

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

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

**Sub: Notice of Book Closure & 42nd Annual General Meeting along with detail of Remote E-voting.**

Dear Sir/Madam,

This is to inform that the 42nd Annual General Meeting of the members of the Company is scheduled to be held on Wednesday, the 24<sup>th</sup> day of July, 2019 at 11:30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad – 203205, Distt. Bulandshahr (U.P.).

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

Further pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the company will remain closed from Thursday, the 18<sup>th</sup> July, 2019 to Wednesday, the 24<sup>th</sup> July, 2019 (both days inclusive) for the purpose of 42nd Annual General Meeting and payment of dividend on equity shares of the Company, to those members whose names appear in the register of members of the company as on 17<sup>th</sup> July, 2019 and in respect of shares held in dematerialised form, to those beneficial owners whose particulars will be furnished by the depositories as on that date for the said purpose.

Further, in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained services of National Securities Depository Ltd., for providing the Remote E-voting facility to its members. The members holding shares of the Company as on 17<sup>th</sup> July, 2019 ("cut-off") shall be given a facility to cast their vote electronically through Remote E-voting on the business items to be transacted at 42nd Annual General Meeting. The detail of the same is as under:

| <u>Particular</u>               | <u>Date</u>   |
|---------------------------------|---|
| The cut-off date                | : 17 <sup>th</sup> July, 2019                         |
| Commencement of Remote E-voting | : from 09.00 a.m.(IST) on 21 <sup>st</sup> July, 2019 |
| End of Remote E-voting          | : upto 05.00 p.m.(IST) on 23 <sup>rd</sup> July, 2019 |

Kindly acknowledge the receipt.

Yours faithfully,  
for Orient Bell Limited



Yogesh Mendiratta  
Company Secretary & Head-Legal



Encl: as above

Orient Bell Limited

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting of the members of Orient Bell Limited will be held on Wednesday, the 24<sup>th</sup> day of July, 2019 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 2019, 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.

### SPECIAL BUSINESS:

4. **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. P.M. Mathai (DIN: 05249199), Independent Director of the Company, whose first term of appointment shall expire on 29.09.2019, 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 further period of 5 (five) years with effect from 30.09.2019 to 29.09.2024.”

By order of the Board  
For Orient Bell Limited

Place: New Delhi  
Dated: 22<sup>nd</sup> May, 2019

Yogesh Mendiratta  
Company Secretary & Head- Legal

## NOTES:

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

A person can act as proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.

- ii. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- iii. In case of joint holders attending the meeting, only the first holder will be entitled to vote.
- iv. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this Notice.
- v. The register of members and share transfer books will remain closed from 18<sup>th</sup> July, 2019, 2019 to 24<sup>th</sup> July, 2019 (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 the members holding shares in physical form whose name appear on the register of members of the Company as on 17<sup>th</sup> July, 2019. 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 17<sup>th</sup> July, 2019 as per the list to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories").
- vii. Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018 has directed all Companies to obtain the Bank Account details of their members and update security holder's data so that the dividend may be paid via electronic bank transfer. Accordingly, members holding shares in physical form who have not yet provided their Bank details

are requested to provide their PAN, Bank Account Number, name and address of the Bank & IFSC Code. 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. Further, SEBI had vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further notifications in this regard, stated that with effect from 01<sup>st</sup> April, 2019, transfer of shares of a listed Company shall take place in dematerialized form only.
- ix. The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.orientbell.com](http://www.orientbell.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- x. Members holding equity shares in physical form are requested to notify any change in address, bank mandate or e-mail ID to the Company's Registrar i.e. MCS Share Transfer Agent Ltd. At F-65, Okhla Industrial Area, Phase-I, New Delhi 110 020 or at Company's Corporate Office at IRIS House, 16, Business Centre, Nangal Raya, New Delhi-110 046. Members holding equity shares in electronic form are requested to notify any change in address, bank mandate or e-mail ID to their Depository Participants (DPs).
- xi. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Sundays and Holidays during business hours up to the date of Annual General Meeting.
- xii. Pursuant to section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividend for the Financial Years up to 2010-11, to the Investor Education and Protection Fund of the Central Government ("the Fund") as per the relevant provisions of the Companies Act, 2013. The unpaid dividend for the Financial Year 2011-12 will be transferred to the Fund on or before 04<sup>th</sup> November, 2019.

Pursuant to section 124(6) of the Companies Act, 2013 and Rules made thereunder, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years, are liable to be transferred to the said Fund. Members who have not yet encashed the dividend warrants for any of the Financial Years from 2011-12 to 2017-18 are therefore once again requested to make their claims immediately with the Company or the Company's Registrar & Share Transfer Agents for issuance of duplicate / revalidated dividend warrants. The list of unclaimed dividend for the Financial Years 2011-12 to 2017-18 and the list of members whose shares are liable to be transferred to the said Fund are available on the Company's website [www.orientbell.com](http://www.orientbell.com).

- xiii. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH.13 either to the Company or its Registrar and Share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.
- xiv. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have in physical mode are requested to provide their PAN details to the company or its registrar.
- xv. As per Companies Act, 2013 and rules made thereunder, the Annual Report for the FY 2018-19 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 2018-19 is being sent through permitted mode and the same is also placed on the website of the company viz. [www.orientbell.com](http://www.orientbell.com).
- xvi. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / MCS Share Transfer Agent Limited (R&TA), for consolidation into a single folio.
- xvii. 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.
- xviii. "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. How to 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

### **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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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:

| <b>Manner of holding shares<br/>i.e. Demat (NSDL or<br/>CDSL) or Physical</b> | <b>Your User ID is-</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.                    | 8 Character DP ID followed by 8 Digit Client ID<br><br>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<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |

|   |  |
|---|--|
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |
|---|--|

5. Your password details 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 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, your 'initial password' shall be communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Orient Bell Limited i.e. 110724.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [agc.scrutinizer@gmail.com](mailto:agc.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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 (e-Voting Event Number), user ID and password are provided in the enclosed Remote e-voting instruction sheet.
- b) Follow the steps mentioned hereinbefore in order to cast your vote.

**C.** Other Instructions:

- a) The “cut-off date” for determining the eligibility for voting either through electronic voting system or ballot is fixed as 17<sup>th</sup> July, 2019. The e-voting period commences on 21<sup>st</sup> July, 2019 at 9:00 a.m. and ends on 23<sup>rd</sup> July, 2019 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members of the Company, holding shares either in physical form or in demat form, as on the cut-off date, i.e., 17<sup>th</sup> July, 2019, 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. 17<sup>th</sup> July, 2019.
- 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. 17<sup>th</sup> July, 2019, 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).
- 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.orientbell.com](http://www.orientbell.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.
- xix. 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.
- xx. 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.
- xxi. 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.
- xxii. E-mail Registration:  
Members who have not registered their e-mail ID are requested to update the same with the Company, if held in physical form (or) to the Depository, if held in demat mode.
- xxiii. As usual, no gifts will be distributed at the meeting.

By order of the Board  
For Orient Bell Limited

Place: New Delhi  
Dated: 22<sup>nd</sup> May, 2019

Yogesh Mendiratta  
Company Secretary & Head- Legal

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

### **ITEM NO. 4**

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 another term of up to five years 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. P.M. Mathai as Independent Director of the Company for an initial term of five years from 30.09.2014 to 29.09.2019. Mr. Mathai has submitted the necessary declarations and consents with regard to his re-appointment for another consecutive term of five years from 30.09.2019 to 29.09.2024. In the opinion of the Board, Mr. P.M. Mathai 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 22<sup>nd</sup> May, 2019 recommended the re-appointment of Mr. P.M. Mathai for another consecutive term of five years effective from 30.09.2019 to 29.09.2024 as Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Mr. P.M. Mathai for the office of Independent Director of the Company. Copy of the letter of appointment of Mr. P.M. Mathai as an Independent Director setting out the terms and conditions is 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 of Directors deliberated and decided that owing to the rich and varied experience of Mr. P.M. Mathai in Sales, Capital Investment Management, Engineering, HR, Profit Centre Management, his association would be of immense benefit to the Company and it is desirable to avail services of Mr. P.M. Mathai as an Independent Director. The total remuneration of Mr. P.M. Mathai for the Financial Year 2018-19 was Rs.5,40,000/- paid by way of sitting fee only. Mr. P.M. Mathai does not hold directorship in any other Company as per the latest declaration given by him. Mr. P.M. Mathai 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. P.M. Mathai as an Independent Director for the said period is now being placed before the Members for their approval. Mr. P.M. Mathai 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. P.M. Mathai.

The Board recommends the passing of the Resolution at Item No. 4 as a Special Resolution.

By order of the Board  
For Orient Bell Limited

Place: New Delhi  
Dated: 22<sup>nd</sup> May, 2019

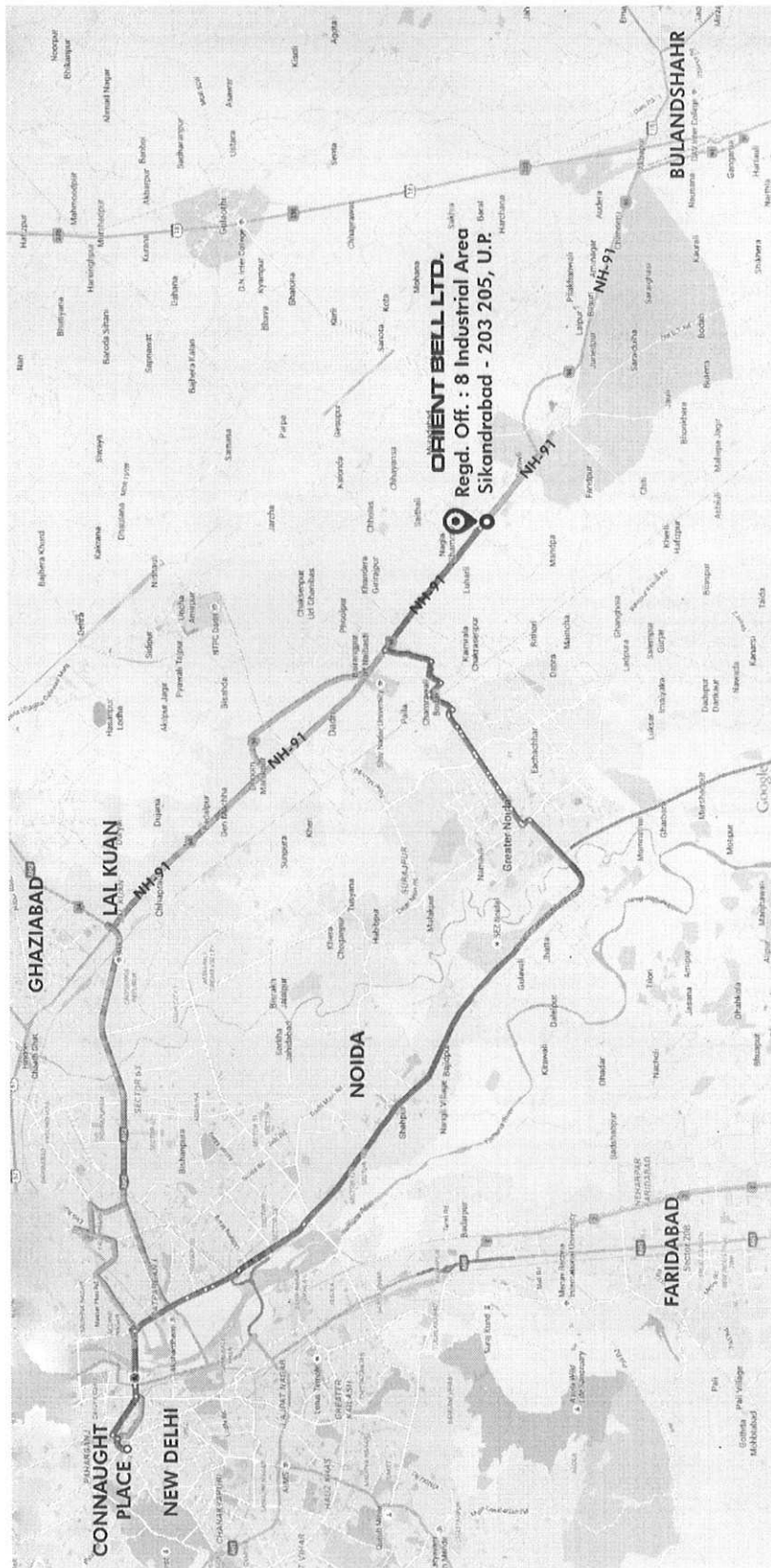
Yogesh Mendiratta  
Company Secretary & Head- Legal

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

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

|   |   |
|---|---|
| Name of Director  | Mr. P.M. Mathai   |
| DIN   | 05249199  |
| Date of Birth   | 23.07.1950  |
| Date of Appointment   | 23.04.2012  |
| No. of Shares held (as on 31.03.2019)   | Nil   |
| Expertise in Specific Functional area   | Sales, Capital Investment Management, Engineering, HR, Profit Centre Management |
| Qualification   | B.Tech. Chemical Engineering from IIT (Kanpur) and PGDBM from IIM (Calcutta).   |
| No. of board meetings attended during FY 2018-19.   | 7   |
| Other Listed Companies in which Directorship held as on 31.03.2019  | Nil   |
| Chairman / Member of the Committee(s) of the Board of Directors of other Listed Companies in which he is a Director | Nil   |
| Relationships between Directors inter-se  | Nil   |

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  
Email: customercare@orientbell.com Website: www.orientbell.com

**ATTENDANCE SLIP**

(To be presented at the entrance)

**42<sup>ND</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, JULY 24, 2019 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  
Email: customercare@orientbell.com Website: www.orientbell.com

FORM NO. : MGT-11

**PROXY FORM**

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

Name of the Member(s): .....

Registered address: .....

E-mail Id: .....

Folio No. / Client ID: ..... DP ID : .....

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

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

or failing him

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

or failing him

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42<sup>nd</sup> Annual General Meeting of the Company to be held on Wednesday, July 24, 2019 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 Annual Financial Statements for the financial year ended 31st March, 2019 and the reports of Board of Directors and Statutory Auditors thereon.
2. Appointment of a director in place of Mr. Madhur Daga (DIN: 00062149), retiring by rotation and being eligible offers himself for re-appointment.
3. Declaration of dividend.
4. Re-appointment of Mr. P.M. Mathai(DIN: 05249199),Independent Director of the Company not liable to retire by rotation for the further period of 5 (five years) with effect from 30.09.2019 to 29.09.2024.

Signed on this ..... day of ..... 2019

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

Affix  
Revenue  
Stamp

- 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.