

OBL:HO:SEC:00:

New Delhi : 10.08.2022

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

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

Stock Code - 530365**Stock Code: ORIENTBELL**

Sub: 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 August 05, 2022 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 Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, dated May 5, 2022, 3/2022 issued by the Ministry of Corporate Affairs:

1. To approve modification of Orient Bell Employees Stock Option Scheme, 2021 as a "Special Resolution".

This Postal Ballot Notice along with Explanatory Statement is being sent electronically to all 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, August 05, 2022 ("**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 Postal Ballot process including scrutinizing the Remote E-voting process to be provided to the Members to cast their votes on the Special Resolution proposed in the Postal Ballot Notice.

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

The remote e-voting period will commence on Thursday, August, 11, 2022, 9:00 a.m. (IST) and will end on Friday, September 09, 2022, 5:00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time.

The results of Postal Ballot shall be declared within 2 working days i.e on or before Tuesday, September 13, 2022. 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.

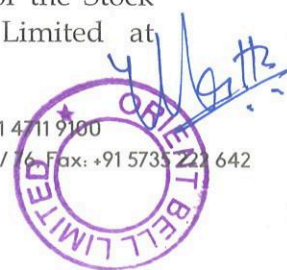
Orient Bell Limited

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 / 16. Fax: +91 5735 221 642

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

CIN: L14101UP1977PLC021546





The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e. Friday, September 09, 2022.

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.

This is for your kind information and record.

Yours faithfully
For Orient Bell Ltd.

A handwritten signature in blue ink is written over a purple circular stamp. The stamp contains the text 'ORIENT BELL LIMITED' around the perimeter and a small star at the bottom.

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
E-mail: customercare@orientbell.com, Website: www.orientbell.com
CIN: L14101UP1977PLC021546

POSTAL BALLOT NOTICE

Notice of Postal Ballot is hereby given to the Members of Orient Bell Limited (the Company/ OBL) pursuant to Sections 108, 110 & other applicable provisions, if any, of the Companies Act, 2013 (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 (SEBI Listing Regulations), Secretarial Standard on General Meetings (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, dated May 5, 2022, 3/2022 issued by the Ministry of Corporate Affairs, Government of India, to transact the items 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.

Item no. 1: Modification in the Orient Bell Employees Stock Option Scheme – 2021

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

“**RESOLVED THAT** in partial modification of the special resolution passed by the members of the Company at their 44th Annual General Meeting held on 26th July 2021 and pursuant to provisions of section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder (including any amendment thereto and re-enactment thereof), Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), relevant provisions of Memorandum of Association and Articles of Association of the Company and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to modify the Orient Bell Employees Stock Option Scheme – 2021 (“**Scheme**”), the details of the key modifications proposed to the Scheme are mentioned below:.

S.No.	Existing Provision	New Provision (proposed)	Rationale
1.	<p>Clause-4.1.10 - “Employee” means-</p> <p>I.A permanent employee of the Company who has been working in India or outside India who-</p>	<p>Clause-4.1.10 - “Employee” means-</p> <p>(a) an employee as designated by the Company, who is exclusively working in India or outside India; or</p>	<p>(i) to motivate the Employees to contribute to the growth and profitability of the Company</p> <p>(ii) to retain the key Employees and</p>

	<p>i. falls under Company's Employment Grade E-7 and above; or</p> <p>ii. is a Key Managerial Personnel (KMP) as defined under the Companies Act, 2013; or</p> <p>II. A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director.</p> <p>But does not include:</p> <p>I. An Employee or Director who is a Promoter or a person belonging to the Promoter Group; or</p> <p>II. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.</p> <p><i>Explanation – The Company's Employment Grade E-7 and above includes the designations as under–</i></p> <p>- Employees under Grade E-7 includes Assistant General Manager, Deputy General Manager.</p> <p>- Employees under Grade E-8 & E-9 includes Vice President, Associate Vice President, Head of a particular Category, General Manager;</p>	<p>(b) a director of the Company, whether a Whole Time Director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or</p> <p>but does not include</p> <p>(a) an employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>(b) a director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</p> <p><i>Explanation - The Compensation Committee may, considering the recommendation of the ESOP Council, vary/modify the definition of Employee based upon such parameters as it may deem fit and appropriate at its discretion from time to time.</i></p>	<p>reduce the attrition rate of the Company</p> <p>(i) To align with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021</p>
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	<p>- Employees under Grade E-10 includes Chief Finance Office, Chief Sales Officer, Chief Marketing Officer, Chief Human Resource Officer, President;</p> <p>- Employees under Grade E-11 includes Chief Operations Officer;</p> <p>- Grade E-12 includes Chief Executive Officer.</p> <p>The list of designations mentioned against each above category is not exhaustive and may include any other designation falling under Grade E-7 to E-12 as per Company's Rules and Policies prevailing at any point in time.</p> <p>The Committee may, considering the recommendation of the ESOP Council, include an employee falling under different grade(s) based upon such other parameters at its discretion from time to time.</p>		
<p>2.</p>	<p>Clause 7.1 – The Committee may on the basis of all or any of the following criteria and recommendation received from the ESOP Council (for grant & vesting of Options), decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.</p> <ul style="list-style-type: none"> ➤ Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company. ➤ Performance: Employee's performance during the financial year on the basis of the parameters decided 	<p>Clause 7.1 – The Committee may on the basis of all or any of the following criteria and recommendation received from the ESOP Council (for grant & vesting of Options), decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.</p> <ul style="list-style-type: none"> ➤ Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company. ➤ Performance: Employee's performance 	<p>(i) to motivate the Employees to contribute to the growth and profitability of the Company</p> <p>(ii) to retain the key Employees and reduce the attrition rate of the Company</p> <p>(iii) to cover all the employees irrespective of the employee grade.</p>

	<p>by the management.</p> <ul style="list-style-type: none"> ➤ Designation: All Key Managerial Personnel (KMPs) as defined under Companies Act, 2013 and the Employees falling under grade E-7 and above as per the HR Policy of the Company. ➤ The present and potential contribution of the Employee to the success of the Company. ➤ High market value/difficulty in replacing the Employee. ➤ High risk of losing the Employee to competition. ➤ Value addition by the new entrant, if any ➤ Employment Terms. ➤ Total number of years of association of the employee with the Company. 	<p>during the financial year on the basis of the parameters decided by the management.</p> <ul style="list-style-type: none"> ➤The present and potential contribution of the Employee to the success of the Company. ➤High market value/difficulty in replacing the Employee. ➤High risk of losing the Employee to competition. ➤Value addition by the new entrant, if any ➤Employment Terms. ➤Total number of years of association of the employee with the Company. 	
<p>3.</p>	<p>Clause 12.1 – The Shares so allotted to the Grantees pursuant to exercise of Options will not be subject to a lock-in period and can be freely sold by the Grantee thereafter</p>	<p>Clause 12.1 – The shares so allotted to the Grantees pursuant to exercise of Options will not be subject to a lock-in-period and can be freely sold by the Grantees thereafter. The Compensation Committee may, however, considering the recommendation of the ESOP Council, decide/ implement/ vary/ modify the lock-in period in such manner and subject to such terms and conditions as it may deem fit and appropriate at its discretion from time to time.</p>	<p>(i) to retain the key Employees and reduce the attrition rate of the Company.</p>

<p>4.</p>	<p>No existing clause pursuant to buy back exist in the Scheme.</p>	<p>To insert new Clause 5.6.32 as under: 5.6.32 To decide upon the procedure for buy-back of specified securities [“specified securities” as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018] issued under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021, if to be undertaken at any time by the company, and also to decide the applicable terms and conditions, including but not limited to:</p> <ul style="list-style-type: none"> (i) Permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and (iii) limits upon quantum of specified securities that the company may buy-back in a financial year. 	<p>Inserted in terms of Regulatory change and to align with the new Regulations.</p>
<p>5.</p>	<p>4.2.18 “SEBI (SBEB) Regulations” means the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and shall include any alteration(s), amendment(s), addition(s), deletion(s), modification(s), or variation(s) thereof.</p>	<p>4.2.18 “SEBI (SBEB & SE) Regulations” means the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and shall include any alteration(s), amendment(s), addition(s), deletion(s), modification(s), or variation(s) thereof.</p> <p>Note: The term SEBI (SBEB) Regulations referred in the Scheme anywhere, will be read as SEBI (SBEB & SE) Regulations, 2021</p>	<p>Replaced in terms of Regulatory change and to align with the new Regulations.</p>

6.	4.1.5 “Committee” means Compensation Committee of the Company already constituted by the Board for the purpose of monitoring, administering, superintending, and implementing the Scheme in compliance with SEBI (SBEB) Regulations.	4.1.5 “Committee” means Compensation Committee (designated as such or by any other name) as defined under SEBI (SBEB & SE) Regulations, 2021 for the purpose of monitoring, administering, superintending, and implementing the Scheme.	Replaced in terms of Regulatory change and to align with the new Regulations.
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RESOLVED FURTHER THAT all other terms and conditions of the Scheme and the Special Resolution passed at 44th AGM on 26th July, 2021 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors which term shall be deemed to include any Committee, including the Compensation Committee be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT subject to the terms contained under the Scheme, the Compensation Committee of the Company be and is hereby authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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

Sd/-

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

Dated: 05th August, 2022
Place: New Delhi

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

NOTES:

1. In compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, dated May 5, 2022, 3/2022 issued by the Ministry of Corporate Affairs ("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, 05th August, 2022 (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 provide scanned copy of the request letter providing email address, 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 investor@orientbell.com.
 - 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 Companies Act, 2013, SEBI Listing Regulations and SS-2, setting out all material facts and reasons in respect of the resolutions set out in Item no. 1 of this Postal Ballot Notice, is annexed hereto. It also contains all the disclosures as specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
3. The Company is providing the facility of remote e-voting to its Members and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and 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. Members may note that 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.nsd.com).
5. All documents referred to in this Postal Ballot Notice will also be available electronically for inspection without any fee by the Members 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 11th August, 2022 and end at 5.00 p.m. (IST) on 9th September, 2022, 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 9th September, 2022, 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, 5th August, 2022, (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 13th September, 2022 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. 9th September, 2022.

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.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 toe-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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 cycle period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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 indemat 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 FolioNumber 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.co.in 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

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 (**120805**) 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 email to ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 investor@orientbell.com.
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 investor@orientbell.com. 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.co.in 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

The Shareholders at the 44th AGM held on 26th July, 2021 approved the Orient Bell Employees Stock Option Scheme, 2021 (“**Scheme**”). In terms of the purpose of the said Scheme, i.e. to motivate the Employees to contribute to the growth and profitability of the Company as well as to retain the key Employees and reduce the attrition rate of the Company, the Board of Directors has approved & proposed Replacing the definitions of Compensation Committee and SEBI (SBEB) Regulations due to regulatory change to align with new Regulations; Widening of the definition of Employee under the Scheme to include all employees of the company irrespective of Employee Grades; To make consequent imperative change in the Eligibility Criteria; Authority to the Compensation Committee to decide for the lock-in period; and To insert provisions related to buy back of shares. The modifications proposed under the resolution is not prejudicial to the interest of employees.

In terms of Regulations 6 and 7 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**SEBI (SBEB &SE) Regulations**] for the purpose of Variation to the terms of the Scheme, the approval of existing members of the Company by way of Special Resolution is required. A Special Resolution has been set out at Item no. 1 to seek your approval for the variation to the terms of the Scheme. Except the modifications proposed under the Special Resolution at Item no. 1, all other terms and conditions contained under the Scheme shall remain unchanged.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations are as under:

1. Brief Description of the Scheme:

Orient Bell Employees Stock Option Scheme – 2021 has been approved by the shareholders on 26th July, 2021 and is in force.

The Purpose of the Scheme includes the following:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the key Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long term interests of the Company.
- d. To offer Options to the new Employees as a part of their salary package at the time of Employment.
- e. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- f. To provide additional deferred rewards to Employees.

2. Total number of Options to be granted under the Scheme:

Clause no. 6 of the Orient Bell Stock Option Scheme, 2021 prescribes as under:

6.1 The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 5,00,000 [Five Lakhs] which shall be convertible into equal number of Equity Shares.

- 6.2 If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall not be available for further grant under the Scheme unless otherwise determined by the Committee.
- 6.3 Further, the maximum number of Options that can be granted and the Equity Shares arise upon exercise of these Options shall stand adjusted in case of corporate action.
- 6.4 The Company reserves the right to increase or decrease such number of Options and Shares as it deems fit, in accordance with the applicable laws.

3. **Identification of classes of employees entitled to participate and be beneficiaries in Scheme:**

Existing Clause	Proposed Clause
<p>Clause-4.1.10 -</p> <p>I. A permanent employee of the Company who has been working in India or outside India who-</p> <p>(i) falls under Company's Employment Grade E-7 and above; or</p> <p>(ii) is a Key Managerial Personnel (KMP) as defined under the Companies Act, 2013; or</p> <p>II. A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director.</p> <p>But does not include:</p> <p>I. An Employee or Director who is a Promoter or a person belonging to the Promoter Group; or</p> <p>II. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.</p> <p><i>Explanation – The Company's Employment Grade E-7 and above includes the designations as under–</i></p>	<p>Clause-4.1.10 -</p> <p>I. Employee of the Company who has been working in India.</p> <p>II. A Director of the Company, whether a Whole Time Director or not but excluding an Independent Director.</p> <p>But does not include:</p> <p>I. An Employee or Director who is a Promoter or a person belonging to the Promoter Group; or</p> <p>II. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.</p> <p><i>Explanation - The Compensation Committee may, considering the recommendation of the ESOP Council, vary/ modify the definition of Employee based upon such parameters as it may deem fit and appropriate at its discretion from time to time.</i></p> <p>e.</p>

- *Employees under Grade E-7 includes Assistant General Manager, Deputy General Manager.*
- *Employees under Grade E-8 & E-9 includes Vice President, Associate Vice President, Head of a particular Category, General Manager;*
- *Employees under Grade E-10 includes Chief Finance Office, Chief Sales Officer, Chief Marketing Officer, Chief Human Resource Officer, President;*
- *Employees under Grade E-11 includes Chief Operations Officer;*
- *Grade E-12 includes Chief Executive Officer.*

The list of designations mentioned against each above category is not exhaustive and may include any other designation falling under Grade E-7 to E-12 as per Company's Rules and Policies prevailing at any point in time.

The Committee may, considering the recommendation of the ESOP Council, include an employee falling under different grade(s) based upon such other parameters at its discretion from time to time.

4. Requirement of Vesting and period of Vesting:

Vesting period shall commence from the grant date and shall be minimum 1 (One) year from the grant date and may extend upto maximum of 5 (Five) years from the grant date, at the discretion of and in the manner prescribed by the Committee. The Committee shall decide this matter considering the recommendation of the ESOP Council.

Vesting of Options can vary from Grantee to Grantee as per the discretion of the Committee. The Committee shall decide this matter considering the recommendation of the ESOP Council and the Committee's decision shall be final and binding.

The Actual vesting may further be linked with the eligibility criteria, as determined by the Committee and mentioned in the grant letter.

The Committee considering the recommendation of the ESOP Council shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the grant and first vesting.

The Options which get lapsed due to eligibility Criteria in any of the vesting, if any, will get lapsed from the hands of the Grantee. However, the Committee, may still allow the vesting of Options for which the eligibility criteria is not met, if so deems fit.

5. Maximum period within which the Options shall be vested:

Maximum period within which the Options shall be vested is 5 (Five) years from the grant date.

6. Exercise Price or Pricing Formula:

The exercise price shall be decided by the Committee on the basis of Market Price of the Company.

For the above purpose Market price means the latest available closing price on a recognized stock exchange on which the Equity Shares of the Company are listed on the date immediately prior to the relevant date (i.e. date of the meeting of the Compensation Committee on which the grant is made).

Explanation – As the Equity Shares of the Company are listed on more than one stock exchange, the closing price on the stock exchange having higher trading volume shall be considered as the market price.

The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the exercise price shall not go below the par value of Equity Share of the Company.

7. Exercise period and process of Exercise:

After vesting, Options can be immediately exercised within the exercise period, either wholly or in part, through cash mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any.

The exercise period shall be a maximum of up to 3 (Three) years from the date of respective vesting. Failure to comply within this time period, shall result in lapse of vested Options in the hands of Grantee. The Committee shall decide this matter considering the recommendation of the ESOP Council.

The mode and manner of the exercise shall be communicated to the Employees individually.

8. Appraisal process for determining the eligibility of the Employees to Scheme:

Existing clause	Proposed clause
<p>Clause 7.1 – The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.</p> <ul style="list-style-type: none">• Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.• Performance: Employee's performance during the financial year on the basis of the parameters decided by the management.• Designation: All Key Managerial Personnel (KMPs) as defined under Companies Act, 2013 and the	<p>Clause 7.1 – The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.</p> <ul style="list-style-type: none">• Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.• Performance: Employee's performance during the financial year on the basis of the parameters decided by the management.• The present and potential contribution of the Employee to the success of the Company.

<p>Employees falling under grade E-7 and above as per the HR Policy of the Company.</p> <ul style="list-style-type: none"> • The present and potential contribution of the Employee to the success of the Company. • High market value/difficulty in replacing the Employee. • High risk of losing the Employee to competition. • Value addition by the new entrant, if any • Employment Terms. • Total number of years of association of the employee with the Company. 	<ul style="list-style-type: none"> • High market value/difficulty in replacing the Employee. • High risk of losing the Employee to competition. • Value addition by the new entrant, if any • Employment Terms. • Total number of years of association of the employee with the Company.
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9. **The Maximum number of Options to be granted per Employee and in aggregate:**

The maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Committee may, considering the recommendation of the ESOP Council, decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 5,00,000 [Five Lakhs] which shall be convertible into equal number of Equity Shares.

10. **The Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of Exercise of Options and the exercise price paid by the Employee.

11. **Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

The Scheme shall be administered by the Compensation Committee which may delegate some or all of its power to any other Sub – Committee or Persons for proper administration of the Scheme.

12. **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The Scheme involves new issue of Equity Shares by the Company.

13. **The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

Not applicable, since the scheme is proposed to be implemented by direct route.

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

Not applicable, since the scheme is proposed to be implemented by direct route.

15. **Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time.

16. **The method which the Company shall use to value its Options:**

The Company shall comply with the requirements of IND-AS and shall use Fair Value method.

17. **Statement with regard to Disclosure in Director's Report:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. **Period of Lock-in**

Existing clause	Proposed clause
Clause 12.1 – The shares so allotted to the Grantees pursuant to exercise of Options will not be subject to a lock-in-period and can be freely sold by the Grantees thereafter.	Clause 12.1 – The shares so allotted to the Grantees pursuant to exercise of Options will not be subject to a lock-in-period and can be freely sold by the Grantees thereafter. The Compensation Committee may, however, considering the recommendation of the ESOP Council, decide/implement/vary/ modify the lock-in period in such manner and subject to such terms and conditions as it may deem fit and appropriate at its discretion from time to time.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Existing clause	Proposed clause
No existing clause pursuant to buy back exist in the Scheme	To insert clause 5.6.32 as under: 5.6.32 To decide upon the procedure for buy-back of specified securities [“specified securities” as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018] issued under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021, if to be undertaken at any time by the company, and also to decide the applicable terms and conditions, including but not limited to: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and (iii) limits upon quantum of specified securities that the company may buy-back in a financial year.

In terms of Section 62 of the Companies Act, 2013 and Regulations 6 & 7 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Members is sought by way of Special Resolution for the proposed modification in the Orient Bell Employees Stock Option Scheme – 2021.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in this resolution except to the extent of Equity Shares held by them in the Company or the Options that may be granted under the said Scheme. The Board of Directors of the Company recommends the Resolution to be passed as Special Resolution as set out at Item No. 1 for approval of the Members.

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

Sd/-

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

Place: New Delhi
Dated: 05th August, 2022