

OBL: HO: SEC:00:

New Delhi : 16.08.2017

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Stock Code - 530365

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051
Stock Code: **ORIENTBELL**

Sub: Notice of Book Closure & 40th Annual General Meeting along with detail of Remote E-voting.

Dear Sir,

This is to inform that the 40th Annual General Meeting of the members of the Company is scheduled to be held on Friday, the 22nd day of September, 2017 at 11.30 a.m. at the Registered Office of the company at 8, Industrial Area, Sikandrabad – 203205, Distt. Bulandshahr (U.P.).

The notice containing the businesses to be transacted at the meeting is attached.


Further pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the company will remain closed from Friday, the 15th September, 2017 to Friday, the 22nd September, 2017 (both days inclusive) for the purpose of 40th Annual General Meeting and payment of dividend on equity shares of the Company, to those members whose names appear in the register of members of the company as on 14th September 2017 and in respect of shares held in dematerialised form, to those beneficial owners whose particulars will be furnished by the depositories as on that date for the said purpose.

Further, in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained services of National Securities Depository Ltd., for providing the Remote E-voting facility to its members. The members holding shares of the Company as on 15th September, 2017 ("cut-off") shall be given a facility to cast their vote electronically through Remote E-voting on the business items to be transacted at 40th Annual General Meeting. The detail of the same is as under:

<u>Particular</u>	<u>Date</u>
The cut-off date	: 15 th September, 2017
Commencement of Remote E-voting	: from 09.00 a.m.(IST) on 19 th September, 2017
End of Remote E-voting	: upto 05.00 p.m.(IST) on 21 st September, 2017

Kindly acknowledge the receipt.

Yours faithfully,
for Orient Bell Limited



Yogesh Mendiratta
Company Secretary & Head-Legal
Encl: as above



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 28521273
REGD. OFFICE : 8 Industrial Area, Sikandrabad – 203 205 (U.P.) India. Tel.: +91 5735 222 203 / 222 / 424, +91 81910 04575 / 76, Fax: +91 5735 222 642

E-mail: customercare@orientbell.com, Website: www.orientbell.com

CIN: L14101UP1977PLC021546

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the members of Orient Bell Limited will be held on Friday, the 22nd day of September, 2017 at 11:30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the reports of Board of Directors and Statutory Auditors thereon.
2. To appoint a director in place of Mr. K.M. Pai (DIN: 01171860), who retires by rotation and being eligible offers himself for re-appointment.
3. To declare dividend on equity shares.
4. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, B.R. Gupta & Co., Chartered Accountants (Firm Registration No. 008352N), be and is hereby appointed as Auditors of the Company in place of the retiring auditors S.R. Dinodia & Co. LLP, Chartered Accountants (Firm Registration No. 001478N/N500005), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Forty Fifth (45th) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Audit Committee / Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. **To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:**

“RESOLVED THAT in partial modification of the Special Resolution passed by the members of the Company in 39th Annual General Meeting held on 14.09.2016 regarding the appointment and remuneration payable to Mr. Madhur Daga, Whole Time Director (designated as Joint Managing Director) of the Company for a period from 01st October, 2016 to 31st March, 2019 and pursuant to the provisions of Section 152,196, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereafter called the 'Act'), if any and rules made there under and any amendments thereto or statutory modifications or re-enactment thereof, Articles of Association of the Company, special resolution passed in the 39th AGM dated 14.09.2016, recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors and subject to the approval of 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 to modify the said Resolution to change the category/ designation of Mr. Madhur Daga (DIN: 00062149) from Whole Time Director (designated as Joint Managing Director) to Managing Director (designated as Managing Director) of the Company with effect from 22nd May, 2017.

RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration of Mr. Madhur Daga as passed by the shareholders at 39th AGM dated 14.09.2016 of the Company will remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be considered necessary to give effect to the above resolution.”

6. **To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:**

“RESOLVED that pursuant to the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereafter called the 'Act'), if any and rules made there under and any amendments thereto or statutory modifications or re-enactment thereof, Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and approval of the Board of Directors 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. Mahendra K. Daga (DIN: 00062503) as Chairman and Managing Director of the Company for a further period from 1st April, 2018 to 31st March 2021, liable to retire by rotation, on the remuneration and terms and conditions as set out below:-

- A) Salary: Up to Rs. 11,50,000/- per month;
- B) Rent free furnished / unfurnished residential accommodation or HRA of maximum of 50% of salary or such other suitable amount as may be decided by the Board of Directors.
- C) Commission: On net profits of the Company computed in accordance with relevant provisions of the Act, to be determined by the Nomination & Remuneration Committee / Board of Directors from time to time;
- D) In addition to the above, Mr. Mahendra K. Daga shall be entitled, as per rules of the Company, to the following perquisites not exceeding Rs. 2 Lakhs per month or Rs. 24 Lakhs p.a. with an authority to the Board of Directors to grant, alter or vary from time to time, the amount and type of perquisites payable to him:
 - i. The expenditure pertaining to gas, electricity,

water and other utilities will be borne / reimbursed by the Company;

- ii. Such furniture and furnishings as may be required by Mr. Mahendra K. Daga;
- iii. 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 include travel to and fro and for the stay in the foreign country, with an attendant, shall be borne by the Company;
- iv. Leave Travel Concession for self and family once in a year;
- v. Reimbursement of membership fee/ Subscription to clubs, subject to a maximum of two clubs, in India and/or abroad including admission and life membership fee;
- vi. Personal accident insurance premium;
- vii. Company maintained car with driver, telephones, computers, printers, internet and all other communication instruments/ devices/ services at residence. Use of telephones, computers, printers, internet and all other communication instruments/ devices/ services 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;
- viii. Mr. Mahendra K. Daga shall be entitled to such other benefits or amounts as may be approved by the Board and permissible under Schedule V to the Companies Act, 2013 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, Superannuation Fund, Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Payment of Gratuity and other retiral benefits as per policies/ rules of the Company;
- iii. Encashment of leave as per policy of the Company;

The above perquisites shall be valued as per Income Tax Rules, 1962.

E) Other Terms and Conditions:

Minimum Remuneration:

Notwithstanding anything contained herein, in case of no profits or inadequate profits in any financial year in terms of section 197 and 198 of the Act, the payment of remuneration shall be made to Mr. Mahendra K. Daga in terms of and within the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or

re-enactment thereof, as applicable (hereinafter called Schedule V). The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. Mahendra K. Daga after obtaining necessary statutory approval(s) including approval of the Central Government as referred to in the Act.

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. Mahendra K. 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 Chairman & Managing Director or in any other capacity as may be decided by the Board of Directors from time to time.
- c) Mr. Mahendra K. Daga shall not be paid sitting fee for attending meetings of the Board or Committee(s).
- d) Subject to the provisions of the Companies Act, 2013, Mr. Mahendra K. Daga shall while he continues to hold office as Chairman & Managing Director, be subject to retirement by rotation. However, the Chairman & Managing Director re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Chairman & Managing Director and such re-appointment as such director shall not be deemed to constitute a break in his appointment / service as Chairman and Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorised to approve annually or otherwise increment of the above remuneration (within the overall maximum limits whether or not it result into any change in any of the heads as aforesaid) subject to their conformity with the Act and if required with any statutory approvals including the approval of Central Government to grant remuneration in excess of the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby further authorised to alter and vary the terms and conditions of the appointment of Mr. Mahendra K. Daga and/ or change his designation in such manner and to such extent as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Mahendra K. Daga in terms of the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be considered necessary to give effect to the above resolution."

By order of the Board
For Orient Bell Limited

Place : New Delhi
Dated : 22nd May, 2017

Yogesh Mendiratta
Company Secretary & Head- Legal

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF /HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE APPOINTMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, IN THE FORM ENCLOSED HERETO, DULY FILLED AND AUTHENTICATED. IT IS ADVISABLE THAT THE PROXY HOLDER'S SIGNATURE MAY ALSO BE FURNISHED IN THE PROXY FORM, FOR IDENTIFICATION PURPOSES.

A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- ii. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- iii. In case of joint holders attending the meeting, only the first holder will be entitled to vote.
- iv. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of special business is annexed hereto.
- v. The register of members and share transfer books will remain closed from 15th September, 2017 to 22nd September, 2017 (both days inclusive) for the purpose of determining the names of members eligible for dividend on equity shares, if declared by the members at the Meeting.
- vi. The dividend, if declared, will be paid to those members whose name appear on the register of members of the Company after giving effect to all valid transfers in physical form lodged with the Company on or before 14th September, 2017; in respect of shares held in electronic form, the dividend will be paid to members whose names appear as beneficial owners as at the end of business hours on 14th September, 2017 as per the list to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories").
- vii. Members holding shares in physical form who have not yet provided their Bank details are requested to provide their Bank Account Number, name and address of the Bank, folio number, so that the same can be printed on dividend instrument, to avoid the incidence of fraudulent encashment of the instrument. In respect of members who are holding shares in electronic form, their bank particulars registered against their respective depository accounts, will

be used by the Company for payment of dividend. Any change in bank particulars, will therefore be intimated to Depository Participants.

- viii. The shares of the Company are traded in DEMAT segment only. Members who still hold the shares of Company in physical form are advised to contact their Depository Participant for dematerialization of their holdings in their own interest. The ISIN No. allotted to Company is INE607D01018.
- ix. The Annual Report 2016-17 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.oblcorp.com and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
- x. Members holding equity shares in physical form are requested to notify any change in address, bank mandate or e-mail ID to the Company's Registrar i.e. MCS Share Transfer Agent Ltd. at F-65, Okhla Industrial Area, Phase-I, New Delhi 110020 or at Company's Corporate Office at IRIS House, 16, Business Centre, Nangal Raya, New Delhi-110 046. Members holding equity shares in electronic form are requested to notify any change in address, bank mandate or e-mail ID to their Depository Participants (DPs).
- xi. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Sundays and Holidays during business hours up to the date of Annual General Meeting.
- xii. Pursuant to section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividend for the Financial Years up to 2008-09, to the Investor Education and Protection Fund of the Central Government ("the Fund") as per the relevant provisions of the Companies Act, 2013. The unpaid dividend for the Financial Year 2009-10 will become due for transfer to the Fund, on the 07th October, 2017.

Pursuant to section 124(6) of the Companies Act, 2013 and Rules made thereunder, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years, are liable to be transferred to the said Fund. Members who have not yet encashed the dividend warrants for any of the Financial Years from 2009-10 to 2015-16 are therefore once again requested to make their claims immediately to the Company or the Company's Registrar & Share Transfer Agents for issuance of duplicate / revalidated dividend warrants. The list of unclaimed dividend for the Financial Years 2009-10 to 2015-16 and the list of members whose shares are liable to be transferred to the said Fund are available on the Company's website www.oblcorp.com.

- xiii. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH.13 either to the Company or its Registrar and Share Transfer

Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.

- xiv. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have in physical mode are requested to provide their PAN details to the company or its registrar.
- xv. Members (Transferees) who wish to get the shares held by them in physical form transferred in their name are advised to send copy of their PAN card along with the request for share transfer.
- xvi. The Annual Report for the FY 2016-17 has been sent electronically to those members whose e-mail IDs are registered with the Company/ Depositories Participant(s) for communication purpose unless any such member has requested for a hard copy of the same. For members who have not registered their email address with Company/ Depository Participant(s), physical copies of the Annual Report for FY 2016-17 is being sent through permitted mode and the same is also placed on the website of the company viz. www.oblcorp.com.
- xvii. Members who have not registered their e-mail addresses with Company/ Depository Participant(s) so far are requested to register their e-mail address with the Company/ Depository Participant(s).
- xviii. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / MCS Share Transfer Agent Limited (R&TA), for consolidation into a single folio.
- xix. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or MCS Share Transfer Agent Limited (R&TA) for assistance in this regard.
- xx. In compliance with the provisions of section 108 of the Act and Rules framed there under, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- xxi. "Electronic voting system" means a secured system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cyber security.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

The facility for voting, through ballot/polling paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The instructions for remote e-voting are as under:

- A. In case an e-mail from NSDL is received (for Members whose e-mail addresses are registered with the Company/Depositories),
 - a) Open e-mail and also open PDF file namely "Orient evoting.pdf" with Client ID or Folio No. as password. The said PDF file contains user ID and password for e-voting. The password is an initial password.
 - b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
 - c) Click on Shareholder – Login.
 - d) Type User ID and password as initial password/PIN noted in step (a) above. Click Login.
 - e) Password Change Menu will appear on screen. Change the password / PIN with a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.
 - f) Home page of remote e-voting opens. Click on remote e-voting> Active Voting Cycles.
 - g) Select "EVEN" (Remote E-Voting Event Number) of Orient Bell Limited.
 - h) Now you are ready for remote e-voting as cast vote page opens.
 - i) Cast your vote by selecting appropriate option and click on "Submit" button and also "Confirm" when prompted.
 - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k) Once the vote on the resolution is cast, you shall not be allowed to change it subsequently.
 - l) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agc.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - m) In case of any queries, the member may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- EVEN (Remote e-Voting Event Number), user ID and password are provided in the enclosed Remote e-voting instruction sheet.
 - Follow all steps from Sl. No. A (b) to (m) above in order to cast your vote.
- C. Other Instructions:
- If you are already registered with NSDL for e-voting then you can use your existing User ID and password/PIN for casting your vote.
NOTE : Shareholders who forgot the User Details/password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in DEMAT mode, USER-ID is the combination of (DPID+Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.).
 - The "cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as 15th September, 2017. The e-voting period commences on 19th September, 2017 at 9:00 a.m. and ends on 21st September, 2017 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., 15th September, 2017, shall be entitled to avail the facility of remote e-voting.
 - The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. 15th September, 2017.
 - Members who have already exercised their voting through Remote e-voting can attend the Annual General Meeting but cannot vote again.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 15th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free no.: 1800-222-990.
 - Ms. Ashu Gupta, Company Secretary in whole time practice (Membership No. FCS 4123; COP No. 6646), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.oblcorp.com and the website of NSDL.
 - The results on resolutions so declared at or after the Annual General Meeting of the Company will be deemed to have been passed on the Annual General Meeting date subject to receipt of the requisite number of votes cast in favour of the Resolutions.
- xxii. Members are requested to send their queries, if any, to the Company Secretary at Corporate Office at least 10 days before the date of the Annual General Meeting.
- xxiii. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the Annual Report for attending the meeting.
- xxiv. The route map of the venue of the meeting is given in the notice. The prominent landmark for the venue is near to over bridge in Sikandrabad industrial area and about 1 K.M. from Sikandrabad toll collection centre on NH-91.
- xxv. E-mail Registration:
Members who have not registered their e-mail ID are requested to update the same with the Company, if held in physical form (or) to the Depository, if held in demat mode.
- xxvi. As usual, no gifts will be distributed at the meeting.

By order of the Board
For Orient Bell Limited

Place : New Delhi
Dated : 22nd May, 2017

Yogesh Mendiratta
Company Secretary & Head- Legal

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Madhur Daga, Joint Managing Director of the Company has, with his dedicated and timeless efforts brought several significant changes in the Company's products in terms of innovations in designs and upgradation of technology. He spends most of his time leading OBL's product innovation team, special projects, brand building and interacting with key customers and stakeholders. Mr. Daga leads OBL's projects for awareness of its products and brand online, through CSR initiatives and media coverage as well. Overall, he is a driving force behind the continual growth of the organization. Mr. Daga was appointed as Executive Director in the year 1993 and re-designated as Joint Managing Director of the Company in the year 2013. He is vested with the powers and rights for overall management of the Company and has a role of managing the affairs of the Company similar to those as vested with the Managing Director of the Company and which he exercises in the day to day affairs and functioning of the Company. Considering the overall rights and powers of Mr. Madhur Daga to manage the affairs of the Company, it is justified to change the category of Mr. Madhur Daga from Whole time Director (designated as Joint Managing Director) to Managing Director (designated as Managing Director) of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Madhur Daga and Mr. Mahendra K. Daga (father of Mr. Madhur Daga) is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of the Resolution at Item No. 5 as **Special Resolution**.

Item No. 6

Mr. Mahendra K. Daga was appointed as Chairman and Managing Director for a period from 01st December, 2015 to 31st March, 2018 vide Special Resolution passed at the AGM dated 30th September, 2015. The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 22nd May, 2017, subject to the approvals of Members, Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. Mahendra K. Daga as Chairman and Managing Director of the Company for a further period from 01st April, 2018 to 31st March, 2021 and also the remuneration as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Section 196 of the Companies Act, 2013, inter-alia, provides that no company shall appoint or continue the employment of any person as managing director, who has attained the age of 70 years, unless his appointment is approved by a special resolution. Mr Mahendra K. Daga, aged about 78 years, has decades of experience in erecting, commissioning and successfully managing various multi location tile plants, and is acclaimed as an authority in this field. He takes an active part in overall functional areas of the Company. Under the overall supervision of the Board of Directors, he has been instrumental in taking the company from strength to strength. Mr. Mahendra K. Daga is at

the helm of affairs of the Company as Chairman and Managing Director. Under his valuable guidance and leadership since 1993 when Mr. Daga became the Managing Director, the Company turned into a profitable venture and became a regular dividend paying company. After the acquisition and amalgamation of Bell Ceramics Limited the role and responsibility of Mr. Daga has become three fold as the Company now owns three plants at three different locations at Sikandrabad (U.P.), Hoskote (Karnataka) and Dora (Gujarat). It is therefore in the interest of the Company and justified that Mr. Mahendra K. Daga should be re-appointed as Chairman & Managing Director of the Company.

Subject to the provisions contained under sections 152, 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, member's approval by way of Special Resolution is required for the appointment and payment of remuneration to Mr. Mahendra K. Daga as stated in the Special Resolution at item no. 6 of the accompanying notice.

None of the Directors except Mr. Mahendra K. Daga and Mr. Madhur Daga (who is son of Mr. Mahendra K. Daga) are concerned or interested in the resolution.

In terms of Section 190 of the Companies Act, 2013, this may be construed as a memorandum setting out the terms of appointment of Mr. Mahendra K. Daga and shall be open for inspection of the members of the Company at its Registered Office between 10.00 am to 12.00 noon on all working days except Saturday, Sunday and public holidays.

The following disclosures are being made in this Explanatory Statement in compliance with Section II in part II of Schedule V to the Companies Act, 2013:

I. General Information:

1. The Company is engaged in the business of manufacture and trading of Ceramic Tiles. The manufacturing facilities of the Company are situated at Sikandrabad (Uttar Pradesh), Dora (Gujarat) and Hoskote (Karnataka). The aggregate production capacity of the company is 24 Million sq. meter.
2. The Company commenced commercial production w.e.f. 7th October 1977.
3. The Company is an existing entity and has already commenced Commercial Production.
4. Financial performance of the Company for the Financial year 2016-17 is as follows :

(₹ in Lakhs)

Particulars	2016-17	2015-16
Net Sales & Other Income	65,674	70,437
Profit Before Tax	2,445	1,297
Profit After Tax	1,104	644
Paid up Equity Capital	1,419	1,400
Reserves & Surplus	12,414	17,388
Basic / Diluted Earning Per Share (₹)	7.84	4.43

5. The company has no foreign investments or collaborations.

II. Information about the appointee:

1. Mr. Mahendra K. Daga, B.A. aged about 78 yrs. has over 49 years of successful experience. His name is synonymous with the tiles industry. Under the overall supervision of the Board of Directors, he has been instrumental in taking the Company from strength to strength to its present position.
2. The total remuneration of Mr. Mahendra K. Daga for the Financial Year 2016-17 was Rs. 1,86,86,896/-.
3. Mr. Daga is the Founder member of the Indian Council of Ceramic Tiles & Sanitary ware (ICCTAS), the apex body in India representing the Ceramic Industry. His expertise in the field had won him the prestigious Fellowship by the British Ceramic Institute. He has also represented India as one of the eight speakers from all over the world at the "International Meeting on Ceramic Industry" organized by Associazione Costruttori Italiani Macchine Attrezzature per Ceramica, at Modena, Italy in the year 2000. Mr. Mahendra K. Daga, an environmentalist, makes all possible efforts to conserve the precious nature. He was awarded by the Chief Minister of Delhi for maintaining the best rainwater harvesting system in Delhi in the year 2009.
4. Mr. Daga is most suitable for the position of Chairman & Managing Director of the Company as since December 1993, under his leadership, the Company has achieved significant growth in a very short span and has carved a niche for itself in the industry.
5. The detail of proposed remuneration is as per special resolution at item no. 6.
6. The remuneration proposed to be paid to Mr. Daga is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.
7. Besides his remuneration, Mr. Daga had pecuniary relationship with the Company as mentioned in note no. 27- Related Party Disclosures. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company, except with Mr. Madhur Daga, Managing Director, who is his son.

III. Other Information:

1. At present, the performance of the Company is satisfactory as compared to the industry norms. However, in the event of any unforeseen circumstances and conditions beyond its control, the profitability of the Company may be affected.

2. The company aims to achieve more and more sale target with a good profit margin. The Company is doing efforts to accomplish the vision and in this direction is constantly working on its brand building and product display for tiles. The Company has opened Company Owned Company Operated Boutiques as well as Franchise Boutiques at very conspicuous locations across the Country. The Company has increased engagements with architects, channel partners and tile experts manifold. The social media campaigns are seeing success in the online space. These campaigns will continue with full force during times to come. The Company has also appointed Print media and Advertising agency which will support brand promotion of the Company and is believed to add value in customer pull and strengthen our brand. The Company thrust on augmenting more and more high value customers and increase sale of High Value Products.
3. It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability will continue to be above industry average.

IV. Disclosures:

1. The shareholders are being informed of the remuneration package by way of special resolution.
2. The details of remuneration etc. of other Directors are included in the Board's Report and Corporate Governance Report and forming part of the Annual Report of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Mahendra K. Daga and Mr. Madhur Daga (son of Mr. Mahendra K. Daga) is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of the Resolution at Item No. 6 as **Special Resolution**.

By order of the Board
For Orient Bell Limited

Place : New Delhi
Dated : 22nd May, 2017

Yogesh Mendiratta
Company Secretary & Head- Legal

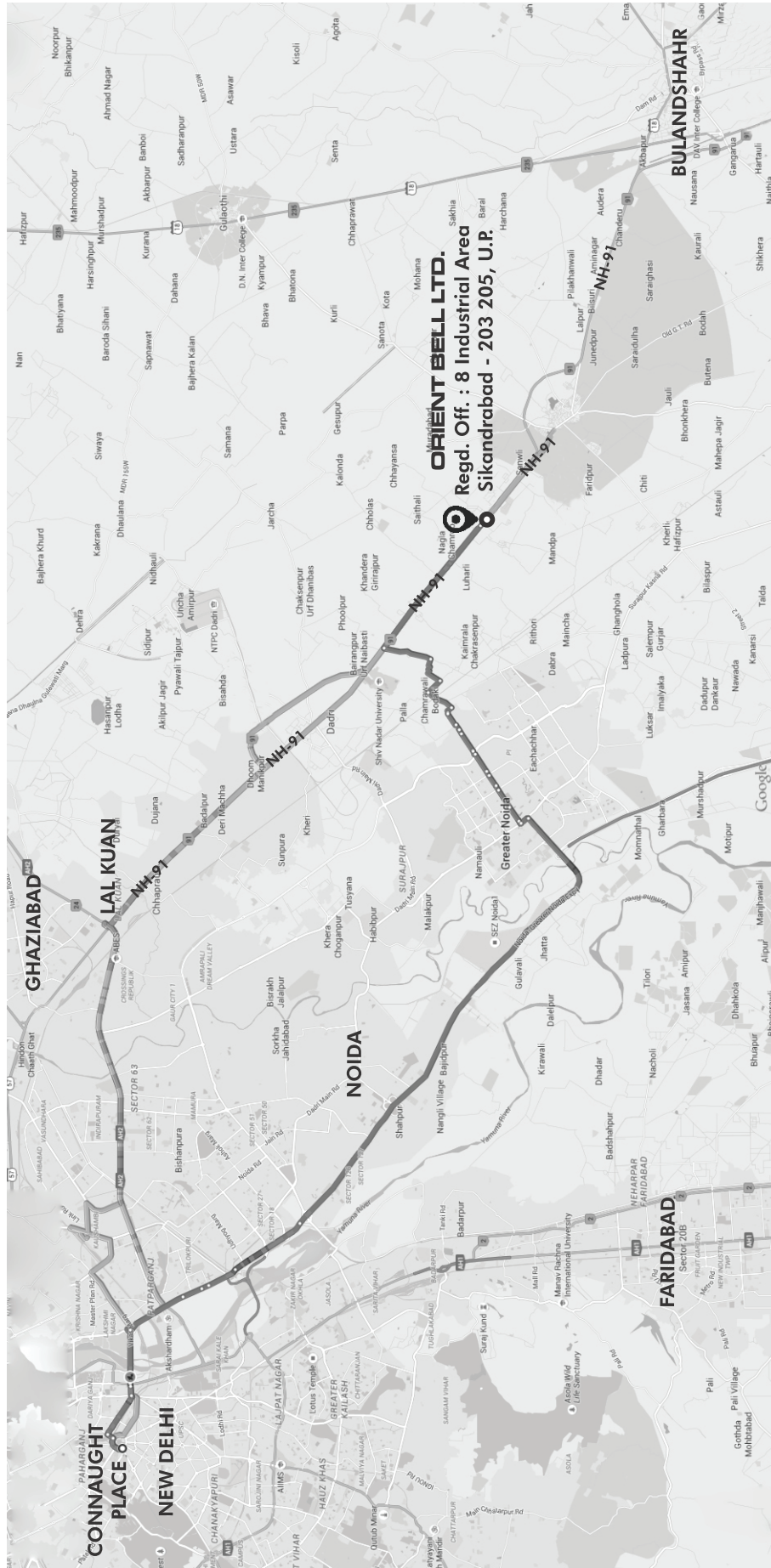
INFORMATION REQUIRED TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Director seeking appointment / re-appointment in the forthcoming Annual General Meeting is as follows:

Name of Director	Mr. Mahendra K. Daga	Mr. K.M. Pai
DIN	00062503	01171860
Date of Birth	27.10.1938	25.08.1952
Date of Appointment	09.12.1993	02.04.2012*
No. of Shares held	28,98,716	15,000
Expertise in Specific Functional area	Industrialist with vast business experience.	Finance, Costing, Managing General Commercial Operations of a Company.
Qualification	B.A.	MBA Finance from IIM, Bengaluru, ACMA, ACS.
No. of board meetings attended during FY 2016-17.	4	4
List of Companies in which outside Directorship held as on 31.03.2017	1. Freesia Investment & Trading Co. Ltd. 2. Good Team Investment & Trading Co. Pvt. Ltd. 3. Indian Council of Ceramic Tiles and Sanitarywares	VST Tillers Tractors Ltd.
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director	Freesia Investment & Trading Co. Ltd. Member : 1. Audit Committee 2. Nomination & Remuneration Committee	VST Tillers Tractors Ltd. Chairman : Stakeholders Relationship & Grievance Committee Member : 1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee

*Mr. K.M. Pai was appointed as Non Executive Non Independent Director on 02.04.2012 since 24.04.2014 he is holding position of Whole Time Director (designated as Executive Director & CFO) of Orient Bell Limited.

Route Map to the venue of the AGM



ORIENT BELL LIMITED

Registered Office: 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)
Corporate Office: Iris House, 16 Business Centre, Nangal Raya, New Delhi-110 046
CIN: L14101UP1977PLC021546 Tel.: 011-47119100 Fax: 011-28521273
Email: customercare@orientbell.com Website: www.oblcorp.com

ATTENDANCE SLIP

(To be presented at the entrance)

40TH ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 22, 2017 AT 11.30 A.M.
at 8, Industrial Area, Sikandrabad – 203 205, Distt. Bulandshahr (U.P.)

Folio No. / Client ID DP ID No. of shares.....

Name of the Member..... Signature.....

Name of the Proxyholder..... Signature.....

- 1. Only Member/Proxyholder can attend the meeting.
- 2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the meeting.
- 3. No gifts will be distributed at the meeting.



ORIENT BELL LIMITED

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FORM NO. : MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID: DP ID :

I / We, being the member(s) of Shares of Orient Bell Limited, hereby appoint:

1. Name.....E-mail Id:.....

Address:

.....Signature:.....

or failing him

2. Name.....E-mail Id:.....

Address:

.....Signature:.....

or failing him

3. Name.....E-mail Id:.....

Address:

.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company to be held on Friday, September 22, 2017 at 11.30 a.m. at its Registered Office at 8, Industrial Area, Sikandrabad – 203 205, Distt. Bulandshahr (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the reports of Board of Directors and Statutory Auditors thereon.
- 2. Approval for reappointment of Mr. K.M. Pai (DIN : 01171860) as Director retiring by rotation.
- 3. Declaration of dividend on equity shares.
- 4. Approval of appointment of M/s. B.R. Gupta & Co. Chartered Accountants as Statutory Auditors in place of M/s. S.R. Dinodia & Co., LLP from the conclusion of this AGM till the conclusion of AGM to be held in the year 2022.
- 5. Approval for modification to the terms of appointment (change in designation) of Mr. Madhur Daga (DIN : 00062149).
- 6. Approval for reappointment & remuneration of Mr. Mahendra K. Daga (DIN : 00062503) as Chairman and Managing Director of the Company for a further period from 1st April, 2018 to 31st March, 2021, liable to retire by rotation.

Signed on this day of 2017

Signature of Member..... Signature of Proxy holder(s).....



NOTES: 1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. Those members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy form.

