

November 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 November 03, 2022, wherein we have informed to the Stock Exchange(s) for seeking approval of the shareholders of the Company for re-appointment of Mr. TCA Ranganathan, Mr. K Pradeep Chandra and Mrs. Alka Marezbhan Bharucha, as Independent Director(s), of the Company, for the second term of five years w.e.f. January 19, 2023.

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 has also been uploaded on the Company's website viz. www.orientelectric.com.

In compliance with Ministry of Corporate Affairs General Circular No. 3/2022 dated May 5, 2022 alongwith General Circulars Nos. 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 (“MCA Circulars”), this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, November 18, 2022 (“**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 Tuesday, November 29, 2022** and ends at **5:00 p.m. (IST) on Wednesday, December 28, 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, 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. 3/2022 dated May 5, 2022 alongwith General Circular Nos. 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the special 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. Accordingly, no physical copy of the Notice alongwith Postal Ballot Form and pre-paid business reply envelope are 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 Wednesday, December 28, 2022, (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 Postal Ballot and 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. Re-appointment of Mr. TCA Ranganathan, as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, applicable provisions 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), Articles of Association of the Company, and based upon the recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors of the Company, Mr. Tirumalai Cunnavakaum Anandanpillai Ranganathan (“**TCA Ranganathan**”), (DIN: 03091352), whose first term as an Independent Director of the Company would expire on January 18, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from January 19, 2023 up to January 18, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Re-appointment of Mr. K Pradeep Chandra, as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, applicable provisions 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), Articles of Association of the Company, and based upon the recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors of the Company, Mr. Kathi Pradeep Chandra (“**K Pradeep Chandra**”) (DIN: 05345536), whose first term as an Independent Director of the Company would expire on January 18, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from January 19, 2023 up to January 18, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Re-appointment of Mrs. Alka Marezban Bharucha, as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, applicable provisions 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), Articles of Association of the Company, and based upon the recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors of the Company, Mrs. Alka Marezban Bharucha (DIN: 00114067), whose first term as an Independent Director of the Company would expire on January 18, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from January 19, 2023 up to January 18, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Hitesh Jain
Company Secretary
Membership No.: F6241

November 24, 2022
New Delhi

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, November 18, 2022 (“**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. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Notice.
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 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 e-Voting process in a fair and transparent manner.
8. The resolutions will be taken as passed effectively on the last date of e-voting i.e. Wednesday, December 28, 2022, 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.
9. 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.
10. 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 authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
11. **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 Tuesday, November 29, 2022
- End of e-voting: 5:00 p.m. (IST) on Wednesday, December 28, 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 (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.nsdli.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>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdli.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>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>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ul 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.

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<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://www.evotingindia.com 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.

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 / 1800 22 44 30.	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43 or 1800 22 55 33.

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.

- (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)]:**
 - Launch Internet browsers by typing the URL: <https://evoting.kfintech.com>.
 - 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.
 - After entering these details appropriately, click on "LOGIN".
 - 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.**
 - 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/mobileereg/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.
- 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 / postal ballot related grievances:

Mr. Vijayananda Banerjee,
Deputy Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free Nos.: 1800-309-4001
(From 9:00 a.m. IST to 6:00 p.m. IST on all working days)
E-mail: evoting@kfintech.com

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

Item 1, 2 & 3:

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), members of the Company at the Annual General Meeting held on July 16, 2018 had appointed Mr. TCA Ranganathan (DIN: 03091352), Mr. K Pradeep Chandra (DIN: 05345536) and Mrs. Alka Marezban Bharucha (DIN: 00114067) as Independent Director(s) of the Company (hereinafter collectively referred to as “Independent Directors”) for a period of five (5) consecutive years effective from January 19, 2018. The first term of Independent Directors would expire on January 18, 2023. The Nomination and Remuneration Committee after taking into account the performance evaluation of aforementioned Independent Directors during their first term and considering their knowledge, acumen, expertise, experience, substantial contribution and time commitment for the Company, has recommended to the Board of Directors (the “Board”) their re-appointment for a second term of five consecutive years.

The Board, based upon the recommendation of the Nomination and Remuneration Committee, performance evaluation of these Independent Directors and considering their vast experience, diverse skills, leadership capabilities, expertise in governance, finance and risk management, amongst others, and valuable contributions made by them during their first term as Independent Directors, is of the view that their continued association as Independent Directors would be in the best interest of the Company.

Nature of expertise of Mr. TCA Ranganathan, Mr. K Pradeep Chandra and Mrs. Alka Marezban Bharucha in specific areas are as follows:

- a. Leadership – Guiding as a leader, deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.
- b. Visioning and Strategic Planning – Understanding strategies for sustainable and profitable growth in the changing business environment. Ability to assess the strengths and weaknesses of the Company and advise on strategies to gain competitive advantage.
- c. Consumer Insights and Innovation - Insights of consumer behaviour and experience in understanding trends of consumer preferences and Innovation management.
- d. Financial Management and Accounting - Expertise in understanding financial functions and deep knowledge of accounting, finance and treasury for financial health of the Company.
- e. Regulatory requirements - Knowledge and experience in regulatory requirements affecting the Company.
- f. Governance - Strategic thinking, decision making and protecting interest of all stakeholders. Ability to identify key risks affecting the governance of the Company.

Brief profiles of the Independent Directors, being proposed for re-appointment, are as under:

Mr. TCA Ranganathan holds a graduate degree from St Stephen’s College, Delhi, and Post Graduate degree in Economics from Delhi School of Economics. He was associated with State Bank of India and the Export-Import Bank of India. He was the non-executive chairman of Indian Overseas Bank. He is currently associated as an arbitrator on the panels of the various stock exchanges and the Indian Council of Arbitration. He is also associated with the United Nations Development Programme for promoting growth in Africa and Asia. He has more than 40 years of experience in corporate finance, international banking, and investment banking.

Mr. K Pradeep Chandra is a retired IAS officer. He holds a bachelor’s degree in Mechanical Engineering from Indian Institute of Technology, Madras; a master’s degree in Marketing from Indian Institute of Management, Calcutta; a master’s degree in Finance from Atkinson Graduate School of Management, Willamette University, USA and a Doctoral degree in Public Administration from University of South California, USA. He has headed several state public sector undertakings and has more than 37 years of experience in Education, Finance, and the Industries and Commerce Departments of the Governments of Andhra Pradesh and Telangana.

Mrs. Alka Marezban Bharucha holds a bachelor’s degree in Arts with Honours from the University of Mumbai, a law graduate from University of Mumbai, and a Master’s in law from the University of London. She is the founding partner of Bharucha & Partners, a solicitor of the Bombay High Court, and an Advocate on record at the Supreme Court of India. She has over 33 years of experience in mergers and acquisitions, private equity investments, joint ventures, venture capital investments, and other financial transactions. She is engaged in representing transnational corporations for investments in the retail, real estate, defense, power, and banking sectors.

In accordance with the provisions of Section 149 of the Act, an Independent Director may hold office for two terms of up to five consecutive years each.

Mr. TCA Ranganathan, Mr. K Pradeep Chandra and Mrs. Alka Marezban Bharucha have individually:

- i. confirmed that they are not disqualified from being appointed as Director(s) of the Company in terms of Section 164 of the Act;
- ii. given their respective consents for being re-appointed as Independent Director(s) of the Company;
- iii. provided necessary declaration(s) that they meet the criteria of independence as specified in Section 149 (6) of the Act as well as Regulations 16 of the Listing Regulations; and
- iv. confirmed that they have never been debarred or disqualified from being appointed or continue to act as director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such statutory authority.

The Company has also received notice under Section 160 of the Act from the member, intending to nominate the aforementioned Directors to the office of Independent Director(s).

In the opinion of the Board, Mr. TCA Ranganathan, Mr. K Pradeep Chandra and Mrs. Alka Marezban Bharucha fulfils the criteria of independence as specified in the Act, Rules made thereunder and the Listing Regulations and that they are independent of the management of the Company. The Board, accordingly, hereby propose the respective re-appointment of Mr. TCA Ranganathan, Mr. K Pradeep Chandra and Mrs. Alka Marezban Bharucha, as Independent Directors of the Company for a second term of 5 (five) consecutive years each effective from January 19, 2023 upto January 18, 2028. These Independent Directors, upon re-appointment, would not be liable to retire by rotation.

Details of Mr. TCA Ranganathan, Mr. K Pradeep Chandra and Mrs. Alka Marezban Bharucha as required under Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) are provided in the “Annexure” to the Notice. The Independent Directors shall be paid remuneration as per the provisions of Section 197 of the Act, by way of commission within the aggregate limit of one percent as already approved by the shareholders at the Annual General Meeting held on July 25, 2022 for all Non-executive Directors. Further, the Independent Directors will be paid fee for attending meetings of the Board or Committees thereof, within the limits stipulated under the Act as approved by the Board and shall be reimbursed for expenses incurred for participating in such meetings.

Copy of the draft letter(s) for their re-appointment, setting out the terms and conditions, are available for electronic inspection without any fee by the members.

Mr. TCA Ranganathan is interested in resolution No. 1 of the Notice with regard to his re-appointment as Independent Director of the Company. Relatives of Mr. TCA Ranganathan may be deemed to be interested in the proposed resolution to the extent of their shareholding, if any, in the Company. Mr. TCA Ranganathan is not related to any other Director of the Company.

Mr. K Pradeep Chandra is interested in resolution No. 2 of the Notice with regard to his re-appointment as Independent Director of the Company. Relatives of Mr. K Pradeep Chandra may be deemed to be interested in the proposed resolution to the extent of their shareholding, if any, in the Company. Mr. K Pradeep Chandra is not related to any other Director of the Company.

Mrs. Alka Marezban Bharucha is interested in resolution No. 3 of the Notice with regard to her re-appointment as Independent Director of the Company. Relatives of Mrs. Alka Marezban Bharucha may be deemed to be interested in the proposed resolution to the extent of their shareholding, if any, in the Company. Mrs. Alka Marezban Bharucha is not related to any other Director of the Company.

Save and except as above, none of the other Directors, key managerial personnel or their relatives, except respective aforementioned Directors, to whom the respective resolution relates, is interested or concerned, financially or otherwise, in passing the proposed resolutions set out in Item no. 1, 2 & 3.

The Board of Directors recommends the **Special Resolutions** set forth in item no. 1, 2 & 3 for the approval of members.

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

Hitesh Kumar Jain
Company Secretary
Membership No. :F6241

November 24, 2022
New Delhi

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. TCA Ranganathan	Mr. K Pradeep Chandra	Mrs. Alka Marezban Bharucha
Date of first appointment on the Board	January 19, 2018	January 19, 2018	January 19, 2018
Age	68 years	65 years	65 years
Last gross remuneration including sitting fees (Paid for the financial year 2021-22)	Rs. 34.00 Lacs	Rs. 31.50 Lacs	Rs. 30.50 Lacs
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 explanatory statement	Refer explanatory statement	Refer explanatory statement
Experience	40 years	37 years	33 years
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Number of Meetings of the Board attended during the financial year 2021-22	5 out of 5	5 out of 5	5 out of 5
Directorships held in other Public Limited Companies in India	Security and Intelligence Services (India) Limited	Moschip Technologies Limited	a. Honda India Power Products Ltd. b. Honda Cars India Limited c. Aditya Birla Finance Limited d. Aditya Birla Sun Life AMC Limited e. Ultratech Cement Limited f. UltraTech Nathdwara Cement Limited g. Birlasoft Limited h. Hindalco Industries Limited f. UltraTech Nathdwara Cement Limited g. Birlasoft Limited h. Hindalco Industries Limited
Resignation from the directorship of the listed companies in the past three years	Indian Overseas Bank*	Nil	Nil

Particulars	Mr. TCA Ranganathan	Mr. K Pradeep Chandra	Mrs. Alka Marezban Bharucha
Chairmanships/Membership of Committees in other public limited companies in India**	Audit Committee Chairman of Security and Intelligence Services (India) Limited	Audit Committee member of Moschip Technologies Limited	<ul style="list-style-type: none"> a. Audit Committee member of Honda India Power Products Ltd. b. Audit Committee member of Ultratech Cement Limited c. Audit Committee member and Stakeholders' Relationship Committee Chairperson of Birlasoft Limited d. Audit Committee member of Aditya Birla Finance Limited e. Audit Committee member of UltraTech Nathdwara Cement Limited f. Audit Committee Chairperson of Honda Cars India Limited g. Stakeholders' Relationship Committee Chairperson of Aditya Birla Sun Life AMC Limited
Shareholding in the Company (No. of shares)	Nil	Nil	Nil
Shareholding in the Company as a beneficial owner	Nil	Nil	Nil

* Ceased to be Director upon completion of tenure w.e.f. February 15, 2020.

**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.