

January 28, 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.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

This is in continuation to our earlier letter dated January 20, 2022, wherein we have informed to the Stock Exchange(s) for seeking approval of the shareholders of the Company for re-appointment of Mr. Rakesh Khanna as the Managing Director of the Company for a further period of two years, with effect from January 23, 2022.

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 dated January 20, 2022 for your information and records. The same has also been uploaded on the Company's website viz. www.orientelectric.com.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, 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, January 21, 2022 (“**Cut-off date**”).

The Company has engaged the services of KFin Technologies Private 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, January 29, 2022** and end at **5:00 p.m. (IST) on Sunday, February 27, 2022**. 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 would only take place through the remote e-voting system.

You are requested take the above information and enclosed documents 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. 20/2021 dated December 8, 2021 alongwith General Circular Nos. 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 current circumstances prevailing due to COVID-19 pandemic and in furtherance to the above said MCA Circulars, the Company is sending this Postal Ballot 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 and no physical copies of this Postal Ballot are being dispatched. If your e-mail address is not registered with the Company/RTA/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot 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 Postal Ballot Notice is annexed hereto.

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 Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Private 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 Postal Ballot Notice and cast your vote electronically by indicating your Assent (FOR) or Dissent (AGAINST) for the said resolutions not later than 5:00 p.m. IST on Sunday, February 27, 2022, (the last day to cast vote electronically) to be eligible for being considered.

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, National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (together the “**Depositories**”) and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office.

PROPOSED RESOLUTIONS:

1. Re-appointment of Mr. Rakesh Khanna, 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 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, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rakesh Khanna (DIN: 00266132) as the Managing Director of the Company, for a further period of two years with effect from January 23, 2022, not liable to retire by rotation, at a remuneration recommended by the Nomination and Remuneration Committee of the Company, upon the terms and conditions mentioned hereinafter elsewhere, with liberty to either party to terminate the appointment on three months’ notice in writing to the other, with further liberty to the Board of Directors of the Company (hereinafter referred to as **”Board”**, which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof) to alter, vary, amend or revise, from time to time, the said terms and conditions of re-appointment in such manner as may be agreed between the Board and Mr. Rakesh Khanna.

RESOLVED FURTHER THAT Mr. Rakesh Khanna shall continue to be the Chief Executive Officer and be a Key Managerial Personnel pursuant to Section 203 of the Act.

RESOLVED FURTHER THAT all other terms and conditions of employment of Mr. Rakesh Khanna during the previous term from January 23, 2018 to January 22, 2022 shall remain unchanged.

RESOLVED FURTHER THAT Mr. Rakesh Khanna, subject to superintendence, control and directions of the Board, continue to 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 previous term from January 23, 2018 to January 22, 2022, 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 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 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. Rakesh Khanna, 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 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), and subject to such approvals, as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such approval(s), consent of the members of the Company be and is hereby accorded for payment of following remuneration to Mr. Rakesh Khanna (DIN: 00266132) as the Managing Director of the Company, for a period of two years with effect from January 23, 2022, which is his last drawn remuneration:

- a. Basic Salary: Rs. 1,29,86,857 per annum.
- b. Other Allowances: Rs. 91,52,120 per annum.
- c. House Rent Allowance: Rs. 41,77,878 per annum.

- d. Other Reimbursement/ Perquisites:
- i. Leave – In accordance with the rules framed by the Company.
 - ii. Leave Travel Allowance – Rs. 1,50,000/- per annum.
 - iii. Contribution to Provident Fund and Superannuation / Annuity Fund will be as per Scheme of the Company.
 - iv. Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.
 - v. Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
 - vi. Provision of chauffer driven car.
- e. The Board may, at its discretion, pay to the Managing Director annual performance linked compensation not exceeding Rs. 95,00,000/- per financial year, subject to achievement of agreed targets and performance parameters as may be assigned by the Board.
- f. Employee Stock Options granted earlier under the Employee Stock Option Plan of the Company, as are in force.
- g. Long Term Cash Incentive granted earlier under the Long Term Cash Incentive Program of the Company as are in force.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any financial year during his tenure, the Company will, subject to applicable laws and such sanctions and approvals as may be required, continue to pay remuneration to Mr. Rakesh Khanna as provided in this resolution, as minimum remuneration.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to alter, vary, amend or revise the remuneration or other terms and conditions, as specified above, from time to time to the extent the Board may deem appropriate and as may be agreed to between the Board and Mr. Rakesh Khanna, in accordance with the provisions of Section 197 of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) without requiring to obtain any further approval(s) from the members of the Company.

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 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**

Sd/-

Hitesh Jain

**Company Secretary
Membership No.: F6241**

January 20, 2022
New Delhi

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

NOTES:

1. The Explanatory Statement for the proposed resolutions, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the “Act”), is appended to the Postal Ballot Notice (“Notice”).
2. This Notice shall also be available on the website of the Company at www.orientelectric.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfin Technologies Private Limited (“KfinTech”) at <https://evoting.kfintech.com>.
3. In compliance with provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with circular of SEBI 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. In accordance with the MCA Circulars, this Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 21, 2022 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
5. 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 purpose only.
6. Voting rights of a member / beneficial owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. 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.
8. The Board of Directors of the Company has 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 voting process in a fair and transparent manner.
9. The Scrutinizer’s decision on validity of the Postal Ballot shall be final.
10. The resolutions will be taken as passed effectively on the last date of e-voting i.e. Sunday, February 27, 2022, if the results of the Postal Ballot indicate that the requisite majority of the members of the Company have assented to the resolutions.
11. 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.
12. **PROCEDURE FOR ‘E-VOTING’:**
 - a. **E-VOTING FACILITY:**
 - i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility 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, January 29, 2022
 - End of e-voting: 5:00 p.m. (IST) on Sunday, February 27, 2022

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 (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

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 circular of SEBI on e-Voting Facility 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. 	<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://web.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>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> <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Select option “Register Online for IDeAS” available on the left hand side of the page. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. 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"> i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com ii. Click on the button ‘Login’ available under “Shareholder/Member” section. iii. On the login page, enter User ID (that is, 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 iv. 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>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. iii. 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 CDSL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following links: https://www.cdslindia.com / https://www.evotingindia.com ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iv. 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.
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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.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
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.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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 eitherhead.

- (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 (that is, 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/mobileereg/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 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 related grievances:

Mr. S.V. Raju, Deputy general Manager
KFin Technologies Private 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

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

Item 1 and 2:

The members of the Company at the Annual General Meeting held on July 16, 2018 had approved the appointment of Mr. Rakesh Khanna as the Managing Director of the Company for a period of four years effective January 23, 2018, along with other terms & conditions of appointment, including payment of remuneration. He was designated as Managing Director & Chief Executive Officer of the Company. His current term of appointment as the Managing Director of the Company ended on January 22, 2022.

Mr. Rakesh Khanna holds a B.E.(Mechanical) degree in engineering from Thapar Institute of Engineering and Technology, a master's degree in Marketing from University of Mumbai. He has more than 33 years of experience of working with companies of national and international repute in consumer durables, consumer electronics, electrical and lighting sectors. Prior to joining Orient Electric, he headed the Distribution business of Sony & IT Products for Jumbo Electronics in UAE.

Based on the performance evaluation of Mr. Rakesh Khanna as Managing Director of the Company, considering his knowledge of various aspects relating to the Company's affairs, long business experience and his contribution as a leader in the growth of the Company the Board considers that the continued association of Mr. Rakesh Khanna would be in the best interest of the Company. In accordance with the provisions of Section 197, 198 and 203 read with Schedule V to the Companies Act, 2013 (the "**Act**"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of 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 subject to the approval of the members, the Board of Directors, as per the recommendation of the Nomination and Remuneration Committee, recommends the re-appointment of Mr. Rakesh Khanna as the Managing Director of the Company for a further period of two years with effect from January 23, 2022 on the same terms and conditions as per previous term of appointment. His remuneration for the renewed term is detailed in the appended resolution number 2. Mr. Rakesh Khanna will continue to be designated as Managing Director & Chief Executive Officer of the Company and thus a Key Managerial Personnel. Mr. Rakesh Khanna satisfies the applicable conditions set out in sub-section (3) of Section 196 of the Act and Part-I of Schedule V thereto for being re-appointed as the Managing Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company are proposed to be authorised to revise the remuneration and other terms and conditions, from time to time, in accordance with the provisions of the Section 197 of the Act read with Schedule V thereto.

Accordingly, it is proposed to re-appoint Mr. Rakesh Khanna as the Managing Director of the Company, not liable to retire by rotation and to hold office for a further term of two years with effect from January 23, 2022 at the last drawn remuneration.

Additional details of Mr. Rakesh Khanna required under Regulation 26 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.

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. Rakesh Khanna under Section 190 of the Act.

The Board recommends the resolutions as set out in the Notice for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Rakesh Khanna, 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**

Hitesh Kumar Jain
Company Secretary
Membership No. :F6241

January 20, 2022
New Delhi
Registered Office:
*Unit VIII, Plot No. 7, Bhoinagar,
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. Rakesh Khanna
Date of first appointment on the Board	January 23, 2018
Age	59 years
Last gross remuneration (Paid for the financial year 2020-21)	Rs. 3.08 crores
Qualifications & expertise in specific functional area	Refer background details mentioned in explanatory statement
Experience	33 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 2020-21	6
Directorships held in other Public Limited Companies in India	Nil
Resignation from the directorship of the listed companies in the past three years	Nil
Chairmanships / Membership of Committees in other public limited companies in India*	Nil
Shareholding in the Company (No. of shares)	100
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.