

March 15, 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

**Department of Corporate Services -  
Listing  
BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Trading Symbol: ORIENTELEC

Scrip Code: 541301

**Sub.: Regulation 44 and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - Submission of Postal Ballot Voting Results alongwith Scrutinizer's Report**

Dear Sir / Madam,

This is in continuation to our earlier letters dated January 28, 2019 and February 09, 2019, wherein the Company had duly informed to the Stock Exchange(s) for seeking approval of the shareholders of the Company for the 'Orient Electric Employee Stock Option Scheme – 2019' through Postal Ballot Process and the dispatch completion & publication of Postal Ballot Notice.

Pursuant to Regulation 44 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that all the special resolutions proposed in the notice of Postal Ballot dated January 28, 2019 have been passed by the shareholders of the Company with overwhelming majority.

In this regard please find following documents enclosed herewith:

1. Postal Ballot Voting Result in in the prescribed format as **Annexure- I.**
2. Scrutinizer's Report on the Postal Ballot dated March 15, 2019 as **Annexure – II.**

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

General information about company	
Scrip code	541301
NSE Symbol	ORIENTELEC
MSEI Symbol	NOTLISTED
ISIN	INE142Z01019
Name of the company	ORIENT ELECTRIC LIMITED
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	15-03-2019
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	Neelesh Kumar Jain
Firms Name	NKJ & Associates
Qualification	CS
Membership Number	5593
Date of Board Meeting in which appointed	28-01-2019
Date of Issuance of Report to the company	15-03-2019



Voting results	
Record date	01-02-2019
Total number of shareholders on record date	30381
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	17
b) Public	269
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Approval for Orient Electric Employee Stock Option Scheme-2019 for the employees of the Company			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	81733294	81733294	100	81733294	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	81733294	81733294	100	81733294	0	100	0
Public- Institutions	E-Voting	49368935	25371470	51.3916	24540970	830500	96.7266	3.2734
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	49368935	25371470	51.3916	24540970	830500	96.7266	3.2734
Public- Non Institutions	E-Voting	81083273	26128994	32.2249	26119548	9446	99.9638	0.0362
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		129514	0.1597	129194	320	99.7529	0.2471
	Total	81083273	26258508	32.3846	26248742	9766	99.9628	0.0372
Total		212185502	133363272	62.8522	132523006	840266	99.3699	0.6301
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



Text Block	
Textual Information(1)	Number of votes rejected are for 4636 votes (includes 1011 votes due to voting in both the modes - E Voting as well as Physical voting) for both resolutions (shareholder category - Public-others)



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	4636



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Extension of the Orient Electric Employee Stock Option Scheme – 2019 to the employees of the holding company and subsidiary company(ies), if any, of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	81733294	81733294	100	81733294	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	81733294	81733294	100	81733294	0	100	0
Public- Institutions	E-Voting	49368935	25371470	51.3916	24540970	830500	96.7266	3.2734
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	49368935	25371470	51.3916	24540970	830500	96.7266	3.2734
Public- Non Institutions	E-Voting	81083273	26130394	32.2266	26117736	12658	99.9516	0.0484
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		129414	0.1596	129094	320	99.7527	0.2473
	Total	81083273	26259808	32.3862	26246830	12978	99.9506	0.0494
Total		212185502	133364572	62.8528	132521094	843478	99.3675	0.6325
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

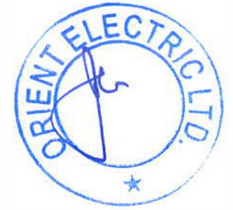




Text Block	
Textual Information(1)	Number of votes rejected are for 4636 votes (includes 1011 votes due to voting in both the modes - E Voting as well as Physical voting) for both resolutions (shareholder category - Public-others)



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	4636



**SCRUTINIZER'S REPORT**

To,

The Chairman,  
ORIENT ELECTRIC LIMITED  
Unit VIII, Plot No. 7, Bhoinagar Bhubaneswar,  
Odisha 751012

Dear Sir,

I, Neelesh Kumar Jain, Company Secretary in Practice (FCS:5593/ CP No. 5233), have been appointed as the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 by the Board of Directors of ORIENT ELECTRIC LIMITED ('Company') *vide* its resolution dated 28<sup>th</sup> January 2019 to conduct the postal ballot and e-voting process of the Company in connection with passing of the resolutions for the Businesses stated in the notice of Postal Ballot dated 28<sup>th</sup> January, 2019.

I submit my report as under:

1. The Company has completed the electronic transmission and physical dispatch of Postal Ballot Notice along with the explanatory statement, the Postal Ballot Form and the pre-paid business reply envelope on 08 February 2019 to its members whose names appeared in the register of members/ list of beneficial owners as on 01<sup>st</sup> February 2019 ("Cut-off date").
2. On the basis of the register of members/ list of beneficial owners made available by the Registrar and Share Transfer Agent of the Company i.e MCS Share Transfer Agent Limited, the Company had dispatched the Postal Ballot Notice, along with the postal ballot form /e-voting instructions, to the Members of the Company.
3. The Company has also provided the facility of e-voting through e-Voting website of National Securities Depository Limited ("NSDL"), available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), to its Members.
4. The voting period commenced on 12 February 2019 at 10:00 AM and concluded on 13<sup>th</sup> March 2019 at 5:00 PM for voting through physical postal ballot form as well as through e-voting.
5. The Members holding shares as on the Cut-off date were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 28<sup>th</sup> January 2019 of the Company.
6. The Postal Ballot Forms received were kept under safe custody before commencing the scrutiny of such Postal Ballot Forms.



7. Particulars of all the Postal Ballot Forms received from the Members have been entered in a separate register maintained for this purpose.
8. I did not find any defaced or mutilated Postal Ballot Papers.
9. Also, for e-voting, the votes were unblocked at 5:00 PM on Wednesday the 13<sup>th</sup> March 2019 in the presence of two witnesses Ms. Priya Gupta and Ms. Madhuri Rawat who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
10. The details of e-voting, *inter-alia*, containing the list of Members who voted "For" or "Against" on each of the resolutions that were put to vote were generated from the e-voting website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

11. A combined report of physical Postal Ballot and e-Voting conducted is given below:

	Physical	Electronic
No. of Total Ballots received by scrutinizer	89	197
Less: Rejected due to technical reason*	11	0
No. of valid Ballots	78	197

\*Number of votes rejected are for 4636 votes (includes 1011 votes due to voting in both the modes - E Voting as well as Physical voting) for both resolutions (shareholder category - Public-others)

**Resolution 1: Approval for Orient Electric Employee Stock Option Scheme-2019 for the employees of the Company.**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	81733294	81733294	100	81733294	0	100	0
	Postal Ballot		0	0	0	0	0	0
Public - Institutional	e-Voting	49368935	25371470	51.39	24540970	830500	96.73	3.27
	Postal Ballot		0	0	0	0	0	0



holders								
Public-Others	e-Voting	81083273	26128994	32.22	26119548	9446	99.96	0.04
	Postal Ballot		129514	0.16	129194	320	99.75	0.25
Total		212185502	133363272	62.85	132523006	840266	99.37	0.63

**Details of Invalid Votes:-**

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	4636

**Resolution 2: Extension of the Orient Employee Stock Option Scheme - 2019 to the employees of the holding Company and Subsidiary Company(ies), if any, of the Company**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	81733294	81733294	100	81733294	0	100	0
	Postal Ballot		0	0	0	0	0	0
Public Institutional holders	e-Voting	49368935	25371470	51.39	24540970	830500	96.73	3.28
	Postal Ballot		0	0	0	0	0	0
Public-Others	e-Voting	81083273	26130394	32.23	26117736	12658	99.95	0.05
	Postal Ballot		129414	0.16	129094	320	99.75	0.25
Total		212185502	133364572	62.85	132521094	843478	99.37	0.63

**Details of Invalid Votes:-**

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	4636



On reckoning the voting of the Members as above, I report that the Resolutions as contained in item No. 1 and 2 of the Notice of Postal Ballot dated 28<sup>th</sup> January 2019 have been passed with requisite majority.


I shall hand over the Postal Ballot Forms and other related papers/ registers and records for the safe custody to the Company once the Chairman considers, approves and signs the minutes of the meeting.

You may accordingly declare the result on the voting by the Postal Ballot.

For NKJ & Associates  
(Company Secretaries)

Place: New Delhi  
Date: 15.03.2019



  
Neelesh Kr. Jain  
FCS: 5593  
CP No. :5233

#### Witness

1. Madhuri Rawat  
D/o - Sh. Manmohan Singh Rawat  
Address:- S-368B School Block Shakarpur  
New Delhi - 110092
2. Priya Gupta  
D/o - Sh. Ramesh Ram Gupta  
Add:- S-217/b School Block Shakarpur  
New Delhi 110092



