



OBL:HO:SEC:00:

New Delhi : 13.12.2024

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: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of Postal Ballot Notice dated December 06, 2024 along with the Explanatory Statement for seeking approval of the Members of the Company on the following item of special business by way of Postal Ballot through remote e-voting in compliance with General Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'MCA Circulars'):

1. To consider and approve the appointment of Ms. Bindiya Shyam Agrawal (DIN: 09373404) as a Director of the Company in the category of Non-Executive Non-Independent Director and payment of remuneration, for the period from 28th October, 2024 to 27th October, 2025 by way of Special Resolution.

This Postal Ballot Notice along with Explanatory Statement is being sent only through electronic mode to those Members of the Company whose email addresses are registered with the Company/Depositories and whose names appears in the Register of Members/ List of Beneficial Owners as on Friday, December 06, 2024 ("**cut-off date**").

The Board of Directors has approved the appointment of Ms. Ashu Gupta, a Company Secretary in Whole Time Practice to act as Scrutinizer for conducting and scrutinizing the Remote E-voting process.

The Board has also approved appointment of National Securities Depository Limited for facilitating remote e-voting to enable the members to cast their votes electronically.

The remote e-voting period will commence on Saturday, December, 14, 2024, 9:00 a.m. (IST) and will end on Sunday, January 12, 2025, 5:00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time.

Orient Bell Limited

CORPORATE OFFICE: Iris House, 16 Business Centre, Nangal Raya, New Delhi – 110 046, India. Tel.: +91 11 4711 9100

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



The results of Postal Ballot shall be declared within 2 working days i.e. on or before Tuesday, January 14, 2025. The results along with the scrutinizer's report, will be displayed on the website of the Company at www.orientbell.com as well as on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e. Sunday, January 12, 2025.

This is for your kind information and record.

Yours faithfully,
For Orient Bell Ltd.

Yogesh Mendiratta
Company Secretary & Head-Legal

Orient Bell Limited

CORPORATE OFFICE: Iris House, 16 Business Centre, Nangal Raya, New Delhi – 110 046, India. Tel.: +91 11 4711 9100

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

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CIN: L14101UP1977PLC021546



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Notice of Postal Ballot is hereby given to the Members of Orient Bell Limited (**hereinafter called the “Company”**) pursuant to Sections 108, 110 & other applicable provisions, if any, of the Companies Act, 2013 (**hereinafter called the “Act”**), Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**hereinafter called “SEBI LODR Regulations”**), Secretarial Standard on General Meetings (**hereinafter called “SS-2”**) issued by the Institute of Company Secretaries of India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as ‘MCA Circulars’), to transact the item as set out in this Postal Ballot Notice and seek approval of Members by way of Special Resolution through voting by electronic means (remote e-voting) only.

SPECIAL BUSINESS

ITEM NO. 1:

To consider and approve the appointment of Ms. Bindiya Shyam Agrawal (DIN: 09373404) as a Director of the Company in the category of Non-Executive Non-Independent Director and payment of remuneration, for the period from 28th October, 2024 to 27th October, 2025.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152, 161, 177, 197 & 198 and other applicable provisions of the Companies Act, 2013 (**hereinafter called “Act”**) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 & 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**hereinafter called “SEBI LODR Regulations”**), recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval be and is hereby accorded to the appointment of Ms. Bindiya Shyam Agrawal (DIN: 09373404) as a Director of Orient Bell Limited (**hereinafter called the “Company”**) in the category of Non-Executive Non-Independent Director for the period from 28th October, 2024 to 27th October, 2025, liable to retire by rotation.



RESOLVED FURTHER THAT pursuant to the provisions of Section 177, 197, 198 read with schedule V and all other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and 23 and all other applicable provisions, if any, of the SEBI LODR Regulations or any other law for the time being in force, omnibus approvals of the Board of Directors and Audit Committee and the approvals of Company's Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded to pay remuneration to Ms. Bindiya Shyam Agrawal, Non-Executive Director Non- Independent Director by way of commission or otherwise for her present term of appointment, notwithstanding the profits / absence of profits / inadequacy of profits of the Company.

RESOLVED FURTHER THAT the said remuneration be paid in such amounts or proportions and in such manner as may be determined by the Board of Directors (other than interested directors) of the Company from time to time not exceeding the limits or excessive limits of any percentage(s) or amount(s) as permitted / prescribed under the Act and/or SEBI LODR Regulations.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to Ms. Bindiya Shyam Agrawal for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors (other than interested directors) and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT Mr. Madhur Daga, Managing Director be and is hereby authorised to prepare, finalise, modify, sign issue the Letter of Appointment of Ms. Bindiya Shyam Agrawal.

RESOLVED FURTHER THAT the Board of Directors (other than interested directors) and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

**By Order of the Board
For Orient Bell Limited**

Place: New Delhi
Date: 06th December, 2024

Registered Office:
8, Industrial Area, Sikandrabad – 203 205
Distt. Bulandshahr (U.P.)

**Yogesh Mendiratta
Company Secretary & Head-Legal
ICSI Membership No. 13615**

NOTES:

1. In compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, 06th December, 2024 (**i.e. "Cut-off date"**). If your e-mail address is not registered with the Company/Depositories, please follow the following steps for registration:
 - a) In case shares are held in physical mode please submit written request providing email address, Folio No., Name of shareholder, copy of the share certificate (front and back), PAN (self attested copy of PAN card), AADHAR (self attested copy of Aadhar Card).
 - b) In case shares are held in demat mode, please verify/update your email address with your respective DPs.
2. The Explanatory Statement pursuant to Section 102(1) of the Act, SEBI LODR Regulations and SS-2, setting out all material facts and reasons in respect of the resolution set out in Item no. 1 of this Postal Ballot Notice, is annexed hereto.
3. The Company is providing the facility of remote e-voting to its members and has appointed National Securities Depository Limited (NSDL) for this purpose. The manner of voting remotely by (A) individual shareholders holding shares in demat mode; or (B) shareholders other than individual shareholders holding shares in demat mode or (C) shareholders holding shares in physical mode, is appearing under "INSTRUCTIONS FOR E-VOTING" in this Notice. Members are requested to read the same carefully.
4. This postal ballot notice will also be available on the Company's website (www.orientbell.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of the e-voting agency, NSDL (www.evoting.nsdl.com).
5. All documents referred to in this postal ballot notice will be available electronically for inspection by the Members without any fee from the date of circulation of this Notice until last date of e-voting. Members seeking to inspect such documents can send an email to investor@orientbell.com stating their name and Folio no./DP ID-Client ID/Beneficiary ID.
6. The e-voting period shall commence from 9:00 a.m. (IST) on Saturday, 14th December, 2024 and end at 5:00 p.m. (IST) on Sunday, 12th January, 2025, both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution set out in this Postal Ballot Notice through remote e-voting only, not later than 5:00 p.m. (IST) on Sunday, 12th January, 2025, after which the remote e-voting facility shall not be allowed by NSDL.

7. The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
8. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, 06th December, 2024, including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with Company/Depositories can cast their votes electronically, in respect of the Resolution as set out in the Postal Ballot Notice only through the remote e-voting.
9. The Company has appointed Ms. Ashu Gupta, Company Secretary (FCS no. 4123, Certificate of Practice no. 6646), of M/s Ashu Gupta & Co., Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through electronic means/ remote e-voting, in a fair and transparent manner.
10. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days of conclusion of the remote e-voting process, i.e., on or before 14th January, 2025 and will be communicated to the Stock Exchanges and uploaded on the Company's website (www.orientbell.com) and on the website of the e-voting agency (www.evoting.nsdl.com).
11. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. 12th January, 2025.

INSTRUCTIONS FOR E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectR eg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the **'initial password'** which was communicated to you. Once you retrieve your **'initial password'**, you need to enter the **'initial password'** and the system will force you to change your password.
- c) How to retrieve your **'initial password'**?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your **'User ID'** and your **'initial password'**.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “**Initial password**” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle.
2. Select “**EVEN**” of company (**132376**) for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained **at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 and 110 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The Nomination & Remuneration Committee and the Board of Directors have, in their respective meetings held on 24th October, 2024 & 28th October, 2024, already approved the appointment of Ms. Bindiya Shyam Agrawal (DIN: 09373404) as an Additional Director in the category of Non- Executive Non-Independent Director.

In terms of Regulations 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**hereinafter called “SEBI LODR Regulations”**), it is imperative to obtain shareholders’ approval regarding appointment of director at the next general meeting or within a time period of three months from the date of his/her appointment approved by the Board of Directors, whichever is earlier.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 24th June, 2024 and the shareholders at the 47th Annual General Meeting held on 06th August, 2024, already approved the payment of remuneration by way of commission or otherwise to the Non-Executive Directors, present and future, for a period from FY 2024-25 to FY 2026-27, notwithstanding the profits / absence of profits / inadequacy of profits of the Company.

Further, in terms of the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 with regard to the payment of Remuneration by way of commission or otherwise to any director in case of absence or inadequacy of profits, it is required to make certain disclosures in the explanatory statement.

In view of the aforesaid, the appointment of Ms. Bindiya Shyam Agrawal as a Director in the category of Non-Executive Non-Independent Director for a period from 28th October, 2024 to 27th October, 2025 liable to retire by rotation as well as the payment of remuneration to her by way of commission or otherwise, is intended to be passed by way of special resolution.

A Brief resume of Ms. Bindiya Shyam Agrawal, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees and other details, are provided in the statement giving details pursuant to Regulation 36(3) of the SEBI LODR Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment, appended to this Notice as **Annexure A**.

Details required under Part II Section II of Schedule V of the Act are attached as **Annexure-B** forming part of the notice.

Considering the rich and diversified experience that Ms. Bindiya Shyam Agrawal brings in, your Board considers that her appointment as a Director of the Company will be in its best interest. Ms. Bindiya Shyam Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Ms. Bindiya Shyam Agrawal or her relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends passing of the resolution as set out at Item no. 1 of this Notice as Special Resolution.

**By Order of the Board
For Orient Bell Limited**

Place: New Delhi
Date: 06th December, 2024

**Yogesh Mendiratta
Company Secretary & Head-Legal
ICSI Membership No. 13615**

Registered Office:
8, Industrial Area, Sikandrabad – 203 205
Distt. Bulandshahr (U.P.)

Annexure A

INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE APPOINTED AND/OR FIXATION OF REMUNERATION TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Name of Director	Ms. Bindiya Shyam Agrawal
DIN	09373404
Date of Birth	24-08-1981
Age (in completed years)	43
Date of Appointment	28-10-2024
No. of Equity Shares held in the Company (as on 31.03.2024)	Nil
No. of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Experience, qualification & Expertise in specific functional area (Brief Profile)	<p>Ms. Bindiya Shyam Agrawal holds an MBA from Haas School of Business, UC Berkeley. She brings 16+ years of rich and diversified experience across industries, held varied leadership roles and worked across multiple leading organizations such as McKinsey & Company, Myntra & Jabong, Lodha Ventures, and Cactus Venture Partners (CVP), solving a variety of problems. At present she is a Partner (external consultant) at SKC World, focusing on Clarow - a suit of SKC's Enterprise Building Products.</p> <p>Her expertise lies in leading business turnarounds, transformational growth, strategy initiatives and running CEO's office. One of her key strengths is finding solutions to complex problems through inner clarity. She enjoys turning around problem areas into opportunities and galvanizing teams to punch much</p>

	<p>above their weight. Her collaboration style is open, engaging, and focused on impact.</p> <p>She held the position of a Director on the Board of Sakthi Auto Component Limited, appointed by AAPICO Hitech Public Company Limited, a Thailand based business conglomerate, between Jan'22 and Dec'23, the period when AAPICO held majority shareholding in the Company.</p> <p>Ms. Bindiya is a self-confessed seeker and a deep-meditator.</p>
Terms & Conditions of appointment and detail of remuneration sought to be paid	As envisaged in the Special Resolution
Remuneration last drawn (during FY 2023-24)	Not Applicable as her appointment is effective from 28 th October, 2024
No. of board meetings attended during FY 2023-24	Not Applicable as her appointment is effective from 28 th October, 2024
Directorship in other Companies along with Listed entities	Nil
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director	Nil
Listed Companies from where the director has resigned in past three years	Nil
Relationships between directors inter-se, Manager or other Key Managerial Personnel of the Company	Ms. Bindiya Shyam Agrawal is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives

Annexure B

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 Company has nationwide distribution network through its Channel Partners.
2. The Company commenced commercial production w.e.f. 7th October 1977.
3. The Company is an existing entity.
4. Financial performance of the Company (as per consolidated financial results) for the Financial year 2023-24 and for the half year ended on 30th September, 2024 is as follows:

(In ₹ Crores except mentioned otherwise)

Particulars	FY 2023-24 (Audited)	As on 30.09.2024 (FY 2024-25) (Unaudited)
Net Sales	669.48	306.55
Profit Before Tax	0.3	(1.08)
Share of profit/(loss) of Associates	0.9	(0.07)
Operating Profit before taxation	1.1	(1.15)
Profit After Tax	0.9	(0.87)
Paid up Equity Capital	14.6	14.59
Other Equity	298.8	297.34
Basic Earnings Per Share (₹)	0.6	(0.60)
Diluted Earnings Per Share (₹)	0.6	(0.59)

5. The Company has no foreign investment or collaborations.

II. Information about the appointee – Ms. Bindiya Shyam Agrawal

Particulars	Remarks
Background Details	<p>Ms. Bindiya Shyam Agrawal holds an MBA from Haas School of Business, UC Berkeley. She brings 16+ years of rich and diversified experience across industries, held varied leadership roles and worked across multiple leading organizations such as McKinsey & Company, Myntra & Jabong, Lodha Ventures, and Cactus Venture Partners (CVP), solving a variety of problems. At present she is a Partner (external consultant) at SKC World, focusing on Clarow - a suit of SKC's Enterprise Building Products.</p> <p>Her expertise lies in leading business turnarounds, transformational growth, strategy initiatives and running CEO's office. One of her key strengths is</p>

	<p>finding solutions to complex problems through inner clarity. She enjoys turning around problem areas into opportunities and galvanizing teams to punch much above their weight. Her collaboration style is open, engaging, and focused on impact.</p> <p>She held the position of a Director on the Board of Sakthi Auto Component Limited, appointed by AAPICO Hitech Public Company Limited, a Thailand based business conglomerate, between Jan'22 and Dec'23, the period when AAPICO held majority shareholding in the Company.</p> <p>Ms. Bindiya is a self-confessed seeker and a deep-meditator.</p>
Past Remuneration (Sitting Fees for attending Board/ Committee meetings during FY 23-24) (In Rs.)	Not Applicable as her appointment is effective from 28 th October, 2024
Recognition or awards	Ms. Bindiya Shyam Agrawal is an expert in business turnarounds, transformational growth, strategy initiatives and running CEO's office
Job Profile and his/her suitability	Ms. Bindiya Shyam Agrawal has been appointed as a Non-Executive Non-Independent Director of the Company for the period from 28 th October, 2024 to 27 th October, 2025, subject to the approval of shareholders.
Remuneration Proposed	The detail of proposed remuneration is as per resolution at item no 1.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	Remuneration proposed to be paid is commensurate with the size of the Company, nature of its operations, profile of the position and is in line with the consonance position in the industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides her remuneration & sitting fee, Ms. Bindiya Shyam Agrawal had no pecuniary relationship with the Company. She has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.

III. Other Information:

1. The reasons for inadequate profits are inevitable. At macro levels, the reasons such as persistent inflation, high interest rates, geopolitical unpredictability, fluctuating gas price, people attrition especially at senior levels, regulatory restrictions etc. negatively impacts the performance of the Company. Heightened competition in the domestic market affected the average selling price. The Company has however always concentrated on improving its cash flows and investing the same in building the brand and manufacturing capacity and sailed through difficult situations with its concerted team efforts to optimize costs and strengthen the operations.
2. During the past 5-7 years the company has concentrated on the new product development and rejigged its product portfolio as per customer demand and carry ~4000+ SKUs in its product basket. The Company has widened its product portfolio with larger sizes and superior aesthetics. The Company increased the proportion of high value products which have the potential of scaling average realization. The Company has also extended its concentration on building manufacturing capacity and invested Rs. 228 crores on CAPEX between FY19 and FY24 and added 10.2 MSM p.a. of additional capacity. The Company continues to open 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 Company has also identified the need of expanding its digital presence and created various customer friendly apps for “Making tile buying & selling easier”. Lately in Q3FY24 the company launched its first ever all India TV campaign giving brand building same focus and energy that was spent on modernizing its manufacturing facilities.
3. It is difficult to forecast the productivity and profitability in measurable terms. On the whole the Company is optimistic for the outlook of growth in the short to medium term in terms of total revenues/turnover and operating margins considering overall expected positive trend in tile industry.

IV. Disclosures to be mentioned in the Board of Director’s report under the heading “Corporate Governance”, if any, attached to the financial statement for FY 2023-24:

Particulars	Remarks
(i) all elements of <u>remuneration</u> package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors;	Not applicable as Ms. Bindiya Shyam Agrawal has been appointed w.e.f 28 th October, 2024.
(ii) details of fixed component. and performance linked incentives along with the performance criteria;	

(iii) service contracts, notice period, severance fees; and	Not applicable as Ms. Bindiya Shyam Agrawal has been appointed w.e.f 28 th October, 2024.
(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

The Board of Directors recommends passing of the resolution as set out at item no. 1 of this Notice as Special Resolution.

**By Order of the Board
For Orient Bell Limited**

Place: New Delhi
Date: 06th December, 2024

**Yogesh Mendiratta
Company Secretary & Head-Legal
ICSI Membership No. 13615**

Registered Office:
8, Industrial Area, Sikandrabad – 203 205
Distt. Bulandshahr (U.P.)