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New Delhi : 23.10.2013

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, Plot no. C/1, 'G' Block,
Bandra Kurla Complex,, Bandra East
Mumbai - 400 051

Ref: Stock Code - ORIENTBELL
Sub. : Proceedings of 36th Annual General Meeting of the Company.

Dear Sir,

In terms of clause 31 of the Listing Agreement, enclosed please find the certified true copy of proceedings of 36th Annual General Meeting of the Company held on Friday, 27th day of September, 2013 at 11:30 A.M. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad- 203 205, Dist Bulandshahr, Uttar Pradesh.

Kindly take it on record and acknowledge the receipt

Yours faithfully,
for Orient Bell Limited



Yogesh Mendiratta
Company Secretary & Head-Legal

Encl: As above

ORIENT OrientService@OrientBell.com Toll Free : 1800 208 1015 (Mon - Sat 9.30 to 18.30 hrs.) SMS: TILE to 54242 www.OrientBell.com/Orient	Bell BellService@OrientBell.com Toll Free : 1800 208 5055 (Mon - Sat 9.30 to 18.30 hrs.) SMS: TILE to 54242 www.OrientBell.com/Bell
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ORIENT BELL LIMITED

CORPORATE OFFICE: Iris House, 16 Business Centre
Nangal Raya, New Delhi - 110 046 (India)
Tel.: +91 11 4711 9100, Fax: +91 11 2852 1273
REGD. OFFICE & WORKS: 8 Industrial Area
Sikandrabad - 203 205 (U.P.), India
Tel.: +91 5735 222 203 / 222 424, Fax: +91 5735 222 642

Minutes of the 36th Annual General Meeting of the members of Orient Bell Limited held on Friday, the 27th day of September 2013 at 11.30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad, Distt. Bulandshahr, (U.P.).

PRESENT

Mr. Mahendra K. Daga - Chairman & Managing Director
Mr. N. R. Srinivasan - Director & Ex-officio Chairman of Audit Committee
Mr. Jaywant M. Puri - Vice President (Finance & Accounts)
Mr. Yogesh Mendiratta - Company Secretary & Head-Legal

Members present:

34 members were present in person at the meeting.

Chairman

In accordance with Article 63 of the Articles of Associations of the Company, Mr. Mahendra K. Daga, Chairman & Managing Director of the Company, took the chair.

Quorum

The Company Secretary informed that the necessary quorum as required under section 103 of the Companies Act, 2013 was present. The Chairman declared the meeting in order.

Proxies

The Chairman informed the members that the Company has not received any proxy request from the members.

The Chairman welcomed the members of the Company at the 36th Annual General Meeting and delivered his speech. During his speech the Chairman informed that the members had, in Extra Ordinary General Meeting held on 10th July, 2013, approved the Orient Bell Employees Stock Options Scheme, 2013. As per the said Scheme the equity shares will be issued (exercise price) Free Of Cost ("FOC") to those employees of the Company who meet out the criteria as set out by the Compensation Committee from time to time. He also informed that although the shares will be issued FOC but the entire cost of issue of shares (including the face value) will be borne by the Company and shall be accounted for as per Accounting Policies mentioned under SEBI (Employees Stock Option Scheme And Employee Stock Purchase Scheme) Guidelines, 1999.

Verified True Copy
For **ORIENT BELL LIMITED**

Company Secretary & Head-Legal

The Chairman stated that due to illness, Mr. R. N. Bansal, Chairman of Audit Committee, could not attend the meeting. In his place, Mr. N. R. Srinivasan, Ex-officio Chairman of Audit Committee is present to answer shareholders' queries.

With the permission of members, the notice of Annual General Meeting, as circulated, was taken as read.

The Chairman asked the Secretary to read the Auditors' Report. The Secretary read the Auditors' Report.

The Chairman proceeded with the Agenda items.

ORDINARY BUSINESS:

Item No. 1

Adoption of Audited Balance Sheet as at 31st March, 2013, the profit & Loss Account for the year ended on that date and the Reports of Directors' and Auditors' thereon.

The Chairman asked the members, if they have any comments or questions on the Annual Accounts of the Company. As there were no questions, Chairman put the following resolution to vote to be passed as an ordinary resolution by way of show of hands:

“RESOLVED that the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date and the Reports of Directors' and Auditors' thereon be and are hereby approved and adopted.”

The Chairman asked among the shareholders to propose and to second the aforesaid resolution. The resolution was-

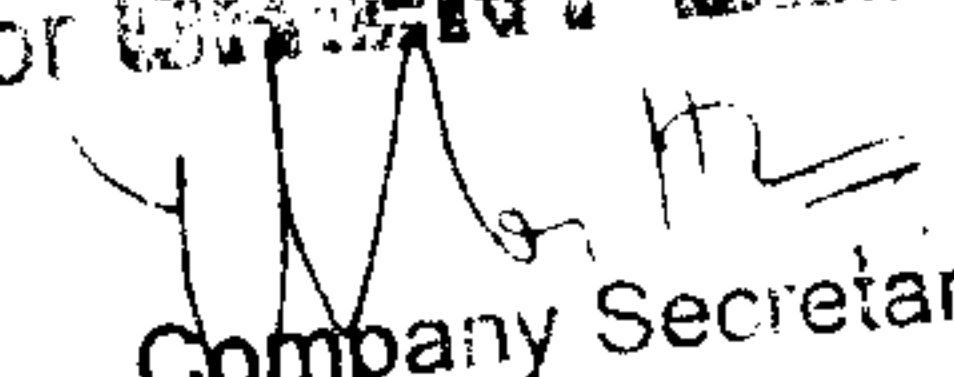
Proposed by : Mr. Parveen Jain
Seconded by : Mr. S.P. Sharma

There being no dissent, resolution was adopted unanimously.

Item No. 2

Declaration of Dividend

The Chairman stated that the Board of Directors has recommended a Dividend of Rs. 1.50 per equity share i.e. 15% of the face value of Rs. 10/- each. The total outflow would be Rs 2,38,20,389/- including dividend tax of Rs.34,60,212/-. The Chairman put the following resolution to vote to be passed as an ordinary resolution by way of show of hands:

Certified True Copy
For **ORIENT BELL LIMITED**

Company Secretary & Head-Legal

“RESOLVED that the Dividend for the financial year 2012-13 @ Rs. 1.50 per equity share i.e. 15% of the face value of Rs. 10/- each, on paid up capital of 1,35,73,451 equity shares of Rs. 10/- each plus relevant tax thereon be and is hereby declared out of the profits of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to take necessary steps with regard to the disbursement of Dividend to shareholders.”

The Chairman asked among the shareholders to propose and to second the aforesaid resolution. The resolution was-

Proposed by : Mr. R. K. Tewari
Seconded by : Mr. Vivek Choudhary

There being no dissent, resolution was adopted unanimously.

Item No. 3

Re-appointment of Mr. N. R. Srinivasan, Director retiring by rotation

The Chairman stated that as per the provisions of Companies Act, 1956 Mr. N. R. Srinivasan was liable to retire by rotation. Addressing the members, he briefed about the expertise and contribution made by Mr. N. R. Srinivasan. The Chairman put the following resolution to vote to be passed as an ordinary resolution by way of show of hands:

“RESOLVED that Mr. N. R. Srinivasan, who is liable to retire by rotation, be and is hereby re-appointed as Director of the Company, whose period of office shall remain to be determined for retirement by rotation.”

The Chairman asked among the shareholders to propose and to second the aforesaid resolution. The resolution was-

Proposed by : Mr. H.S. Singh
Seconded by : Mr. Sandeep Jhanwar

There being no dissent, resolution was adopted unanimously.

For ORIENT BELL LIMITED
Company Secretary & Head-Legal

Item No. 4

Re-appointment of Mr. Dhruv M. Sawhney, Director retiring by rotation

The Chairman stated that as per the provisions of Companies Act, 1956 Mr. Dhruv M. Sawhney was liable to retire by rotation. Addressing the members, he briefed about the expertise and contribution made by Mr. Dhruv M. Sawhney. The Chairman put the following resolution to vote to be passed as an ordinary resolution by way of show of hands:

“RESOLVED that Mr. Dhruv M. Sawhney, who is liable to retire by rotation, be and is hereby re-appointed as Director of the Company, whose period of office shall remain to be determined for retirement by rotation.”

The Chairman asked among the shareholders to propose and to second the aforesaid resolution. The resolution was-

Proposed by : Mr. Vivek Choudhary
Seconded by : Mr. S. P. Sharma

There being no dissent, resolution was adopted unanimously.

Item No. 5

Appointment of M/s S. R. Dinodia & Co., Chartered Accountants as Statutory Auditors

The Chairman informed that the tenure of M/s S. R. Dinodia & Co., Chartered Accountants, Statutory Auditors of the Company shall expire upon the conclusion of this Annual General Meeting of the Company. The Company has received consent letter from the Auditors that their appointment if made at the ensuing Annual General Meeting of the Company will be, within the limits prescribed under section 224(1B) of the Companies Act, 1956.

The Audit Committee and the Board of Directors have, in their respective meetings held on 08th August, 2013, considered and recommended the re-appointment and remuneration of M/s S.R. Dinodia & Co., Chartered Accountants as Statutory Auditors of the Company for a further term from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting. The Chairman put the following resolution to vote to be passed as an ordinary resolution by way of show of hands:

Certified True Copy
For **ORIENT BELL LIMITED**


Company Secretary & Head-Legal

“RESOLVED that Messers S.R. Dinodia & Co., Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors/Audit Committee plus reimbursement of travelling and other incidental expenses, if any, incurred in connection with the audit.”

The Chairman asked among the shareholders to propose and to second the aforesaid resolution. The resolution was-

Proposed by : Mr. Jatin Chhabra
Seconded by : Mr. Sandeep Jhanwar

There being no dissent, resolution was adopted unanimously.

SPECIAL BUSINESS:

At this juncture Mr. Mahendra K. Daga being interested in Resolutions at sl. no. 6, vacated the chair and with the permission of members, Mr. N. R. Srinivasan took the chair for said business item.

Item No. 6

Re-appointment and Re-designation of Mr. Madhur Daga, Whole Time Director of the Company for a further term of 3 years

Mr. N. R. Srinivasan addressing the meeting stated that Mr. Madhur Daga is the man with new and innovative ideas and his continuous and seamless efforts would take the Company to new heights. He further stated that Mr Madhur Daga was appointed as Whole Time Director (designated as Executive Director) of the Company for the period of three years w.e.f. 1st October, 2010 and his tenure would be ending on 30th September, 2013.

The Remuneration Committee and the Board of Directors at their meetings held on 08th August, 2013 had recommended the re-appointment of Shri Madhur Daga as Whole Time Director (Re-designated as Joint Managing Director) of the Company for a further period of three years effective 1st October, 2013 and also recommended the remuneration payable to him in accordance with the provisions of sections 198, 269, 309, 310, 311 and Schedule XIII of the Companies Act, 1956 subject to necessary approvals commensurate with his qualification, experience and the responsibilities entrusted on him

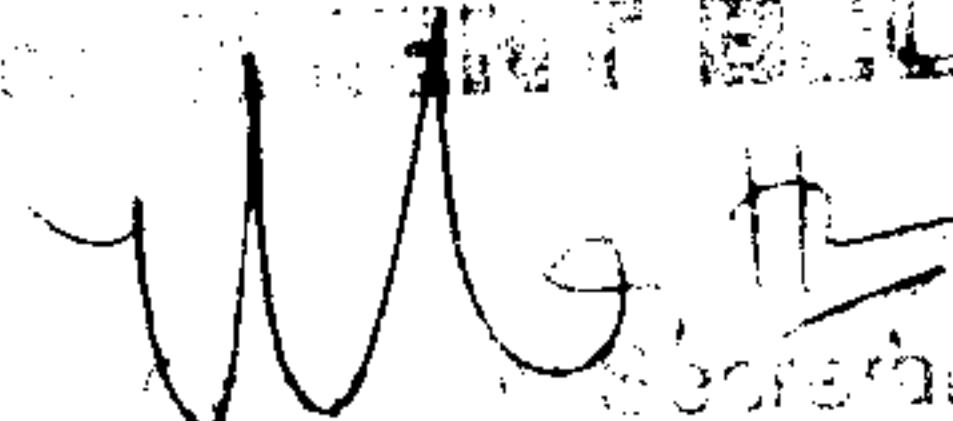
Mr. N.R. Srinivasan put the following resolution to vote to be passed as special resolution by way of show of hands:

Certified True Copy
FOR ORIENT BELL LIMITED

Company Secretary & Managing Director

"RESOLVED that pursuant to the provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereafter called the 'Act') and rules made there under and any amendments thereto or statutory modifications or re-enactment thereof and subject to the approval of the Central Govt., if necessary and such other approvals, permissions and sanctions as may be required in this regard, consent of the Company is hereby accorded for the re-appointment of Mr. Madhur Daga as Whole Time Director (re-designated as Joint Managing Director) of the Company, not liable to retire by rotation, for a period of three years from 01st October, 2013 to 30th September, 2016, on the remuneration and terms and conditions as set out below, with liberty and powers to the Board of Directors (hereinafter referred to as 'the Board' which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions in such manner as the Board may deem fit and is acceptable to Mr. Madhur Daga and/ or to change his remuneration, within the overall limits specified in Schedule XIII to the Act or any statutory amendment, modification, re-enactment thereof:-

- A) Salary: Rs. 6,50,000/- (Rupees Six Lacs Fifty Thousand only) per month in the pay scale of Rs. 6,50,000-75,000-8,00,000.
- B) Commission: On net profits of the Company computed in accordance with relevant provisions of the Act, to be determined by the Board from time to time provided that the total remuneration including salary, commission and other perquisites shall be subject to the overall ceilings laid down in the relevant provisions of the Act or any amendments thereto;
- C) Perquisites: In addition to the Salary and Commission, Mr. Madhur Daga shall be entitled, as per rules of the Company, to the following perquisites with an authority to the Board to grant, alter or vary from time to time, the amount and type of perquisites payable to him:
 - i) Rent free furnished / unfurnished residential accommodation or HRA of maximum of 60% of salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962;
 - ii) Full reimbursement of all medical expenses incurred for self and family, including hospitalization, membership of any hospital and / or doctors' scheme and medical insurance. Facility of medical checkup / treatment abroad, if and when needed, the total cost of which including travel to and fro and for the stay in the foreign country, with an attendant, shall be borne by the Company in addition to the aforesaid remuneration;
 - iii) Leave Travel Concession for self and family once in a year;
 - iv) Subscription to clubs, subject to a maximum of two clubs and credit card

True Copy
of the Board Resolution

Mr. Madhur Daga

facility. In case of clubs, no admission and life membership fee shall be paid;

- v) Personal accident insurance premium;
- vi) Company maintained car with driver, telephones, mobile phones, hand held e-mail devices, computers, printers, laptops, i-pads, internet/ broadband connections and fax at residence. Use of telephones, mobile phones, hand held e-mail devices, computers, printers, laptops, i-pads, internet/ broadband connections, fax and car with driver for official purposes shall not be considered as a perquisite. The valuation of personal use of car would be as per prevalent Income-tax Rules and personal use of telephone for long distance calls will be charged on actual basis;
- vii) Mr. Madhur Daga shall be entitled to such other benefits or amounts as may be approved by the Board and permissible under Schedule XIII to the Companies Act, 1956 or otherwise;

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:

- i. Company's contribution to Provident Fund and Superannuation Fund Schemes;
- ii. Payment of Gratuity and other retrial benefits as per policies/ rules of the Company;
- iii. Encashment of leave as per policy of the Company;

D) Other Terms and Conditions:

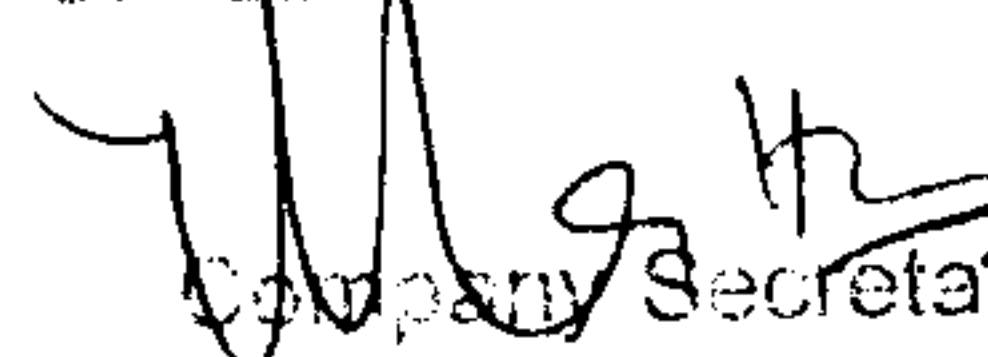
Minimum Remuneration:

Notwithstanding anything herein contained, in case of no profits or inadequate profits in any financial year, the payment of salary, perquisites and other allowances shall be as aforesaid subject to the limits/ approvals as prescribed under Section II of Part II of Schedule XIII to the Act or any other statutory modifications therein, substitutions or re-enactment thereof and shall be adjusted accordingly.

Others:

- a) The Company shall reimburse traveling, entertainment and other business promotion expenses actually incurred for the business of the Company.
- b) For the purpose of Gratuity and other benefits, the services of Mr. Madhur Daga will be considered continuous service with the Company from the date he joined the services of this Company in any capacity including renewal of his agreement with the Company as Whole Time Director or in any other capacity as may be decided by the Board of Directors from time to time.

Certified True Copy
for **ADHENT BELL LIMITED**


Company Secretary & Head of HR

RESOLVED FURTHER that the Board of Directors/ Remuneration Committee be and is hereby authorised to grant increments and other perquisites so as not to exceed the maximum limit for payment of remuneration specified in Schedule XIII to the Companies Act 1956 or any amendments thereto and / or alter and vary the terms and conditions of his appointment and / or change his designation as may be agreed to between the Board of Directors/ Remuneration Committee and Mr. Madhur Daga.”

Mr. N. R. Srinivasan then asked among the shareholders to propose and to second the aforesaid resolution. The resolution was-

Proposed by : Mr. Pawan Daga
Seconded by : Mr. Sandeep Jhanwar

There being no dissent, resolution was adopted unanimously.

At this juncture, Mr. N. R. Srinivasan vacated the Chair and with the permission of Members Sh. Mahendra K. Daga again took the chair.

Vote of thanks

There being no other business to transact the meeting was concluded with a vote of thanks by the Chairman to the members of the Company.

Place: New Delhi
Date: 23rd October, 2013

Sd/-
CHAIRMAN

Certified True Copy
For **ORIENT BELL LIMITED**


Company Secretary & Head-Legal