0
	Total		7,07,63,760	94.3369		5,46,599	99.2276			
Public- Non Institutions	E-Voting Poll	5,54,40,447	2,76,55,992		2,76,53,577	2,415	99.9912		(
	Postal Ballot (if applicable)		0	0.0000		0		0.0000	0	0
	Total Total	21,21,85,502	2,76,55,992 18,01,53,046	49.8841 84.9036	2,76,53,577 17,96,04,032	2,415	99.9913 99.6953			

Resolution No.	6									
Resolution required: (Ordinary/	ORDINARY - Payr	ment of Commiss	ion to Non-Exec	utive Directo	ors of the Compa	ny				
Special)	,					,				
Whether promoter/ promoter group	No									
are interested in the										
agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on	No. of Votes – in favour (4)	No. of Votes –	% of Votes in favour	% of Votes against on	Votes Invalid	Votes Abstained
				outstandin g shares (3)=[(2)/(1)		against (5)	on votes polled (6)=[(4)/(2)	votes polled (7)=[(5)/(2)		
]* 100]*100]*100		
Promoter and Promoter Group	E-Voting Poll	8,17,33,294	8,17,33,294	100.0000 0.0000		0			0	-
	Postal Ballot (if		0	0.0000	0	0	0.0000	0.0000	0	0
	applicable)									
	Total		8,17,33,294	100.0000	8,17,33,294	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,50,11,761	7,07,63,760	94.3369	7,07,46,498	17,262	99.9756	0.0243	0	0
	Poll		0			0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,07,63,760	94.3369	7,07,46,498	17,262	99.9756	0.0244	0	0
Public- Non Institutions	E-Voting	5,54,40,447	2,76,55,992	49.8841	2,76,53,552	2,440	99.9911	0.0088	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if		0	0.0000	0	0	0.0000	0.0000	0	0
	lapplicable)									
	applicable) Total		2,76,55,992	49.8841	2,76,53,552	2,440	99.9912	0.0088	0	0
		21,21,85,502	2,76,55,992			2,440 19,702			0	-
	Total	21,21,85,502								-
Resolution No.	Total	21,21,85,502								-
Resolution No. Resolution required: (Ordinary/	Total Total		18,01,53,046	84.9036	18,01,33,344	19,702	99.9891			-
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the	Total Total 7		18,01,53,046	84.9036	18,01,33,344	19,702	99.9891			-
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total 7 ORDINARY - Payr No	nent of remuner	18,01,53,046 ation to Cost Au	84.9036 ditors for the	18,01,33,344 e financial year e	19,702	99.9891 31, 2023.	0.0109	0	0
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the	Total Total 7 ORDINARY - Payr	nent of remuner	18,01,53,046	84.9036	18,01,33,344	19,702	99.9891 31, 2023. % of Votes in favour on votes polled			-
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total 7 ORDINARY - Payr No	nent of remuner	18,01,53,046 ation to Cost Au No. of votes	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)	18,01,33,344 e financial year e No. of Votes –	19,702 nding March No. of Votes –	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100	0 Votes	0 Votes Abstained
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total 7 ORDINARY - Payr No Mode of Voting E-Voting Poll Postal Ballot (if	nent of remuner	18,01,53,046 ation to Cost Au No. of votes polled (2)	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100 100.0000 0.0000	18,01,33,344 e financial year e No. of Votes - in favour (4) 8,17,33,294 0	19,702 Inding March No. of Votes – against (5)	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000	0 Votes Invalid	Votes Abstained
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total 7 ORDINARY - Payr No Mode of Voting E-Voting Poll Postal Ballot (if applicable)	nent of remuner	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 0 0	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1) 1 100 100.0000 0.0000	18,01,33,344 e financial year e No. of Votes – in favour (4) 8,17,33,294 0 0	19,702 nding March No. of Votes – against (5) 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2) 1*100.0000 0.0000 0.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2) *100 0.0000 0.0000	Votes Invalid 0 0 0	Votes Abstained
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total 7 ORDINARY - Payr No Mode of Voting Poll Poll Postal Ballot (if applicable) Total	No. of shares held (1) 	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 0 0 8,17,33,294	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100 0.0000 0.0000 0.0000	18,01,33,344 e financial year e No. of Votes – in favour (4) 8,17,33,294 0 0 8,17,33,294	19,702 nding March No. of Votes – against (5) 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 0.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000	Votes Invalid	Votes Abstained
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category	Total Total Total Total Total Total Total	nent of remuner	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 0 0 8,17,33,294 7,07,63,760	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100 0.0000 0.0000 0.0000 0.0000 94.3369	18,01,33,344 e financial year e No. of Votes - in favour (4) 8,17,33,294 0 0 0 8,17,33,294 7,07,63,760	19,702 nding March No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 0.0000 100.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000	Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Votes Abstained
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total 7 ORDINARY - Payr No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if	No. of shares held (1) 	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 0 0 8,17,33,294	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/1) 1* 100 0.0000 0.0000 100.0000 100.0000	18,01,33,344 e financial year e No. of Votes - in favour (4) 8,17,33,294 0 0 0 8,17,33,294 7,07,63,760	19,702 nding March No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 0.0000 100.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000	Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 Votes Abstained 0 0 0 0 0 0 0 0 0 0 0
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total Total 7 ORDINARY - Payr No Mode of Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable)	No. of shares held (1) 	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 0	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	18,01,33,344 e financial year e No. of Votes - in favour (4) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 0	19,702 nding March No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100.0000 100.0000 0.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0 Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total E-Voting Poll Postal Ballot (if applicable) Total Postal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot Postal Post	No. of shares held (1) 8,17,33,294	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 7,07,63,760 0 7,07,63,760	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100 0.0000 0.0000 0.0000 94.3369 0.0000 0.0000 94.3369	18,01,33,344 e financial year e in favour (4) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 0 7,07,63,760	19,702 nding March No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 0.0000 100.0000 0.0000 0.0000 0.0000 0.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0 Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total E-Voting Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Foll Foll Foll Foll Foll Foll Foll Fol	No. of shares held (1) 	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 0 7,07,63,760 2,76,55,971	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1) 1* 100 0.000000	18,01,33,344 e financial year e no. of Votes – in favour (4) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 0 0 7,07,63,760 2,76,55,453	19,702 nding March No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2) 1*00 0.0000 0.0000 0.0000 100.0000 0.00000 0.00000 0.000000	0.0109 % of Votes against on votes polled (7)=[(5)/(2) 1*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0 Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total E-Voting Poll Postal Ballot (if applicable) Total Postal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot Postal Post	No. of shares held (1) 8,17,33,294	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 7,07,63,760 0 7,07,63,760	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100 0.0000 0.0000 0.0000 94.3369 0.0000 94.3369 49.8841 0.0000	18,01,33,344 e financial year e No. of Votes – in favour (4) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 7,07,63,760 0 7,07,63,763 0	19,702 nding March No. of Votes – against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.00000 0.00000 0.00000 0.000000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0 Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Resolution required: (Ordinary/ Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	Total Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if Pos	No. of shares held (1) 8,17,33,294	18,01,53,046 ation to Cost Au No. of votes polled (2) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 7,07,63,760 0 7,07,63,760 0	84.9036 ditors for the % of Votes Polled on outstandin g shares (3)=[(2)/(1)]* 100 0.0000 0.0000 0.0000 94.3369 0.0000 94.3369 49.8841 0.0000	18,01,33,344 e financial year e No. of Votes – in favour (4) 8,17,33,294 0 0 8,17,33,294 7,07,63,760 0 7,07,63,760 0 7,07,63,763 0	19,702 nding March No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	99.9891 31, 2023. % of Votes in favour on votes polled (6)=[(4)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0.0109 % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	0 Votes Invalid 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 Votes Abstained 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0



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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013 (C) (033) 2221-9381, Fax : (033) 2221-9381 Mobile : 98300-55689 e-mail : aklabh@aklabh.com / aklabhcs@gmail.com <u>Website : www.aklabh.com</u>

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 6th Annual General Meeting of Orient Electric Limited Unit VIII, Plot No. 7 Bhoinagar, Bhubaneswar <u>Odisha-751012</u>

Dear Sir,

I, Atul Kumar Labh, Practising 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 6th Annual General Meeting ("AGM") of the members of "*Orient Electric Limited*" ("*Company*") held on Monday, the 25th day of July, 2022 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 10th day of May, 2022. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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 National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.









Company Secretaries 40, Weston Street, 3rd Floor, Kolkata - 700 013 (C) (033) 2221-9381, Fax : (033) 2221-9381 Mobile : 98300-55689

Mobile : 98300-55689 e-mail : aklabh@aklabh.com / aklabhcs@gmail.com Website : www.aklabh.com

I submit my report as under:

- 1. The remote e-voting period remained open from 09:00 A.M. IST on Friday, the 22nd day of July, 2022 up to 5:00 P.M. IST on Sunday, the 24th day of July, 2022.
- The shareholders holding shares as on the "cut off" date, i.e. the 18th day of July, 2022 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the AGM dated the 10th day of May, 2022.
- 3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
- 4. The votes were unblocked on Monday, the 25th day of July, 2022 around 04:45 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata 700060, who are not in employment of the Company.
- 5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- 6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 120222] are as under:











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<A> ORDINARY BUSINESS:

a) <u>Resolution 1 : Ordinary Resolution</u>

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors' thereon

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

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	180022131	353	Remote e-voting
	1335	4	E-voting at AGM
99.9997%	180023466	357	Total

(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	7	484	
E-voting at AGM	0	0	
Total	7	484	0.0003%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









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b) <u>Resolution 2 : Ordinary Resolution</u>

To declare final dividend of Rs. 1.25 (125%) per equity share of face value of Re. 1 each for the financial year ended March 31, 2022 and to confirm the interim dividend of Re. 0.75 (75%) per equity share, already paid during the financial year 2021-22

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

% of tota number oj valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	180150268	351	Remote e-voting
	1335	4	E-voting at AGM
99.9993%	180151603	355	Total

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

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	1344	10	Remote e-voting
	0	0	E-voting at AGM
0.0007%	1344	10	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









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c) <u>Resolution 3 : Ordinary Resolution</u>

To appoint a Director, in place of Mr. Chandra Kant Birla (DIN: 00118473), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

% of tota number oj valid votes cas	Number of votes cast by them	Number of Members voted	Mode of voting
	178862742	327	Remote e-voting
	1335	4	E-voting at AGM
99.2845%	178864077	331	Total

(ii) Voted against the Resolution:

% of total number oj valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	1288970	35	Remote e-voting
	0	0	E-voting at AGM
0.7155%	1288970	35	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0











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d) <u>Resolution 4 : Ordinary Resolution</u>

To appoint Statutory Auditors of the Company

(i) Voted in favour of the Resolution:

% of tota number o valid vote cas	Number of votes cast by them	Number of Members voted	Mode of voting
	147678141	343	Remote e-voting
	1335	4	E-voting at AGM
81.9745%	147679476	347	Total

(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	19	32473571	
E-voting at AGM	0	0	
Total	19	32473571	18.0255%

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









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 <u>SPECIAL BUSINESS:</u>

e) <u>Resolution 5 : Special Resolution</u>

To approve the terms of remuneration of Mr. Rakesh Khanna, Managing Director & CEO of the Company, for the financial year 2022-23

Mode of voting Number of Number of votes % of total Members voted cast by them number of valid votes cast 335 179602697 Remote e-voting E-voting at AGM 4 1335 Total 339 179604032 99.6953%

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

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

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	549014	26	Remote e-voting
	0	0	E-voting at AGM
0.3047%	549014	26	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









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f) <u>Resolution 6 : Ordinary Resolution</u>

Payment of Commission to Non-Executive Directors 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	334	180132009	1
E-voting at AGM	4	1335	
Total	338	180133344	99.9891%

(ii) Voted against the Resolution:

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	19702	27	Remote e-voting
	0	0	E-voting at AGM
0.0109%	19702	27	Total

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









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g) <u>Resolution 7 : Ordinary Resolution</u>

Payment of remuneration to Cost Auditors for the financial year ending March 31, 2023

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

% of total number of valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	180151172	352	Remote e-voting
	1335	4	E-voting at AGM
99.9997%	180152507	356	Total

(ii) Voted against the Resolution:

% of tota number oj valid votes cast	Number of votes cast by them	Number of Members voted	Mode of voting
	518	9	Remote e-voting
	0	0	E-voting at AGM
0.0003%	518	9	Total

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Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0









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- 7. All the resolutions proposed hereinabove have been passed with requisite majority.
- 8. The electronic data and e-voting registers 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 the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

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

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(CS A. K. LABH) Practicing Company Secretary FCS : 4848 / CP No. : 3238 UIN : S1999WB026800 PRCN : 1038/2020 UDIN : F004848D000686100



Place : Kolkata Dated : 26.07.2022





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



A. K. LABH & Co.

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Witness:

1.

(Narayan Chandra Saha) 108, Sarat Chatterjee Road Howrah - 711102



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 Memb. No. F6241



