

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of Orient Bell Limited will be held on Wednesday, the 14<sup>th</sup> day of September, 2016 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 Balance Sheet as at 31<sup>st</sup> March 2016, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of Directors' and Statutory Auditors' thereon.
2. To appoint a director in place of Mr. Madhur Daga (DIN: 00062149), who retires by rotation and being eligible has offered himself for re-appointment.
3. To declare dividend on equity shares.
4. To appoint M/s S.R. Dinodia & Co. LLP, Chartered Accountants (firm registration no. 01478N/N500005) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to authorize Board of Directors to fix their remuneration based on the recommendation of the Audit committee.

## 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 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 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 for the re-appointment of Mr. Madhur Daga (DIN: 00062149) as Whole Time Director (designated as Joint Managing Director) of the Company for a further period from 1st October 2016 to 31st March 2019, liable to retire by rotation, 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 term 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 V to the Act or any statutory amendment, modification, re-enactment thereof:-

- A. Salary: ₹ 6,00,000/- (Rupees Six Lakhs) 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 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;

- D. In addition to the above, Mr. Madhur Daga shall be entitled, as per rules of the Company, to the following perquisites (not exceeding Rs. 1.50 Lakhs p.m. during 01.10.2016 to 31.03.2017 and Rs. 18 Lakhs p.a. thereafter till 31.03.2019) 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. 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. Madhur 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 in addition to the aforesaid remuneration;
  - iv. Leave Travel Concession for self and family;
  - v. Reimbursement of membership fee/ Subscription to clubs, in India and/or abroad including admission and life membership fee. Use of Corporate credit card facility;
  - vi. Personal accident insurance premium;
  - vii. Employer's contribution to National Pension Scheme (NPS);
  - viii. 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;
  - ix. Mr. Madhur 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. Madhur 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. Madhur 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 travelling, 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 Director or in any other capacity as may be decided by the Board of Directors from time to time.
- c) Mr. Madhur 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. Madhur Daga shall while he continues to hold office as Whole Time Director (designated as Joint Managing Director), be subject to retirement by rotation. However, Mr. Madhur Daga re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Whole time Director (designated as Joint Managing Director) and such re-appointment as such Director shall not be deemed to constitute a break in his appointment / service as Whole time Director (designated as Joint 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) 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 also hereby authorised to alter and vary the terms and conditions of the appointment of Mr. Madhur Daga and / or change his designation as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Madhur 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."

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 Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereafter called the 'Act') and rules made there under and any amendments thereto or statutory modifications or re-enactment thereof, Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors and subject to the approval Central Government, if necessary and such other approvals, permissions and sanctions as may be required in this regard, consent of the company is hereby accorded for re-appointment of Mr. K.M. Pai (DIN:01171860) as Whole Time Director (designated as Executive Director & Chief Financial Officer) of the Company in the category of Key Managerial Personnel, liable to retire by rotation, for a period from 1st April 2017 to 31st March, 2020, on the remuneration and terms and conditions as set out below:

- a) **Basic Salary:**  
Rs. 3,75,000/- (Rupees Three lakhs seventy five thousand only) per month.
- b) **House Rent Allowance (HRA):**  
Up to Rs. 1,50,000/- (Rupees One lakh fifty thousand only) per month.
- c) **Transport Allowance:**  
Rs. 5,000/- (Rupees Five thousand only) per month.
- d) **Special Allowance:**  
Rs. 1,72,500/- (Rupees One lakh seventy two thousand five hundred only) per month.
- e) **Leave Travel Allowance:**  
Rs. 5,00,000/- (Rupees Five lakhs only) annually, Mr. Pai can avail it according to the Company policy and procedures.
- f) **Reimbursement of Medical Expenses:**  
Upto Rs. 15,000/- (Rupees Fifteen thousand only) annually, Mr. Pai can avail it quarterly after producing the Medical bills, according to the Company policy and procedures. In addition, the Company will reimburse Mr. Pai expenses for medical checks as stipulated by the Company.
- g) **Reimbursement of Books & Periodicals:**  
Rs. 5,000/- (Rupees Five thousand only) annually, Mr. Pai can avail it quarterly after producing the respective bills, according to the Company policy and procedures.
- h) **Commission/ Profit & Performance Linked Bonus:**  
Mr. Pai may also be paid remuneration by way of commission/ profit & performance linked Bonus (in addition to salary, house rent allowance, perquisites, reimbursements or other allowances) calculated with reference to the Net Profits of the Company for a particular financial year based on his performance appraisal and Company's performance and on

recommendation of Mr. Madhur Daga, Joint Managing Director and approved by Nomination & Remuneration Committee and Board of Directors, subject to the overall ceilings laid down under the provisions of Section 197 of the Companies Act, 2013.

**i) Perquisites and Other Entitlements:**

Mr. K. M. Pai will be entitled to the below mentioned perquisites and other entitlements for official purposes (subject to applicable Standard Operating Procedures (SOPs) of the Company):

- i) Car with chauffeur in Bengaluru with on-road value not exceeding ₹ 35 Lakhs;
- ii) iPad Tablet;
- iii) 1 Mobile Phone of value not to exceed Rs.50,000/-;
- iv) Reimbursement of call and data usage expenses for Mobile Phones and iPad;
- v) Bengaluru Club entrance fee, subscription fee with official expenses;
- vi) Official Transport & Lodging during his visits & stay in Delhi;
- vii) Air Travel for official purposes;
- viii) Leaves as per Company Policy;
- ix) Mediclaim, Group Personal Accident (GPA) Insurance and Group Term Insurance;
- x) Reimbursement of traveling, entertainment and other business promotion expenses actually incurred for the business of the Company.

Mr. K. M. Pai shall be entitled to such other benefits or amounts as may be permissible within the limits under Section 197 read with Schedule V of the Companies Act, 2013 subject to approval of Nomination & Remuneration Committee and Board of Directors, and Central Government, if required.

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 or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- II. Payment of Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- III. Encashment of leave at the end of the tenure.

For the purpose of Gratuity and other benefits, the services of Mr. K.M. Pai will be considered continuous service with the Company from the date he joined the services of this Company as Whole Time Director as may be decided by the Board of Directors from time to time.

Perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. The payment of remuneration including perquisites and allowances are subject to provisions under the laws applicable at that time.

**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 as aforesaid shall be made subject to any statutory approval(s) under the Act and/or 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. The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. K.M. Pai after obtaining necessary statutory approval(s) including approval of the Central Government as referred to in the Act.

Mr. K.M. Pai shall not be paid any fee for attending meeting(s) of the Board or Committee(s) thereof.

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 also hereby authorised to alter and vary the terms and conditions of the appointment of Mr. K.M. Pai and / or change his designation as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. K.M. Pai 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."

**7. 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 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R.N. Bansal (DIN: 00270908), Independent Director of the Company, whose first term of appointment shall expire on 29.09.2016, and who has submitted necessary declarations and consent under relevant provisions of the Act and Rules with regard to his re-appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for the period of 2 (two) years with effect from 30.09.2016 to 29.09.2018."

**8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution :**

"RESOLVED that pursuant to the provisions of section 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act")

and Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications or re-enactment for the time being in force, Nomination & Remuneration Policy, Policy on Board Diversity, Mr. Sameer Kamboj (DIN: 01033071), who was appointed as additional director (category-Independent Director) of the Company w.e.f. 27.07.2016 and who holds office up to the date of this Annual General Meeting and who has submitted necessary declarations under relevant provisions of the Act and Rules and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period up to 26.07.2021."

9. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution :**

"RESOLVED that pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by such member for delivery of such document to him, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company from such member at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Executive Director or Key Managerial Personnel of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

By order of the Board  
For Orient Bell Limited

Place : New Delhi  
Dated : 27<sup>th</sup> July, 2016

**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 businesses is annexed hereto.
- v. The register of members and share transfer books will remain closed from 08<sup>th</sup> September, 2016 to 14<sup>th</sup> September, 2016 (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 07<sup>th</sup> September, 2016; 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 07<sup>th</sup> September, 2016 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. 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 Share Transfer Agents 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).
- x. 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.
- xi. Pursuant to section 124 of the Companies Act, 2013 (Corresponding section 205A of the Companies Act, 1956) any money transferred to unpaid dividend, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred to the Investor Education and Protection Fund. Accordingly, the money will be transferred to the said fund as and when it becomes due and no claim relating to such amount shall lie against the Company or the said fund after such transfer.

The detail of unpaid dividend, which is due for transfer in the next seven years, is as follows:

Period	Date of Declaration	Due date for Transfer
2008-2009	25.09.2009	24.10.2016
2009-2010	31.08.2010	29.09.2017
2010-2011	02.09.2011	01.10.2018
2011-2012	28.09.2012	27.10.2019
2012-2013	27.09.2013	26.10.2020
2013-2014	30.09.2014	29.10.2021
2014-2015	30.09.2015	29.10.2022

Members who have not encashed their dividend cheque(s)/ warrant(s) pertaining to the aforesaid years may approach the Company's Corporate Office.

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

- xiii. 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 share transfer agent.
- xiv. 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.
- xv. The Annual Report for the FY 2015-16 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 2015-16 is being sent through permitted mode and the same is also placed on the website of the company viz. [www.oblcorp.com](http://www.oblcorp.com) and also on the websites of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- xvi. 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).
- xvii. 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, for consolidation into a single folio.
- xviii. 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.
- xix. "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 remote 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 letters, 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](mailto:agc.scrutinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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):
- a) EVEN (Remote e-Voting Event Number), user ID and password are provided in the enclosed Remote e-voting instruction sheet.

- b) Follow all steps from Sl. No. A (b) to (m) above in order to cast your vote.

C. Other Instructions:

- a) 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.
- b) The "cut-off date" for determining the eligibility for voting either through remote electronic voting system or ballot is fixed as 07<sup>th</sup> September, 2016. The remote e-voting period commences on 11<sup>th</sup> September, 2016 at 9:00 a.m. and ends on 13<sup>th</sup> September, 2016 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., 07<sup>th</sup> September, 2016, shall be entitled to avail the facility of remote e-voting.
- c) 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. 07<sup>th</sup> September, 2016.
- d) Members who have already exercised their voting through Remote e-voting can attend the Annual General Meeting but cannot vote again.
- e) 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. 07<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admin@mcsregistrars.com](mailto: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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll Free no.: 1800-222-990.
- f) 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.
- g) 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.

- h) 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](http://www.oblcorp.com) and the website of NSDL.
- i) 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.

- xx. 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.
- xxi. 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.
- xxii. 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 1 K.M. from Sikandrabad toll collection centre on NH-91.
- xxiii. As usual, no gifts will be distributed at the meeting.

By order of the Board  
For Orient Bell Limited

Place : New Delhi  
Dated : 27<sup>th</sup> July, 2016

**Yogesh Mendiratta**  
Company Secretary & Head- Legal

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

### Item No. 5

Mr. Madhur Daga was appointed as Joint Managing Director for a period of three years effective 01<sup>st</sup> October, 2013 and his tenure would end on 30<sup>th</sup> September, 2016. The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 23<sup>rd</sup> May, 2016, subject to the approvals of Members, Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. Madhur Daga as Joint Managing Director of the Company for a further period from 01<sup>st</sup> October 2016 to 31<sup>st</sup> March 2019 and also the remuneration as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Mr. Madhur Daga, BBA (University of Southern California, US), PG and degree holder in International Corporate Finance (University of New South Wales, Sydney, Australia), aged about 43 yrs. has over 20 years of rich experience. He had joined the Company as Executive Director in the year 1998 and since then with his dedicated and timeless efforts the Company has seen a sea change in the Company's products in terms of innovations and designs. He is a driving force behind the continual growth of the organization. Under his valuable guidance the takeover and merger of Bell Ceramics Limited was made possible and thus the Company has become one of the biggest in the tile industry in terms of production capacity. Although responsible for the overall management of the Company in his present role as Joint Managing Director, Mr. Daga spends most of his time leading the Company's Product Innovation Team & interacting with customers.

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 for an amount as stated in the Special Resolution at item no. 5 of the accompanying notice.

None of the Directors except Mr. Madhur Daga and Mr. Mahendra K. Daga (who is father of Mr. Madhur 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. Madhur Daga and shall be open for inspection of the members of the Company at its Registered Office between 11.00 am to 1.00 pm 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) with an aggregate production capacity of 28 Million sq. meters.

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 2015-16 is as follows :

(₹ in Lakhs)

Particulars	2015-16	2014-15
Net Sales & Other Income	70,437	69,609
Profit Before Tax	1,297	1,025
Profit After Tax	644	478
Paid up Equity Capital	1,400	1,382
Reserves & Surplus	17,388	16,750
Basic / Diluted Earning Per Share (₹)	4.43	3.50

5. The company has earned Nil (FOB value of Exports) foreign Exchange during the financial year 2015-16.

#### II. Information about the appointee:

1. Mr. Madhur Daga, BBA (University of Southern California, US), PG with a degree in International Corporate Finance (University of New South Wales, Sydney, Australia), aged about 43 yrs. has over 20 years of successful experience. 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. Madhur Daga for the Financial Year 2015-16 was ₹ 1,17,94,660/-.
3. Mr. Madhur Daga had joined the Company on 01.01.1998 as the Whole Time Director (designated as Executive Director) and since then Mr. Daga has been serving the Company. Mr. Madhur Daga was re-designated as Joint Managing Director w.e.f. 01.10.2013. Mr. Daga although responsible for the overall management of the company in his present role, spends most of his time leading the Company's Product Innovation Team & interacting with customers.
4. Mr. Madhur Daga's role in the Company as Joint Managing Director of the Company is most suitable considering his present role in the Company's day to day management. Under his valuable guidance and leadership, the Company has achieved significant growth in a considerable less span of time and has carved a niche for itself in the industry.
5. The detail of proposed remuneration is as per special resolution at item no. 5.
6. The remuneration proposed to be paid to Mr. Madhur Daga is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.
7. Mr. Madhur Daga is a Promoter - Director of the Company and falls under the category of Related Party as per the provisions of the Companies Act, 2013 and Accounting



Standards (AS-18) issued by ICAI. Mr. Madhur Daga is the son of Mr. Mahendra K. Daga, Managing Director of the Company. Mr. Madhur Daga has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company except Mr. Mahendra K. Daga who is his father.

### 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 sell more of bigger size and high value tiles and to reduce the cost of production substantially. The Company is also trying up additional manufacturing capacities in West Zone to cater to the demand of relevant market. With the integration of Brand 'Orient' and 'Bell' your Company own only one Brand i.e. 'Orient Bell'. 'Orient Tile Boutique' and 'Bell Tile Boutique' have been replaced with 'Orient Bell Tile Boutique'. The Company thrust on augmenting more and more high value customers and increase sale of High Value Products. To boost the sales, the Company is increasing spends on its branding and advertising and also to have more of Orient Bell Tile Boutiques this year.
3. It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and Profitability may improve and would be comparable with the industry average.

### IV. Disclosures:

1. The shareholders are being informed of the remuneration package by way of explanatory statement as given above.
2. The details of remuneration etc. of other Directors are included in the Corporate Governance Report and forming part of the Annual Report of the Company.

None of the Directors, Key Managerial Personnel of the Company or 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 a **Special Resolution**.

#### Item No. 6

Mr. K.M. Pai was appointed as Executive Director & CFO for a period from 24<sup>th</sup> April, 2014 to 31<sup>st</sup> March, 2017. The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 23<sup>rd</sup> May, 2016, subject to the approvals of Members, Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. K.M. Pai, as Executive Director & CFO of the Company for a further period of three years from 01<sup>st</sup> April 2017 to 31<sup>st</sup> March, 2020 and also the remuneration as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Mr. Pai is M.Sc. from IIT, Bombay, MBA (Finance) from IIM,

Bangalore, ACMA, ACS with around 41 years of rich experience across finance, costing, systems, operations, marketing and general management having worked at ABB, BHEL, Bajaj Tempo and Murudeshwar Ceramics.

It is proposed to re-appoint Mr. K. M. Pai as Whole Time Director (designated as Executive Director and Chief Financial Officer) of the Company for a period from 01.04.2017 to 31.03.2020, subject to the approval of Central Government, if necessary. The remuneration proposed to be paid to Mr. K. M. Pai is justified having regard to the responsibility entrusted on him and as Executive Director and Chief Financial Officer of the Company.

Subject to the provisions contained under sections 196 and 197 read with schedule V of the Companies Act, 2013, member's approval by way of Special Resolution is required for the appointment of Mr. K. M. Pai as Whole Time Director (designated as Executive Director and Chief Financial Officer) and payment of his remuneration for an amount as stated in the Special Resolution at item no. 6 of the accompanying notice.

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. K.M. Pai and shall be open for inspection of the members of the Company at its Registered Office between 11.00 am to 1.00 pm 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) with an aggregate production capacity of 28 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 2015-16 is as follows :

Particulars	₹ in Lakhs	
	2015-16	2014-15
Net Sales & Other Income	70,437	69,609
Profit Before Tax	1,297	1,025
Profit After Tax	644	478
Paid up Equity Capital	1,400	1,382
Reserves & Surplus	17,388	16,750
Basic / Diluted Earning Per Share (₹)	4.43	3.50

5. The company has earned Nil (FOB value of Exports) in foreign Exchange during the financial year 2015-16.

## II. Information about the appointee:

1. Mr. Pai is M.Sc. from IIT, Bombay, MBA (Finance) from IIM, Bangalore, ACMA, ACS with around 41 years of rich experience across finance, costing, systems, operations, marketing and general management having worked at ABB, BHEL, Bajaj Tempo and Murudeshwar Ceramics.
2. During FY 2015-16 Mr. K. M. Pai has received remuneration of ₹ 88.79 lakhs.
3. As an Executive Director and Chief Financial Officer of the Company Mr. K.M. Pai is responsible for day to day management of the affairs of the Company. His major area of operations includes Sales & Distribution of Products, New product development, Costing, Finance, Accounts, Materials, Supply chain, Business Development and Maintaining Systems. He is working under the superintendence, control and directions of the Board of Directors.
4. Based on his past rich experience in Ceramic Industry, Mr. K.M. Pai's appointment as Executive Director and Chief Financial Officer of the Company is most suitable considering his present role in the Company's day to day management. Under his valuable guidance and leadership duly assisted by Senior Executives, the Company foresees significant growth in its profitability and operations.
5. The detail of proposed remuneration is as per special resolution at item no. 6.
6. The remuneration proposed to be paid to Mr. K. M. Pai 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. K. M. Pai do not have any other pecuniary relationship with the Company. Mr. K.M. Pai has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.

## 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 sell more of bigger size and high value tiles and to reduce the cost of production substantially. The Company is also trying up additional manufacturing capacities in West Zone to cater to the demand of relevant market. With the integration of Brand 'Orient' and 'Bell' your Company own only one Brand i.e. 'Orient Bell'. 'Orient Tile Boutique' and 'Bell Tile Boutique' have been replaced with 'Orient Bell Tile Boutique'. The Company thrust on augmenting more and more high value customers and increase sale of High Value Products. To boost the sales, the Company is increasing spends on its branding and advertising and also to have more of Orient Bell Tile Boutiques this year.
3. It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

## IV. Disclosures:

1. The details of remuneration etc. of all the Directors are included in the Corporate Governance Report and forming part of the Annual Report of the Company.
2. The detail of fixed component and performance link incentives has been completely described in the special resolution.  
  
None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. K. M. Pai is in any way concerned or interested financially or otherwise in the special resolution.

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

### Item No. 7

Section 149 of the Companies Act, 2013 provides that subject to the provisions of Section 152, an independent director shall hold office for an initial term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. It further provides that no independent director shall hold office for more than two consecutive terms of up to five years each.

The members had in the Annual General Meeting held on 30.09.2014, pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Rules made there under, approved the appointment of Mr. R.N. Bansal as Independent Director of the Company for an initial term of two years from 30.09.2014 to 29.09.2016. Mr. Bansal has submitted the necessary declarations and consents with regard to his re-appointment for another consecutive term of two years from 30.09.2016 to 29.09.2018. In the opinion of the Board, Mr. R.N. Bansal fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 23<sup>rd</sup> May, 2016 recommended the re-appointment of Mr. R.N. Bansal for another consecutive term of two years effective from 30.09.2016 to 29.09.2018 as Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from a member of the Company proposing Mr. R.N. Bansal for the office of Independent Director of the Company.

Copy of the letter of appointment of Mr. R.N. Bansal as an Independent Director setting out the terms and conditions are available for inspection of the Members in physical or in electronic form at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m., on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at IRIS House, 16, Business Centre, Nangal Raya, New Delhi – 110046 as well as during the AGM at the venue thereof.

The Board deliberated and decided that owing to the rich and varied experience of R.N. Bansal in Finance and Company Law, his association would be of immense benefit to the Company

and it is desirable to avail services of Mr. R.N. Bansal as an Independent Director. The total remuneration of Mr. R.N. Bansal for the Financial Year 2015-16 was Rs. 7,20,000/- paid by way of sitting fee only.

Mr. R.N. Bansal hold directorship in M/s Hindoostan Mills Ltd. as per declaration given by him.

Mr. R.N. Bansal does not hold any shares either by himself or for any other person on a beneficial basis as per declaration given by him.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of Mr. R.N. Bansal as Independent Director for the said period is now being placed before the Members for their approval.

Mr. R.N. Bansal has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. R.N. Bansal.

The Board recommends the passing of the Resolution at Item No. 7 as a **Special Resolution**.

#### Item No. 8

Mr. Sameer Kamboj, on the recommendation of Nomination & Remuneration Committee, was appointed as an Additional Director by the Board of Directors at its meeting held on 27<sup>th</sup> July, 2016.

Mr. Sameer Kamboj aged about 46 years is a qualified Chartered Accountant. Mr. Kamboj has expert knowledge in the fields of Finance, General Management and Business Processes and has a deep understanding of the "Human Capital with the Emotional Quotient".

Mr. Kamboj is a Strategy Consultant and Business Coach. He is a Counsel and advisor to organizations helping them reach their potential holistically, empowers and prepares organizations fundamentally to use challenges and convert them into opportunities, helps in dealing with issues at micro level while maintaining the macro view. With this he uses his diverse experience of the past while preparing organizations for the future. Mr. Kamboj is a Leadership Coach and is a partner of Leadership Management International Inc., USA (LMI) which is the world's oldest and largest professional development company.

In terms of Sections 149, 150, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made there under, Mr. Sameer Kamboj being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period up to 26<sup>th</sup> July, 2021. A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from a member of the Company proposing Mr. Sameer Kamboj for the office of the Independent Director of the Company.

Mr. Sameer Kamboj has given declaration under section 149(7) of the Companies Act, 2013 that he fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 read with the Rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the letter of appointment of Mr. Sameer Kamboj as an Independent Director setting out the terms

and conditions are available for inspection of the Members in physical and in electronic form at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays), up to the date of Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at IRIS House, 16, Business Centre, Nangal Raya, New Delhi-110046 as well as during the AGM at the venue thereof.

Mr. Sameer Kamboj has given declarations that he is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and also given his consent to hold office as Director.

The Board based on the experience/expertise declared by Mr. Sameer Kamboj, is of the opinion that Mr. Sameer Kamboj has the requisite qualification to act as an Independent Director of the Company. The Board deliberated and decided that owing to the rich and varied experiences, his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sameer Kamboj as an Independent Director. Accordingly, the Board recommends the resolution at Item No. 8 for the appointment of Mr. Sameer Kamboj as an Independent Director, for the approval by the members of the Company.

Mr. Sameer Kamboj also hold directorship in Yearn Life Essentials Private Limited and Eexcel Konnect India Private Limited. Mr. Sameer Kamboj do not hold any shares either by himself or for any other person on a beneficial basis as per declaration given by him. Mr. Sameer Kamboj has no relationship with any Managerial Personnel, Director, Key Managerial Personnel of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Sameer Kamboj.

The Board recommends the passing of the resolution at Item No. 8 as **Ordinary Resolution**.

#### Item No. 9

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of the Resolution at Item No. 9 as **Ordinary Resolution**.

By order of the Board  
For Orient Bell Limited

Place : New Delhi  
Dated : 27<sup>th</sup> July, 2016

**Yogesh Mendiratta**  
Company Secretary & Head- Legal

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

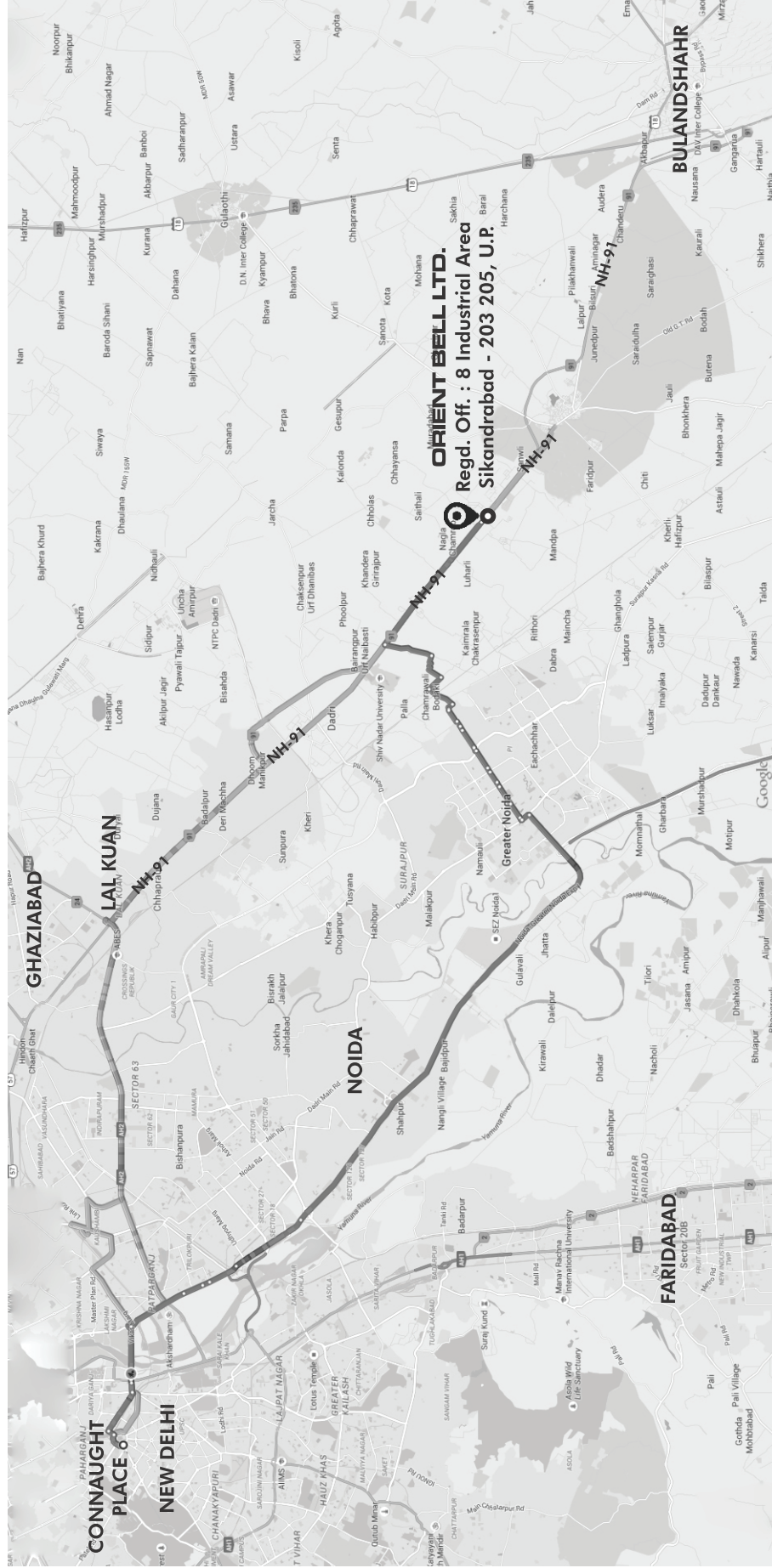
As required under Resolution 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting are as follows:

Name of Director	Mr. R. N. Bansal	Mr. K.M. Pai	Mr. Madhur Daga	Mr. Sameer Kamboj
DIN	00270908	01171860	00062149	01033071
Date of Birth	15.07.1930	25.08.1952	06.09.1972	12.01.1970
Date of Appointment	08.03.1989	02.04.2012*	01.01.1998	27.07.2016
No. of Shares held	Nil	Nil	12,73,264	Nil
Expertise in Specific Functional area	Finance and Company Law	Finance, Costing, Managing General Commercial Operations of a Company.	An eminent Industrialist, spends most of his time in leading product innovation team with an overall Management and supervision of affairs of the Company.	Finance, General Management, and Business Processes
Qualification	M.A., F.C.A, A.C.S., A.C.I.S.	MBA Finance from IIM, Bengaluru, ACMA,ACS	BBA (University of Southern California, US), PG with a degree in International Corporate Finance (University of New South Wales, Sydney, Australia).	Chartered Accountant
No. of board meetings attended during FY 2015-16.	4	4	4	N.A.
List of Companies in which outside Directorship held as on 31.03.2016	Hindustan Mills Ltd.	V.S.T. Tillers Tractors Ltd.	1. Good Team Investment & Trading Co. Pvt. Ltd. 2. Mithleash Infrastructure Pvt. Ltd. 3. Orchid Farmscapes Pvt. Ltd.	1. Yearn Life Essentials Private Limited 2. Eexcel Konnect India Private Limited
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director	Member – Audit Committee:  Hindustan Mills Ltd.	Member – Audit Committee:  V.S.T. Tillers Tractors Ltd.	-	-

\* Mr. K.M. Pai was appointed as Non Executive Non Independent Director on 02.04.2012 and on 24.04.2014 he was appointed as Whole Time Director (designated as Executive Director and CFO) of Orient Bell Ltd.



# 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)

**39<sup>TH</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 14, 2016 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**

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

**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 39<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, September 14, 2016 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 Balance Sheet as at 31<sup>st</sup> March 2016, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of Directors' and Statutory Auditors' thereon.
- 2. Approval for re-appointment of Mr. Madhur Daga (DIN: 00062149) as Director retiring by rotation.
- 3. Declaration of dividend on equity shares.
- 4. Approval of appointment of M/s S.R. Dinodia & Co., LLP, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.
- 5. Approval for re-appointment and remuneration of Mr. Madhur Daga (DIN: 00062149) as Whole Time Director (designated as Joint Managing Director) for a period from 01.10.2016 to 31.03.2019.
- 6. Approval for re-appointment and remuneration of Mr. K.M. Pai (DIN: 01171860) as Whole Time Director (designated as Executive Director & CFO) for a period from 01.04.2017 to 31.03.2020.
- 7. Approval for re-appointment of Mr. R.N. Bansal (DIN: 00270908) as Independent Director for his term from 30.09.2016 to 29.09.2018.
- 8. Approval for appointment of Mr. Sameer Kamboj (DIN: 01033071) as Independent Director, not liable to retire by rotation for a period upto 26.07.2021.
- 9. Approval of charges towards delivery of documents through a particular mode of service as required by member u/s 20 of the Companies Act, 2013.

Signed on this ..... day of ..... 2016

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.

