

FORM NO. MGT-7

[Pursuant to sub-Section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L31100OR2016PLC025892	Pre-fill						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AACCO3929R							
(ii) (a) Name of the company	ORIENT ELECTRIC LIMITED							
(b) Registered office address	UNITVIII, PLOTNO.7 BHOINAGAR BHUBANESWAR Cuttack Orissa 751012							
(c) * e-mail ID of the company	hitesh.jain@orientelectric.com							
(d) * Telephone number with STD code	01140507000							
(e) Website	www.orientelectric.com							
(iii) Date of Incorporation	10/10/2016							
(iv)(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes <input type="radio"/> No							
(vi) * Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No							

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFINTECHNOLOGIESPRIVATELIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment, Transport equipment	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	250,000,000	212,185,502	212,185,502	212,185,502
Total amount of equity shares (in Rupees)	250,000,000	212,185,502	212,185,502	212,185,502

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	250,000,000	212,185,502	212,185,502	212,185,502
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	250,000,000	212,185,502	212,185,502	212,185,502

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	212,185,502	212,185,502	212,185,502	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	212,185,502	212,185,502	212,185,502	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			388,023,347.79
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			600,000,000
Deposit			0
Total			988,023,347.79

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

20,618,153,510.14

(ii) Net worth of the Company

3,593,857,650.57

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,604,945	3.58	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	74,128,349	34.94	0	
10.	Others	0	0	0	
	Total	81,733,294	38.52	0	0

Total number of shareholders (promoters)

17

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	29,803,668	14.05	0	
	(ii) Non-resident Indian (NRI)	1,702,418	0.8	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	4,000	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,506,096	1.18	0	
4.	Banks	175,153	0.08	0	
5.	Financial institutions	102,836	0.05	0	
6.	Foreign institutional investors	10,884,072	5.13	0	
7.	Mutual funds	33,010,323	15.56	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,830,058	5.58	0	
10.	Others ALTERNATE INVESTMENT FU	40,433,584	19.06	0	
	Total	130,452,208	61.49	0	0

Total number of shareholders (other than promoters)

31,018

**Total number of shareholders (Promoters+Public/
Other than promoters)**

31,035

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

56

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALMEHWAR COMME	DEUTSCHE BANK AG, HAZARIMA			1,510,737	0.71
INDIAACORN FUND L	4th Floor 19 Bank Street Cybercity			1,213,247	0.57
KUWAIT INVESTMENT	CITIBANK N.A. CUSTODY SERVICE			1,107,106	0.52
CAISSE DE DEPOT ET	DEUTSCHE BANK AG, HAZARIMA			887,886	0.42
PARTNER REINSURA	The Oval 160 Shelbourne Road Du			779,000	0.37
ASHOKA INDIA OPPO	HSBC SECURITIES SERVICES, HIGH			726,300	0.34
OMERS ADMINISTRAT	CITIBANK N.A. CUSTODY SERVICE			684,811	0.32
ASHOKA INDIA EQUIT	KOTAK MAHINDRA BANK LIMITED,			653,115	0.31

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
RISING INDIA FOCUS	Mauritius International Trust Comp			541,060	0.25
FIDUCIAN INDIA FUND	41 YORK STREET SYDNEY NEWS			379,297	0.18
ABS DIRECT EQUITY F	STANDARD CHARTERED BANK, MU			236,050	0.11
SOCIETE GENERALE-	SBI-SG GLOBAL SECURITIES SERVI			201,181	0.09
ISHARES INDIA SCMA	IFS COURT TWENTYEIGHT CYBER			161,665	0.08
SPDR S AND P EMERG	STATE STREET FINANCIAL CENT			70,717	0.03
MACKENZIE EMERGIN	DEUTSCHE BANK AG FORT MUMB			62,295	0.03
MERCER QIF FUND PL	70 SIR JOHN ROGERSON'S QUAY			29,920	0.01
ISHARES MSCI EM SM	JP MORGAN HOUSE IFSC DUBLIN I			20,842	0.01
GOTHIC CORPORATIO	280 SOUTH MANGUM STREET NO			20,040	0.01
PUB EQUITIES EMERG	UETLIBERGSTRASSE 231 ZURICH			16,253	0.01
BNP PARIBAS ARBITR	BNP PARIBAS HOUSE 1 NORTH AV			15,416	0.01
PUBLIC EMPLOYEES R	277 EAST TOWN STREET COLUMBU			14,680	0.01
STATE STREET GLOBA	ONE LINCOLN STREET BOSTON MA			13,712	0.01
SPDR SAND P EMERG	ONE LINCOLN STREET BOSTON MA			12,523	0.01
COLLEGE RETIREMEN	730 THIRD AVENUE NEW YORK NE			11,014	0.01
POLUS GLOBAL FUND	NEXTERA COM TOWER III EBENE CY			9,332	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	18	18
Members (other than promoters)	30,480	31,018
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	1.61
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	1.61

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHANDRA KANT BIRLA	00118473	Director	3,405,893	
RAKESH INDERSAIN K	00266132	Managing Director	100	
DESH DEEPAK KHETR	02362633	Director	0	
RANGANATHAN ANAN	03091352	Director	0	
PRADEEP CHANDRA K	05345536	Director	0	
ALKA MAREZBAN BHA	00114067	Director	0	
SAIBAL SENGUPTA	A(TPS57111)	CFO	2,500	
HITESH KUMAR JAIN	A(GCPJ0911)	Company Secretar	2	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL METIN	16/07/2019	31,073	46	47.12

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2019	6	6	100
2	30/07/2019	6	5	83.33
3	22/10/2019	6	6	100
4	28/01/2020	6	6	100
5	26/03/2020	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	30/04/2019	4	4	100
2	Audit Committ	30/07/2019	4	3	75
3	Audit Committ	22/10/2019	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committ	28/01/2020	4	4	100
5	Audit Committ	26/03/2020	4	4	100
6	Risk Managem	30/04/2019	4	4	100
7	Risk Managem	22/10/2019	4	4	100
8	Nomination &	R30/04/2019	4	4	100
9	Nomination &	R30/07/2019	4	4	100
10	Corporate Soc	30/04/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	07/08/2020
								(Y/N/NA)
1	CHANDRA KA	5	5	100	2	2	100	Yes
2	RAKESH INDE	5	5	100	3	3	100	Yes
3	DESH DEEPA	5	5	100	13	13	100	Yes
4	RANGANATH	5	5	100	13	13	100	Yes
5	PRADEEP CH	5	4	80	14	11	78.57	Yes
6	ALKA MAREZ	5	5	100	12	12	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	RAKESH INDERSA	MANAGING DIR	30,600,718	0	0	3,130,764	33,731,482
	Total		30,600,718	0	0	3,130,764	33,731,482

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAIBAL SENGUPTA	CHIEF FINANCIAL OFFICER	17,897,911	0	0	572,604	18,470,515
2	HITESH KUMAR JAIN	COMPANY SECRETARY	3,935,128	0	0	148,116	4,083,244
	Total		21,833,039	0	0	720,720	22,553,759

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHANDRA KANT BANSAL	NON- EXECUTIVE DIRECTOR	0	3,500,000	0	600,000	4,100,000
2	DESH DEEPAK KHANNA	NON- EXECUTIVE DIRECTOR	0	1,750,000	0	1,500,000	3,250,000
3	RANGANATHAN ANAND	INDEPENDENT DIRECTOR	0	1,500,000	0	1,550,000	3,050,000
4	PRADEEP CHANDRAN	INDEPENDENT DIRECTOR	0	1,250,000	0	1,300,000	2,550,000
5	ALKA MAREZBAN	INDEPENDENT DIRECTOR	0	1,250,000	0	1,500,000	2,750,000
	Total		0	9,250,000	0	6,450,000	15,700,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Neelesh Kumar Jain

Whether associate or fellow

Associate Fellow

Certificate of practice number

5233

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

RAKESH
INDERSAIN
KHANNA
Digitally signed by
RAKESH INDERSAIN
KHANNA
Date: 2020.09.24
19:41:40 +05'30'

DIN of the director

00266132

To be digitally signed by

HITESH
KUMAR
JAIN
Digitally signed by
HITESH KUMAR
JAIN
Date: 2020.09.24
17:59:58 +05'30'

Company Secretary

Company secretary in practice

Membership number

6241

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT 8_CS Certificate_ORIENT_31 03 202 Clarification.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

September 24, 2020

To,
Registrar of Companies
Ministry of Corporate Affairs

Sub: Clarifications on few details filled in Form MGT-7 for the financial year 2019-20

Dear Sir,

We hereby wish to clarify the following details filled in Form MGT-7 for the financial year 2019-20:

1. Point VI (a): Shareholding Pattern – Total Number of Shareholders (Promoters) and Point No. VII: Number of Promoters, Members, Debenture Holders (Details, Promoters, Members (other than promoters), Debenture holders)

One of the Promoter Group members named Hindusthan Charity Trust was not holding any shares of the Company as on March 31, 2020, but it is part of the Promoter Group as per definition of Promoter as defined under Section 2(69) of Companies Act, 2013 and definition of Promoter Group as defined under Regulation 2(1)(zb) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Point VI(a) of the attached Form MGT-7 requires the **Total Number of Shareholders** of the Company (in Promoter category) to be filled in there and since Hindusthan Charity Trust was not holding any shares of the Company as on March 31, 2020, the total number of shareholders in promoter category is shown as 17.

Further, in Point VII of attached Form MGT-7 the **Total Number of Promoter, Members (Other than Promoters), and Debenture Holders** are to be filled in. Hindusthan Charity Trust, though not holding any shares of the Company as on March 31, 2020, but is part of the Promoter Group. Therefore, this has been included in the Total Number of Promoter in Point VII.

ii. Point VI (c): Details of Foreign institutional investors' (FIIs) holding shares of the company:

As on March 31, 2020, there were total of 56 Foreign Institutional Investors (FII's) holding shares of the Company. Details of 25 FII's is mentioned in Form MGT-7. Due to space restriction in Form MGT-7, details of remaining 31 FII's is as follows:

Name of the FII	Address	Number of shares Held	% of shares held
The Emerging Markets Small Cap Series of the DFA Investment Trust Company	6300 Bee Cave Road Building One Austin Texas 78746 USA	3,88,074	0.18
Emerging Markets Core Equity Portfolio (The Portfolio) of DFA	6300 Bee Cave Road Building One Austin Texas 78746 USA	2,18,209	0.10

Investment Dimensions Group Inc. (DFAI DG)			
Eastspring Investments India Infrastructure Equity Open Limited	Suite 450 4th Floor Barkly Wharf East Le Caudan Waterfront Port Louis Mauritius	1,56,700	0.07
Emerging Markets Small Capitalization Equity Index Non-Lendable Fund	400 Howard Street San Francisco Ca 94105, USA	1,47,686	0.07
Emerging Markets Small Capitalization Equity Index Fund	400 Howard Street San Francisco Ca 94105, USA	1,27,784	0.06
State Street Global Small Cap Equity Ex-U.S. Index Non-Lending Series Fund	One Lincoln Street Boston MA, USA	75,648	0.04
California State Teachers Retirement System - AQR Capital Management, Llc 1	Deutsche Bank Ag, Db House, Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai	68,814	0.03
Northern Trust Collective Emerging Markets Small C AP Index Fund- Non Lending	50 S LaSalle Street Chicago Illinois, USA	53,709	0.03
Stichting Depository APG Emerging Markets Equity Pool	Oude Lindestraat 70, Netherlands	45,319	0.02
Samsung India Small And Mid Cap Focus Securities M Aster Investment Trust (Equity)	26 Gukjegeumyung-Ro 8-Gil Yeongdeungpo-Gu Seoul Korea, South Korea	45,000	0.02
Emerging Markets Core Equity Fund Of Dimensional Funds ICVC	20 Triton Street Regents Place London Nw1 3bf U K	38,871	0.02
The Board Of Regents Of The University Of Texas Sy Stem-Acadian Asset Management	401 Congress Avenue Suite 2800 Austin Texas, USA	22,689	0.01
State Street MSCI Emerging Markets Small Cap Index Securities Lending Fund	One Lincoln Street Boston MA, USA	17,211	0.01
Emerging Markets Social Core Equity Portfolio of DFA Investment Dimensions Group Inc.	6300 Bee Cave Road Building One Austin Texas 78746 USA	12,508	0.01

World Ex U.S. Core Equity Portfolio Of DFA Investment Dimensions Group Inc.	6300 Bee Cave Road Building One Austin Texas 78746 USA	12,332	0.01
Elara India Opportunities Fund Limited	4th Floor 19 Bank Street Cybercity Ebene, MAURITIUS	8,550	0.00
Gothic HSP Corporation	280 South Mangum Street Suite 210 Durham North Carolina, USA	8,240	0.00
Emerging Markets Small Capitalization Equity Index Non-Lendable Fund B	400 Howard Street San Francisco Ca 94105, USA	8,065	0.00
Dimensional Funds Plc - Multi-Factor Equity Fund	25/28 North Wall Quay Dublin 1, Ireland	7,479	0.00
The Duke Endowment	280 South Mangum Street Suite 210, Durham North Carolina, USA	7,270	0.00
Public Employees Retirement Association of Colorado	1301 Pennsylvania Street Denver CO, USA	6,893	0.00
Virginia Retirement System	1200 East Main Street Richmond Virginia, USA	5,717	0.00
Morgan Stanley Asia (Singapore) PTE. – ODI	Citibank N.A. Custody Services FIFC- 11TH FLR, G Block Plot C-54 And C-55, BKC Bandra - East, Mumbai, India	4,266	0.00
Emerging Markets Sustainability Core 1 Portfolio	Citibank N.A. Custody Services FIFC- 11th Flr, G Block Plot C-54 And C-55, BKC Bandra - East, Mumbai, India	3,828	0.00
American Century ETF Trust-Avantis Emerging Market S Equity ETF	Deutsche Bank Ag, Db House, Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai, India	3,468	0.00
Employees' Retirement Plan Of Duke University	280 South Mangum Street Suite 210 Durham North Carolina, USA	2,840	0.00
SPDR MSCI ACWI IMI ETF	One Lincoln Street Boston MA, USA	2,198	0.00

Integrated Core Strategies Asia Pte Ltd	80 Raffles Place Uob Plaza 2 14-20, Singapore	2,188	0.00
American Century ETF Trust - Avantis Emerging Mark ETS Equity Fund	Deutsche Bank Ag, Db House, Hazarimal Somani Marg, P.O.Box No. 1142, Fort Mumbai, India	1,553	0.00
Alaska Permanent Fund	801 West 10th Street Juneau Alaska, USA	1,496	0.00
The Regents of the University of California - State Street Global Advisors	1111 Broadway Suite 2100 Oakland Ca	1,268	0.00

iii. Point IX (C): Committee Meetings:

During the financial year 2019-20, total 16 meetings (excluding one separate meeting of Independent Director) of the various Committees of the Board of Directors were held. Details of 10 Committee Meetings are mentioned in the Form MGT-7. Due to space restriction in Form MGT-7, details of remaining 6 Committee Meetings and 1 Independent Director Meeting which were held during the financial year 2019-20, are as follows:

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members Attended	% of attendance
11	Corporate Social Responsibility Committee	30/07/2019	3	2	66.67
12	Corporate Social Responsibility Committee	22/10/2019	3	3	100
13	Corporate Social Responsibility Committee	28/01/2020	3	3	100
14	Stakeholder Relationship Committee	30/04/2019	3	3	100
15	Stakeholder Relationship Committee	30/07/2019	3	2	66.67
16	Stakeholder Relationship Committee	28/01/2020	3	3	100

Further, during the financial year 2019-20, one meeting of Independent Director was also held without the presence of Executive Directors and Management Personnel. Since there was no separate table in Form MGT-7 for filling up the details of Independent Directors' meeting therefore the details of the aforesaid meeting of Independent Directors is provided hereunder:

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members Attended	% of attendance
1	Independent Directors Meeting	22/10/2019	3	3	100

iv. Point X: Remuneration of Directors and Key Managerial Personnel:

During the financial year 2018-19 Company has, as part of its Long Term Incentive Programme, introduced 'Orient Electric Employee Stock Option Scheme - 2019' (ESOP Scheme – 2019), and has granted following Stock Options to the Managing Director & CEO and Chief Financial Officer of the Company, having an exercise price equivalent to the closing market price of the shares of the Company on the immediate previous trading day:

S. No.	Name	Designation	No. of Stock Options Granted
1	Mr. Rakesh Khanna	Managing Director & CEO	5,13,138
2	Mr. Saibal Sengupta	Chief Financial Officer	1,65,048

While mentioning the number of Stock Options granted to aforesaid officers of the Company during the financial year 2018-19 in the table in Point X in Form MGT-7, it is taking it in terms of total amount and not the number of Stock Options. Aforesaid Stock Options are yet to be vested giving the right to the grantees to exercise for allotment of shares of the Company against vested options by paying the amount as per exercise price. Therefore, details of aforementioned Stock Options could not be filled up in the Form and are being provided hereinabove.

You are requested to consider the above clarifications related to corresponding information filled in this e-Form MGT-7 and take note of the same.

Thanking you

For **Orient Electric Limited**

Hitesh
Kumar Jain

Digitally signed by
Hitesh Kumar Jain
Date: 2020.09.24
15:17:36 +05'30'

Hitesh Kumar Jain

Company Secretary

FCS: 6241

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **ORIENT ELECTRIC LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2020. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under (**wherever applicable**) in respect of:

1. Its status under the Act;
2. Maintenance of registers/records & making entries therein within the time prescribed therefor;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members / Security holders, as the case may be.
6. The Company has not made any Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;



9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not Accepted/ renewed/ repaid any deposits from public;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. The company has not made Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

Place: New Delhi

Date: 24 September 2020



Signature:

A handwritten signature in blue ink, appearing to read "Neelesh Kumar Jain".

Neelesh Kumar Jain

NKJ & Associates

C.P. No.: 5233

M. No.: 5593

UDIN: F005593B000762943