



OBL:HO:SEC:00:

New Delhi : 29.06.2021

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

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

**Stock Code - 530365**

***Stock Code: ORIENTBELL***

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

Dear Sir/Madam,

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Secretarial Compliance Report dated June 25, 2021 for the financial year ended on March 31, 2021 issued by M/s Ashu Gupta & Co., Company Secretaries, New Delhi.

This is for your kind information and record please.

Yours faithfully,  
For Orient Bell Ltd.

Yogesh Mendiratta  
Company Secretary & Head-Legal

Encl: As Above.

Orient Bell Limited

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



## Secretarial Compliance Report of ORIENT BELL LIMITED

For the year ended 31.03.2021

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

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

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

For the year ended 31<sup>st</sup> March, 2021("review period"), in respect of compliance with the provisions of:

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

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

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



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

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

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

Sr. No	Compliance Requirement	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 7(2) of SEBI Prohibition of Insider Trading), Regulations 2015	Non-filing of disclosure as required under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	During the FY 2020-21 the Company had submitted the requisite disclosures in time except the one required to be disclosed in March 2021 under Regulation 7(2) (b) of SEBI Prohibition of Insider Trading), Regulations 2015.

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation Under the SEBI (LODR) Regulations, 2015	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
			* NIL	

\* During the review period no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges however in respect of deviation mentioned in para (a) above, NSE vide its e-mail/ letter No.: NSE/LIST/33126 dated 01.06.2021 sought clarification from the company, for Change in Promoter shareholding and its disclosure status under SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company submitted clarification /response to NSE alongwith requisite disclosure as required under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 on 07.06.2021.

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

Sr.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	None	NA	NA

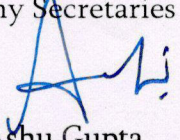


- e. The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: New Delhi  
Date: 25.06.2021

UDIN: F004123C000512543

For Ashu Gupta & Co.  
Company Secretaries

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



Note: In view of situation emerging due to COVID-19 pandemic and travel restrictions, we could not verify physical records, document and papers etc., therefore we relied on the information provided by the company in electronic mode.