

July 17, 2019

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.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Gist of Proceedings of 3rd Annual General Meeting and Scrutinizers' Report.

Dear Sir / Madam,

We hereby wish to inform you that the 3rd Annual General Meeting of the Company was held on Tuesday, July 16, 2019 at 11.00 A.M. at the Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012, Odisha and the business mentioned in the Notice dated April 30, 2019 were transacted. In this regard, we are enclosing herewith the following reports:

1. Gist of the proceedings of the 3rd Annual General Meeting, as required under Regulation 30, Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**Listing Regulations**), as **Annexure A**; and
2. Consolidated Scrutinizers' Report comprising E-voting and physical voting, as **Annexure B**.

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

Encl.: as above



GIST OF THE PROCEEDINGS OF THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF ORIENT ELECTRIC LIMITED HELD ON TUESDAY, JULY 16, 2019 AT 11.00 A.M. AT UNIT VIII, PLOT NO. 7, BHOINAGAR, BHUBANESWAR – 751012, ODISHA.

Mr. TCA Ranganathan elected as the Chairman of the 3rd Annual General Meeting ("AGM" or "Meeting"), took the Chair and welcomed the Members to the AGM of the Company.

Total 46 Members (including Authorised Representatives and Proxies) attended the Meeting as per the records of attendance. The requisite quorum being present, the Chairman declared the meeting in order.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had provided the facility, to the Members, to cast their vote electronically (remote e-voting) through Karvy Fintech Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company, in respect of all the businesses mentioned in the Notice dated April 30, 2019. The e-voting period commenced at 9.00 am on July 13, 2019 and ended at 5.00 pm on July 15, 2019. In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members, who have not cast their vote electronically, may cast their votes at the Meeting through Ballot Papers.

The Chairman further informed that the voting rights shall be in proportion to the shareholding of the Members as on the cut-off date i.e. July 09, 2019.

The Board of Directors had appointed Mr. A K Labh of M/s. A. K. Labh & Co., Company Secretaries, as the Scrutinizer for the purpose of scrutinizing both, the remote e-voting and physical voting at the Meeting, in a fair and transparent manner.

With the concurrence of the Members, the Notice convening the AGM was taken as read. Mr. Surrender Kumar, Representative of M/s S. R. Batliboi & Co, LLP, read the Auditor's Report.

The Chairman thereafter explained the resolutions to be voted at the Meeting.

The following items of business, as per Notice dated April 30, 2019 were transacted at the meeting:

Ordinary Business:

1. Receive, consider and adopt the Audited Financial Statements for the financial year 2018-19 along with Reports of the Board of Directors and Auditors thereon.
2. Declaration of Final Dividend and confirm the Interim Dividend for the financial year 2018-19.
3. Appointment of Mr. Desh Deepak Khetrapal as Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment.



Special Business:

4. Grant of Stock Options and Long-Term Cash Incentive to Mr. Rakesh Khanna, Managing Director & CEO of the Company.
5. Grant of Long-Term Cash Incentive to Ms. Avani Birla, Senior Vice President of the Company.
6. Ratification of remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company, for the financial year 2019-20.

Thereafter the Chairman announced the voting and the Members cast their votes.

The Chairman invited Members (other than those present through proxies) for their views, suggestions and queries. The queries raised by the Members were satisfactorily replied.

The Chairman informed that the consolidated results of remote e-voting and physical voting at the Meeting alongwith consolidated report of the Scrutinizer shall be placed on the website of the Company. The above results and Scrutinizer's report shall also be submitted to National Stock Exchange of India Limited and BSE Limited.

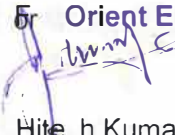
The Chairman, thanked the Members for their participation, views and suggestions, and thereafter announced formal closure of the AGM.

A vote of thanks was proposed to the Chair, which was carried by exclamation.

The Chairman then declared the meeting as closed.

Based on the consolidated Scrutinizers' Report, all the aforesaid resolutions no. 1 to 6, as set out in the Notice of AGM dated 30th April 2019 have been passed with requisite majority.

For **Orient Electric Limited**


Hitesh Kumar Jain
Company Secretary

Date: July 17, 2019



Time of Conclusion: 12.00 P.M.

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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CONSOLIDATED SCRUTINIZER'S REPORT

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

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

Dear Sir,

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

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



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 13th July, 2019 up to 5.00 P.M. IST on Monday, the 15th July, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 9th July, 2019 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 30th April, 2019 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Tuesday, the 16th July, 2019 around 12:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Ankita Singh, residing at 76, Bhairav Dutta Lane, 3rd Floor, Salkia, Howrah-711106 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 4577] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

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

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

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

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

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

(iii) **Invalid Votes:**

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



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b) Resolution 2

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

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

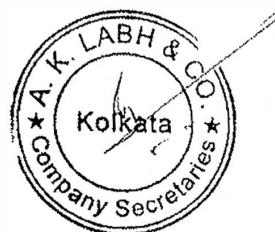
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	61	129879556	
Voting by ballot	20	16180	
Total	81	129895736	100.00%

(ii) *Voted against the Resolution:*

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

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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c) Resolution 3

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

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

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

(ii) *Voted against the Resolution:*

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

(iii) *Invalid Votes:*

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 SPECIAL BUSINESS:

d) Resolution 4 : Special Resolution

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

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

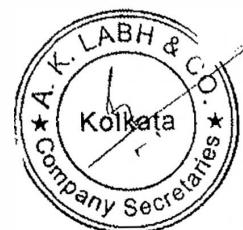
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	61	129879556	
Voting by ballot	20	16180	
Total	81	129895736	100.00%

(ii) *Voted against the Resolution:*

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

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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e) Resolution 5 : Ordinary Resolution

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

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

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

(ii) *Voted against the Resolution:*

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

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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f) Resolution 6 : Ordinary Resolution

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

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

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

(ii) *Voted against the Resolution:*

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

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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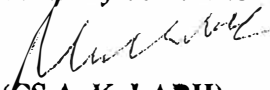
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

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

Thanking You,

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


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



Place: Kolkata

Dated: 17.07.2019



A. K. LABH

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Website : www.aklabh.com

Witness :

1. 


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

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

