

OBL:HO:SEC:00:

New Delhi : 27.05.2022

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

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

Stock Code - 530365

Stock Code: **ORIENTBELL**

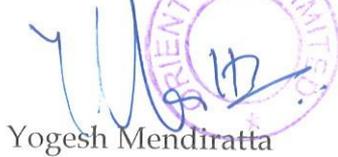
Sub: Compliance under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Secretarial Compliance Report dated May 27, 2022 for the financial year ended on March 31, 2022 issued by M/s Ashu Gupta & Co., Company Secretaries, New Delhi.

This is for your kind information and record please.

Yours faithfully,
For Orient Bell Ltd.



Yogesh Mendiratta
Company Secretary & Head-Legal

Encl: As Above.

Orient Bell Limited



Secretarial Compliance Report of ORIENT BELL LIMITED For the year ended 31.03.2022

(Pursuant to Regulation 24A of SEBI (Listing Obligations
and Disclosure Requirements) Regulations, 2015)

We, Ashu Gupta & Co., Practicing Company Secretaries, New Delhi have examined:

- (a) all the documents and records made available to us and explanation provided by Orient Bell Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity(www.orientbell.com),
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2022("review period"), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the review period)



- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 29 (1) & 29(2) of SEBI (LODR), Regulations 2015 require that Prior intimation about the date of meeting of Board of Directors to consider specified Proposals shall be given at least two working days in advance, excluding the date of the intimation and date of the meeting.	The Prior intimation to Stock Exchanges about the date of meeting of Board of Directors to consider the recommendation of dividend at a Board Meeting was sent to Stock Exchanges one working day in advance i. e. on 12 th May, 2021 for Board Meeting dated 13 th May, 2021.	Delay in reporting the date of meeting of Board of Directors to consider recommendation of dividend under Regulation 29 of the SEBI (LODR) Regulations, 2015. For the said delay in the reporting the Company had made written submissions to BSE & NSE vide letters dated 16.06.2021 requesting to condone the delay.



- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation Under the SEBI (LODR) Regulations, 2015	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	NSE & BSE	The Prior intimation of meeting of Board of Directors to consider recommendation of dividend to NSE & BSE was sent with a delay as stipulated under Regulation 29(2) of the SEBI (LODR) Regulations, 2015	NSE and BSE imposed a fine of Rs. 10,000/- each on the company.	Delay in reporting the date of meeting of board of directors to consider recommendation of dividend under Regulation 29 of the SEBI (LODR) Regulations, 2015. The Company had made written submissions to BSE & NSE vide letters dated 16.06.2021 requesting to condone the delay.

- d. The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	During the FY 2020-21 the Company had submitted the requisite disclosures in time except the one required to be disclosed in March 2021 under Regulation 7(2) (b) of SEBI Prohibition of Insider Trading), Regulations 2015.		The Company submitted clarification/response to NSE along with requisite disclosure under Regulations 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 on 07.06.2021.	-NIL-

- e. The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: New Delhi
Date: 27.05.2022

UDIN: F004123D000406437

For Ashu Gupta & Co.
Company Secretaries


Ashu Gupta
(Prop.)
FCS No.: 4123
CP No.: 6646

