

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

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 Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes 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

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

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,	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	212,785,578	212,785,578	212,785,578
Total amount of equity shares (in Rupees)	250,000,000	212,785,578	212,785,578	212,785,578

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	250,000,000	212,785,578	212,785,578	212,785,578
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	250,000,000	212,785,578	212,785,578	212,785,578

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	773,216	211,412,286	212,185,502	212,185,502	212,185,502	

Increase during the year	0	671,135	671135	600,076	600,076	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	600,076	600076	600,076	600,076	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	71,059	71059	0	0	
Shares Demated						
Decrease during the year	71,059	0	71059	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	71,059	0	71059	0	0	
Shares Demated						
At the end of the year	702,157	212,083,421	212785578	212,785,578	212,785,578	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

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

ISIN of the equity shares of the company

INE142Z01019

(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			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

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) * 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

Particulars	Number of units	Nominal value per unit	Total value
Total			0

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

25,291,770,264.22

(ii) Net worth of the Company

5,578,243,114

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,474,945	3.51	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)	74,258,349	34.9	0	
10.	Others	0	0	0	
	Total	81,733,294	38.41	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	26,283,009	12.35	0	
	(ii) Non-resident Indian (NRI)	1,331,981	0.63	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	1,426,242	0.67	0	
4.	Banks	152,012	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	12,243,128	5.75	0	
7.	Mutual funds	56,449,838	26.53	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,371,882	3.46	0	
10.	Others Clearing Members, HUF, Tru	25,794,192	12.12	0	
	Total	131,052,284	61.58	0	0

Total number of shareholders (other than promoters)

79,999

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

80,016

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
VANGUARD TOTAL IN	100 VANGUARD BOULEVARD MAL			1,616,293	0.76
ISHARES CORE MSCI E	400 HOWARD STREET SAN FRANCI			1,265,892	0.59
OMERS ADMINISTRAT	900 100 ADELAIDE ST W TORONTO			891,254	0.42
GOVERNMENT PENSIC	Bankplassen 2 P O Box 1179 Sentri			445,000	0.21
ABU DHABI INVESTME	211 CORNICHE STREET PO BOX 36			276,470	0.13
CALIFORNIA PUBLIC E	400 Q STREET LPE ROOM 4800 SA			248,200	0.12
ISHARES CORE MSCI E	JP MORGAN HOUSE IFSC DUBLIN 1			236,511	0.11
BOFA SECURITIES EUR	51 rue La Boetie Paris			177,706	0.08
ISHARES MSCI INDIA S	400 HOWARD STREET SAN FRANCI			148,686	0.07
COLLEGE RETIREMENT	730 THIRD AVENUE NEW YORK NE			126,391	0.06
UPS GROUP TRUST	55 GLENLAKE PKWY NE ATLANTA G			110,538	0.05
SPDR S&P EMERGING	ONE LINCOLN STREET BOSTON MA			94,240	0.04
ISHARES MSCI EMERG	400 HOWARD STREET SAN FRANCI			64,200	0.03
VANGUARD TOTAL W	100 VANGUARD BOULEVARD MAL			53,418	0.03
ISHARES MSCI EM SM/	JP MORGAN HOUSE IFSC DUBLIN 1			39,387	0.02
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK N			35,999	0.02
PUBLIC EMPLOYEES RI	277 EAST TOWN STREET COLUMBU			32,722	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MERCER QIF FUND PLC	70 SIR JOHN ROGERSON'S QUAY D			29,920	0.01
HAYYAN ALI MALALLA	Street No 10 Way No 1020 Villa No			28,497	0.01
VANGUARD ESG INTER	100 VANGUARD BOULEVARD MAL			27,671	0.01
CITY OF LOS ANGELES	360 E Second Street Suite 600 Los			23,780	0.01
PUB EQUITIES EMERGI	UETLIBERGSTRASSE 231 ZURICH			20,807	0.01
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU A			17,586	0.01
INTERNATIONAL MON	700 19TH STREET NW WASHINGTC			15,646	0.01
KOTAK GLOBAL FUND	C/O CIM FUND SERVICES LTD 33 EI			14,026	0.01

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)	80,191	79,999
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	1.64
B. Non-Promoter	1	4	1	4	0.01	0
(i) Non-Independent	1	1	1	1	0.01	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	0.01	1.64

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

(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 BIRL	00118473	Director	3,485,893	
DESH DEEPAK KHETR	02362633	Director	0	
RAKESH INDERSAIN K	00266132	Managing Director	31,692	03/04/2023
RANGANATHAN ANAN	03091352	Director	0	
PRADEEP CHANDRA P	05345536	Director	0	
ALKA MAREZBAN BHA	00114067	Director	0	
SAIBAL SENGUPTA	AITPS5733P	CFO	21,385	
HITESH KUMAR JAIN	AGCPJ4054H	Company Secretar	2	

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

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

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	25/07/2022	79,850	62	37.8

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	10/05/2022	6	6	100
2	25/07/2022	6	5	83.33
3	03/11/2022	6	6	100
4	30/01/2023	6	6	100
5	31/03/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

15

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 Committee	10/05/2022	4	4	100
2	Audit Committee	25/07/2022	4	3	75
3	Audit Committee	03/11/2022	4	4	100
4	Audit Committee	30/01/2023	4	4	100
5	Nomination and Remuneration	10/05/2022	4	4	100
6	Nomination and Remuneration	25/07/2022	4	3	75
7	Nomination and Remuneration	03/11/2022	4	4	100
8	Nomination and Remuneration	30/01/2023	4	4	100
9	Nomination and Remuneration	31/03/2023	4	4	100
10	Stakeholder relations	25/07/2022	3	2	66.67

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	02/08/2023
								(Y/N/NA)
1	CHANDRA KA	5	5	100	5	5	100	Yes
2	DESH DEEPA	5	5	100	8	8	100	Yes
3	RAKESH INDI	5	5	100	2	2	100	Not Applicable
4	RANGANATH	5	5	100	13	13	100	Yes
5	PRADEEP CH	5	4	80	15	12	80	Yes
6	ALKA MAREZ	5	5	100	13	13	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	61,045,658			3,857,093	64,902,751
	Total		61,045,658		0	3,857,093	64,902,751

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 SENGUPT	CHIEF FINANCI	29,242,642			705,449	29,948,091
2	HITESH KUMAR JA	COMPANY SEC	5,277,998			179,208	5,457,206
	Total		34,520,640		0	884,657	35,405,297

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	NON-EXECUTIV	0	3,700,000		750,000	4,450,000
2	DESH DEEPAK KH	NON-EXECUTIV	0	1,850,000		1,200,000	3,050,000
3	RANGANATHAN AI	INDEEPNDENT	0	1,650,000		1,500,000	3,150,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	PRADEEP CHANDI	INDEPENDENT	0	1,400,000		1,300,000	2,700,000
5	ALKA MAREZBAN	INDEPENDENT	0	1,400,000		1,500,000	2,900,000
	Total		0	10,000,000	0	6,250,000	16,250,000

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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

DESH DEEPAK KHETRAPAL
Digitally signed by DESH DEEPAK KHETRAPAL
Date: 2023.09.25 14:37:43 +05'30'

DIN of the director

To be digitally signed by

HITESH KUMAR JAIN
Digitally signed by HITESH KUMAR JAIN
Date: 2023.09.21 15:36:03 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

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

List of attachments

-
-
-
-

MGT-8_Orient_Signed_2023.pdf
Clarification202223.pdf

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

To,
Registrar of Companies
Ministry of Corporate Affairs

Sub: Clarifications on certain details filled in Form MGT-7 for the financial year 2022-23

Dear Sir,

We hereby wish to clarify the following details filled in Form MGT-7 for the financial year 2022-23:

1. Point VI (a): Shareholding Pattern – Total Number of Shareholders (Promoters); and Point No. VII: Number of Promoters, Members, Debenture Holders

One of the Promoter Group members named Hindusthan Charity Trust was not holding any shares of the Company as on March 31, 2023, but 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) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

In Point VI(a) of the attached Form MGT-7, details of total number of shares held and the Total Number of Shareholders holding those shares (in Promoter category) is to be filled. Since Hindusthan Charity Trust was not holding any shares of the Company as on March 31, 2023, therefore its name could not be included in the total number of entities in Promoter Group and accordingly the number of promoter shareholder category is shown as 17, instead of 18.

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, 2023, but is part of the Promoter Group and therefore, this has been included in the Total Number of Promoter in Point VII.

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

As on March 31, 2023, there were total of 87 Foreign Institutional Investors (FII’s) in Foreign Portfolio Investors category, holding shares of the Company. Details of 25 FII’s has been filled in Form MGT-7. Due to restriction in Form MGT-7, details of remaining 62 FII’s are as follows:

Name of the FII	Address	Number of shares Held	% of shares held
VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	100 VANGUARD BOULEVARD MALVERN PA	1819996	0.86
VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOT	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA	770392	0.36

AL INTERNATIONAL STOCK MARKET INDEX TRUST II			
VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEXFUND	100 VANGUARD BOULEVARD MALVERN PA	483720	0.23
EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	6300 Bee Cave Road Building One Austin Texas 78746 USA	456754	0.21
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	443942	0.21
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	335916	0.16
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	275351	0.13
STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	ONE LINCOLN STREET BOSTON MA	256933	0.12
WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	C/O CIM GLOBAL BUSINESS 33 EDITH CAVELL STREET PORT LOUIS	154606	0.07
SPDR PORTFOLIO EMERGING MARKETS ETF	STATE STREET FINANCIAL CENTER ONE LINCOLN STREET BOSTON MA	135694	0.06
VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOT	100 VANGUARD BOULEVARD MALVERN PENNSYLVANIA	132551	0.06

AL INTERNATIONAL STOCK MARKET INDEX TRUST			
NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	50 S LaSalle Street Chicago Illinois	124947	0.06
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - AQR CAPITAL MANAGEMENT, LLC 1	100 WATERFRONT PLACE WEST SACRAMENTO CA	67374	0.03
DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	61077	0.03
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	ONE LINCOLN STREET BOSTON MA	52445	0.02
EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DIMENSIONAL INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	47665	0.02
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	46371	0.02
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	ONE LINCOLN STREET BOSTON MA	42459	0.02
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI	37916	0.02

EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE	29254	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	29101	0.01
WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	245 PARK AVENUE 35TH FLOOR NEW YORK NY 10167	28678	0.01
STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	ONE LINCOLN STREET BOSTON MA	27998	0.01
OMERS ADMINISTRATION CORPORATION - OAC CUSTODY ACCOUNT (SCV6)	ONE UNIVERSITY AVENUE SUITE 400 TORONTO ONTARIO	27024	0.01
SSGA SPDR ETFS EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	78 SIR JOHN ROGERSONS QUAY DUBLIN 2	23908	0.01
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	1111 BROADWAY SUITE 2100 OAKLAND CA	21926	0.01
FLORIDA RETIREMENT SYSTEM - AQR CAPITAL MANAGEMENT, LLC	1801 HERMITAGE BLVD SUITE 100 TALLAHASSEE FLORIDA	21502	0.01
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	400 HOWARD STREET SAN FRANCISCO CA 94105	21372	0.01
DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	20560	0.01

DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware	19093	0.01
BVK PERSONALVORSORGE DES KANTONS ZURICH	STAMPFENBACHSTRASSE 63 8006 ZURICH	16058	0.01
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1	13002	0.01
FUNDPARTNER SOLUTIONS (SUISSE) S.A.-RP - FONDS INSTITUTIONNEL - ACTIONS MARCHES EMERGENTS	ROUTE DES ACACIAS 60	12967	0.01
DELA DEPOSITARY & ASSET MANAGEMENT B.V. AS RESPONSIBLE ENTITY TO DELA EQUITY FUND 5	Oude Stadsgracht 1 Eindhoven	12313	0.01
VANGUARD INVESTMENT SERIES PLC - VANGUARD ESG EMERGING MARKETS ALL CAP EQUITY INDEX FUND	70 Sir John Rogerson's Quay Dublin 2 Dublin	11789	0.01
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	Suite 820 7 St. Paul Street Baltimore Maryland	11762	0.01
ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	11657	0.01
POLUS GLOBAL FUND	3RD FLOOR NEXTERACOM TOWER III OFFICE 01 EBENE CYBERCITY	9332	0.00

DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	9024	0.00
GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	LEVEL 3 ALEXANDER HOUSE 35 CYBERCITY EBENE	7009	0.00
FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND	50 S LASALLE STREET CHICAGO IL	6985	0.00
EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN	6547	0.00
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	25/28 NORTH WALL QUAY DUBLIN	6338	0.00
ELARA INDIA OPPORTUNITIES FUND LIMITED	4th Floor 19 Bank Street Cybercity Ebene	6000	0.00
UTAH STATE RETIREMENT SYSTEMS	540 East 200 South Salt Lake City Utah	5566	0.00
INDIA PREMIUM FUND	c/o International Financial Services Limited IFS Court Twenty Eight Cybercity Ebene	5177	0.00
NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHINA INVESTABLE MARKET INDEX FUND - NON-LENDING	50 S. LaSalle Street Chicago Illinois	5173	0.00

JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	601 CONGRESS STREET BOSTON MA 02210 2805 USA	5114	0.00
DFA INTERNATIONAL VECTOR EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	4269	0.00
SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF	ONE LINCOLN STREET BOSTON MA	3896	0.00
PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	33 PLAZA LA PRENSA SANTA FE NEW MEXICO	3208	0.00
NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVE STABLE MARKET INDEX FUND- NON LENDING	50 South LaSalle Street Chicago Illinois	2998	0.00
QUADRATURE CAPITAL VECTOR SP LIMITED	Suite #7 Grand Pavilion Commercial Centre 802 West Bay Road P.O. Box 10250 Grand Caym	1917	0.00
AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK ETS EQUITY FUND	4500 MAIN STREET KANSAS CITY MISSOURI	1553	0.00
DOVETAIL INDIA FUND CLASS 5 SHARES	4th Floor 19 Bank Street Cybercity Ebene	1500	0.00
WISDOM TREE ISSUER PLC - WISDOM TREE EMERGING MARK ETS SMALLCAP DIVIDEND UCITS ETF	FITZWILTON HOUSE WILTON PLACE DUBLIN 2	1365	0.00
BOFA SECURITIES EUROPE SA	51 rue La Boetie Paris	800	0.00

AMERICAN CENTURY ETF TRUST- AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI	781	0.00
VANGUARD FUNDS PLC - VANGUARD ESG EMERGING MARKETS ALL CAP UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	525	0.00
DIMENSIONAL EMERGING MARKETS SUSTAINABILITY CORE 1 ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C- 55, BKC BANDRA - EAST, MUMBAI	496	0.00
COPHALL MAURITIUS INVESTMENT LIMITED - NON ODI AC COUNT	C/O IQ EQ CORPORATE SERVICES (MAURITIUS) LTD 33 EDITH CAVELL STREET PORT LOUIS	339	0.00
VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP UCITS ETF	70 Sir John Rogerson's Quay Dublin 2 Dublin	303	0.00

3. Point IX (A): MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS:

During the financial year 2022-23, Company conducted one Postal Ballot, results of which were declared on December 29, 2023.

4. Point IX (C): Committee Meetings:

During the financial year 2022-23, total 15 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 filled in the Form MGT-7. Due to space restriction in Form MGT-7, details of remaining 5 Committee Meetings and 1 Independent Director's Meeting, which were held during the financial year 2022-23, 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	Stakeholder Relationship Committee	30/01/2023	3	3	100
12	Corporate Social Responsibility Committee	10/05/2022	3	3	100
13	Corporate Social Responsibility Committee	03/11/2022	3	3	100
14	Risk Management Committee	20/04/2022	4	4	100
15	Risk Management Committee	17/10/2022	4	4	100

Further, during the financial year 2022-23, one meeting of Independent Directors 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 are provided hereunder:

S. No.	Type of meeting	Date of meeting	Total Number of Independent Directors as on the date of the meeting	Attendance	
				Number of Independent Directors Attended	% of attendance
1	Independent Directors Meeting	05/12/2022	3	3	100

5. 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, with a vesting schedule of 40% and 60% in the year 2022 and 2023 respectively, 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	ESOP vested & exercised in FY 2022-23 (40%)	ESOP vested in FY 2023-24 (60%)
1	Mr. Rakesh Khanna	Managing Director & CEO	5,13,138	2,05,255	3,07,883
2	Mr. Saibal Sengupta	Chief Financial Officer	1,65,048	66,163	99,245

Perquisite value of ESOPs vested and exercised during FY 2022-23 for aforesaid employees have been included in their respective Gross Salary amount. Since Point X in Form MGT-7, captures the details in rupees terms, therefore the 60% trench of ESOPs, not yet vested as on March 31, 2023, are as stated in aforesaid table and not filled up in Point X

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: 2023.09.21
15:28:51 +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, 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, 2023. 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. Not Advancing / providing any loans to its directors and/or persons or firms or companies as 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. Not accepting/ renewing/ repaying 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. Not making / providing 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;

Place: New Delhi

Date: 20.09.2023

Signature:



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

Neelesh Kumar Jain

NKJ & Associates

C.P. No.: 5233

M. No.: 5593

UDIN: F005593E001040242