

August 11, 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 July 14, 2023, wherein we have informed to the Stock Exchange(s) for the appointment of Mr. Desh Deepak Khetrpal as the Managing Director of the company for a period of one year with effect from July 15, 2023 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 uploaded on the Company's website viz. www.orientelectric.com.

In compliance with Ministry of Corporate Affairs General Circular No. 11/ 2022 dated December 28, 2022, read alongwith General Circular Nos. 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, August 04, 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, August 12, 2023 and ends at 5:00 p.m. (IST) on Sunday, September 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, **Website:** 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. 11/2022 dated December 28, 2022, read alongwith General Circular Nos. 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 ordinary resolutions set out below are 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, August 04, 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 would 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 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 resolutions 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.

In accordance with the MCA circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to peruse the proposed resolutions alongwith the explanatory statement, carefully read the instructions in the Notes in this Notice and cast their vote electronically by indicating your Assent (FOR) or Dissent (AGAINST) for the said resolutions not later than 5:00 p.m. IST on Sunday, September 10, 2023, (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors have appointed Mr. Atul Kumar Labh, Company Secretary in Practice (Membership No. FCS 4848), of M/s. A.K. Labh & Co., Company Secretaries, 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 will be 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 authorized officer of the Company. 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 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 RESOLUTIONS:

1. Appointment of Mr. Desh Deepak Khetrupal (DIN: 02362633) as the Managing Director of the Company.

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

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V thereof and Regulation 17(1C) and any other regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, Nomination and Remuneration Policy and based on the recommendation of the Nomination & Remuneration Committee (hereinafter referred to as the "**NRC**") and

approval of the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof), and subject to completion of the necessary statutory formalities, if any, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) as the Managing Director of the Company, for a period of one (1) year with effect from July 15, 2023, designated as Vice-Chairman and Managing Director of the Company, on the terms and conditions as approved by the members from time to time, with the authority to the Board, on the recommendation of Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Desh Deepak Khetrpal.

RESOLVED FURTHER THAT Mr. Desh Deepak Khetrpal, subject to superintendence, control and directions of the Board, be responsible for the management of the whole or substantially the whole of the affairs of the Company, exercise all the powers and authorities, discharge all the duties and responsibilities, as entrusted to, or conferred upon, him during the term of his appointment, as required under various statutes as applicable on the Company for the conduct of its business.

RESOLVED FURTHER THAT the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds matters and things as it may deem fit, desirable or necessary, including but not limited to obtain all necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, doubts, issues and questions, arising out of and incidental thereto, as may be necessary to give full effect to the foregoing resolution.”

2. Approval of the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred to as the “**Board**”, which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof), consent of the members of the Company be and is hereby accorded for payment of Rs. 3 crores (Three crores) including Variable Pay of Rs. 60 lacs (Sixty lacs) per annum as remuneration to Mr. Desh Deepak Khetrpal (DIN: 02362633) as the Managing Director of the Company, for a period of one year with effect from July 15, 2023, with the authority to the Board, on the recommendation of Nomination and Remuneration Committee, to alter and vary the terms and conditions related to remuneration payable to him in such manner within the aforesaid limits, as may be agreed between the Board and Mr. Desh Deepak Khetrpal.

RESOLVED FURTHER THAT in case of loss or inadequacy of profit during the term, the remuneration as stated above shall continue to be paid to Mr. Desh Deepak Khetrpal as minimum remuneration in accordance with the applicable provisions of the Act, Rules and Schedule V of the Act and subject to the necessary approvals, if any required.

RESOLVED FURTHER THAT the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may deem fit, desirable or necessary, including but not limited to authorizing any director and / or employee of the Company for taking necessary action(s), obtain all necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, doubts, issues and questions, arising out of and incidental thereto, as may be necessary to give full effect to the foregoing resolution.”

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

August 02, 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 Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In accordance with the MCA Circulars, the Company is sending this Notice only in electronic form to those members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories / Kfin Technologies Limited, the Company’s Registrar and Transfer Agent (“**RTA**” or “**KfinTech**”) as on **Friday , August 04, 2023 (“Cut-Off Date”)** and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants (in case of electronic shareholding). The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with SEBI circular on e-Voting facility provided by Listed Entities, dated December 9, 2020, MCA Circulars, SS-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 resolutions 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.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions 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) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
5. This Notice shall also be available on the website of the Company at www.orientelectric.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and 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 or Company at einward.ris@kfintech.com or investor@orientelectric.com respectively for receiving copy of this Notice.
6. 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 einward.ris@kfintech.com, if the shares are held in physical form.
7. The resolutions will be taken as passed effectively on the last date of e-voting i.e. Sunday, September 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 resolutions. The Scrutinizer’s decision on validity of the e-Voting shall be final.
8. 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.
9. 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 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.
10. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, read together with circulars SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, to avoid freezing of their folios on or after October 1, 2023, as per below:
 - a. Members holding shares in physical form: To the Company’s RTA - KFinTech, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the members for furnishing these details. The formats can be downloaded from RTA’s website https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download. Such Forms are also available on the Company’s website at <https://www.orientelectric.com/investors/other-disclosures#share-holder>.
 - b. Members holding shares in dematerialized form: To their respective DPs as per the procedure prescribed by them.

11. Members may further note that 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 forms in the specified formats, which are available on the website of the Company at <https://www.orientelectric.com/company/investors/policiesreportsfilings#Shareholders-info> and also available on the website of the RTA at 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.

12. 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, August 12, 2023**
 - **End of e-voting: 5:00 p.m. (IST) on Sunday, September 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>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left-hand side. v. Click on “Active E-voting Cycles” option under E-voting. vi. You will see Company Name: “Orient Electric Limited” on the next screen. 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. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: “Orient Electric Limited” on the next screen. 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.

<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com Select option “Register Online for IDeAS” available on the left-hand side of the page. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed to complete registration using your DP ID-Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
<p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://www.evoting.nsd.com/ Click on the button ‘Login’ available under “Shareholder/Member” section. 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. On successful authentication, you will enter the e-voting module of NSDL. You will see Company Name: “Orient Electric Limited” on the next screen. 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. 	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following links: www.cdslindia.com / https://evoting.cdslindia.com/Evoting/EvotingLogin Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. On successful authentication, you will enter the e-voting module of CDSL. 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.

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>Contact details in case of any technical issue on NSDL Website</p>	<p>Contact details in case of any technical issue on CDSL Website</p>
<p>Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30 / 022 - 4886 7000.</p>	<p>Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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 with a copy marked to the Company at 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.
 - 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 inward.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, Serilingampally, Hyderabad, Rangareddi 500 032

Telangana, India

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:**Item 1 & 2**

Consequent to the resignation of Mr. Rajan Gupta from the position of Managing Director & Chief Executive Officer (CEO), w.e.f. the close of business hours on July 14, 2023, a new Managing Director has to be appointed within three (3) months as per Regulation 26A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee ("**NRC**") has identified Mr. Desh Deepak Khetrpal, who is already serving as Managing Director and CEO of Orient Cement Limited, as a suitable candidate for being the Managing Director of the Company. Mr. Desh Deepak Khetrpal is already on the Board of Directors of the Company as Non-executive Director since January 19, 2018 and further designated as Vice-Chairman of the Company since October 22, 2019. He possesses reasonable knowledge and understanding of the operations of the Company and accordingly NRC recommended him to the Board of Directors ("**Board**"). The Board of Orient Cement Limited has consented for the appointment of Mr. Desh Deepak Khetrpal as the Managing Director of the Company. The Board pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 ("**Act**"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and upon recommendation of the NRC of the Company, has appointed Mr. Desh Deepak Khetrpal (DIN: 02362633) as the Managing Director of the Company, for a period of one (1) year with effect from July 15, 2023, designated as Vice-Chairman and Managing Director of the Company at such remuneration as specified in the proposed resolution no. 2. The Appointment of Mr. Desh Deepak Khetrpal as the Managing Director of the Company is in compliance with the applicable provisions of the Act and Listing Regulations. The appointment of, and payment of remuneration to, Mr. Desh Deepak Khetrpal is subject to the approval of the members of the Company. The remuneration is total remuneration and no other allowance and / or perquisite is proposed to be paid from the Company, except which would otherwise be available to him for performing his official duties. Mr. Desh Deepak Khetrpal is also the Managing Director & CEO of Orient Cement Limited, a public limited listed entity and the remuneration as would be paid to him shall be in compliance with the provisions of Section V of Schedule V to the Act.

Mr. Desh Deepak Khetrpal holds an Honours degree in Business and Economics from Shri Ram College of Commerce and an MBA degree from Faculty of Management Studies, Delhi University. He has a rich experience in industrial, consumer, and retail businesses. He is a business leader with a track record of leading and transforming large and diversified organisations across various industries, including services, industrials, and consumer and retail businesses.

Mr. Desh Deepak Khetrpal is not disqualified from being appointed as a Managing Director. Further, for being eligible to be appointed as a Managerial Personnel, Mr. Desh Deepak Khetrpal satisfies the applicable conditions set out in sub-section (3) of Section 196 of the Act and Part-I of Schedule V thereto.

Additional details of Mr. Desh Deepak Khetrpal, required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in **Annexure** to this Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, if any, read with Schedule V to the Act and Rules made thereunder and based upon the recommendation of the NRC, approval of the members of the Company is being sought for appointment of Mr. Desh Deepak Khetrpal as the Managing Director designated as Vice Chairman & Managing Director, who shall be a whole-time Key Managerial Personnel of the Company, for a period of one (1) year with effect from July 15, 2023 on the terms and conditions as detailed in the resolutions at item nos. 1 and 2 respectively.

The details set out in the resolutions read alongwith explanatory statement may be treated as written memorandum setting out the terms of appointment of Mr. Desh Deepak Khetrpal under Section 190 of the Act.

The Board recommends the resolutions number 1 and 2, as set out in the Notice, for the approval of the members of the Company as **Ordinary Resolutions**.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Desh Deepak Khetrpal himself in his personal capacity, are in any way concerned or interested in the proposed resolutions as set out in the Notice.

By order of the Board of Directors,

For Orient Electric Limited

August 02, 2023
New Delhi

Hitesh Kumar Jain
Company Secretary
Membership No.:F6241

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. Desh Deepak Khetrapal
Date of first appointment on the Board	January 19, 2018
Age	68 years
Last gross remuneration (Paid for the financial year 2022-23)	Rs. 0.31 crores
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	Refer background details mentioned in explanatory statement
Experience	45 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 2022-23	All the 5 meetings held during FY 2022-23
Directorships held in other Public Limited Companies in India	1.HIL Limited 2. Orient Cement Limited (MD & CEO)
Resignation from the directorship of the listed companies in the past three years	#Oriental Bank of Commerce
Chairmanships / Membership of Committees in other public limited companies in India*	1. HIL Limited • Audit Committee-Member 2. Orient Cement Limited • Audit Committee-Member • Stakeholders' Relationship Committee –Member
Shareholding in the Company (No. of shares)	Nil
Shareholding in the Company as a beneficial owner	Nil

*Committees considered for the purpose are those prescribed in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, viz. Audit Committee and Stakeholders' Relationship Committee.

Ceased from Directorship w.e.f. April 01, 2020, consequent upon its merger with Punjab National Bank.