

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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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CONSOLIDATED SCRUTINIZER'S REPORT

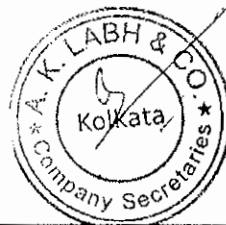
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 2nd 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 2nd Annual General Meeting of the members of “*Orient Electric Limited*” (“Company”) held on Monday, 16th July, 2018 at Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha - 751012 at 02:30 P.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 27th April, 2018. 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 National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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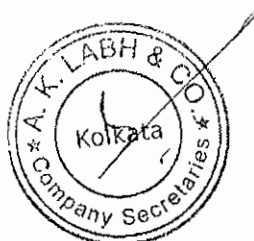
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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Friday, the 13th July, 2018 up to 5.00 P.M. IST on Sunday, the 15th July, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 9th July, 2018 were entitled to vote on the proposed 13 (Thirteen) resolutions as mentioned in the notice dated 27th April, 2018 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 boxes were 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 Monday, the 16th July, 2018 around 03:45 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 2, Italgacha Road, Kolkata – 700079 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal 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 : 108432**] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<4> **ORDINARY BUSINESS:**

a) **Resolution 1**

Receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 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	87	123560104	
Voting by ballot	25	1832274	
Total	112	125392378	100.00000%

(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	0.00000%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	3391055



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b) Resolution 2

Declaration of Final Dividend and confirm the Interim Dividend

(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	87	123560104	
Voting by ballot	25	1832274	
Total	112	125392378	100.00000%

(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	0.00000%

(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

Ratification of appointment of Statutory Auditors and fixing their remuneration

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

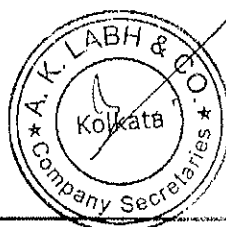
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	86	123559904	
Voting by ballot	25	1832274	
Total	111	125392178	99.99984%

(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	200	
Voting by ballot	0	0	
Total	1	200	0.00016%

(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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 SPECIAL BUSINESS:

d) Resolution 4 : Ordinary Resolution

Appointment of Mr. Chandra Kant Birla (DIN: 00118473) as a Non-Executive Director 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	86	123559809	
Voting by ballot	25	1832274	
Total	111	125392083	100.00000%

(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	0.00000%

(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

Appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) as a Non-Executive Director 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	86	123560049	
Voting by ballot	25	1832274	
Total	111	125392323	99.99996%

(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	55	
Voting by ballot	0	0	
Total	1	55	0.00004%

(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

Appointment of Mr. Rakesh Khanna (DIN: 00266132) as an Executive Director of the Company

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

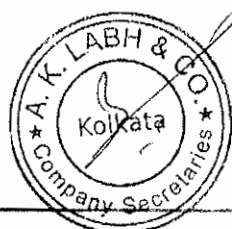
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	87	123560104	
Voting by ballot	25	1832274	
Total	112	125392378	100.00000%

(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	0.00000%

(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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g) Resolution 7 : Special Resolution

Appointment of Mr. Rakesh Khanna (DIN: 00266132) as Managing Director 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	86	123558604	
Voting by ballot	25	1832274	
Total	111	125390878	99.99880%

(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	1500	
Voting by ballot	0	0	
Total	1	1500	0.00120%

(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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h) Resolution 8 : Ordinary Resolution

Appointment of Mr. TCA Ranganathan (DIN: 03091352) as an Independent Director of the Company

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

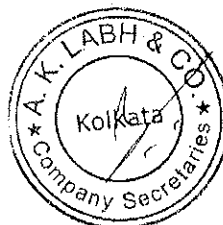
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	86	123559904	
Voting by ballot	25	1832274	
Total	111	125392178	99.99984%

(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	200	
Voting by ballot	0	0	
Total	1	200	0.00016%

(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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i) Resolution 9 : Ordinary Resolution

Appointment of Mr. K. Pradeep Chandra (DIN: 05345536) as an Independent Director of the Company

(i) Voted in favour of the Resolution:

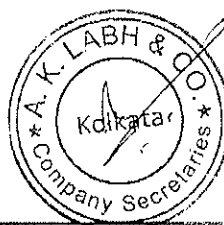
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	86	123540104	
Voting by ballot	25	1832274	
Total	111	125372378	99.98405%

(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	1	20000	
Voting by ballot	0	0	
Total	1	20000	0.01595%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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j) Resolution 10 : Ordinary Resolution

Appointment of Ms. Alka Marezban Bharucha (DIN: 00114067) as an Independent Director 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	85	123559874	
Voting by ballot	25	1832274	
Total	110	125392148	100.00000%

(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	0.00000%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3391055



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k) Resolution 11 : Ordinary Resolution

Payment of Commission to Non-Executive Directors 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	80	123559609	
Voting by ballot	25	1832274	
Total	105	125391883	99.99968%

(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	6	395	
Voting by ballot	0	0	
Total	6	395	0.00032%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	3391055



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1) Resolution 12 : Ordinary Resolution

Increase in remuneration of Ms. Avani Birla, Senior Vice President of the Company

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

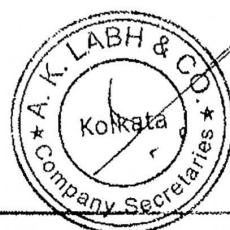
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	72	115685118	
Voting by ballot	25	1832274	
Total	97	117517392	99.77074%

(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	10	270041	
Voting by ballot	0	0	
Total	10	270041	0.22926%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
7	10996000



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m) Resolution 13 : Ordinary Resolution

Ratification of remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company for the Financial Years 2017-18 and 2018-19

(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	84	123558337	
Voting by ballot	25	1832274	
Total	109	125390611	99.99859%

(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	3	1767	
Voting by ballot	0	0	
Total	3	1767	0.00141%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	3391055



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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: 17.07.2018

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Witness :

1.

Rohit Kumar

(Rohit Kumar)

Basundhara Apartment

Flat No. 6, 3rd Floor

2, Italgacha Road

Kolkata - 700079



2. *Priya Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane

Kolkata - 700007

Received the Report of the Scrutinizer

For Orient Electric Limited

Hitesh Kumar Jain
(Hitesh Kumar Jain)

Company Secretary

