

OBL:HO:SEC:00:

New Delhi : 13.04.2018

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: Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2018 and year ended 31<sup>st</sup> March, 2018.**

Dear Sir,

This has reference to the captioned subject. Please find enclosed herewith compliance report in prescribed format under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended 31<sup>st</sup> March, 2018 and year ended 31<sup>st</sup> March, 2018.

Kindly acknowledge the receipt of the same.

Yours faithfully,  
for Orient Bell Limited



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, Fax: +91 11 28521273  
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

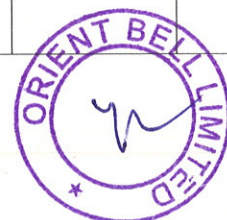
E-mail: [customercare@orientbell.com](mailto:customercare@orientbell.com), Website: [www.orientbell.com](http://www.orientbell.com)

CIN: L14101UP1977PLC021546

## Quarterly Compliance Report on Corporate Governance:

1. Name of the Company : Orient Bell Limited  
2. Quarter ended on : 31.03.2018

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive /Non- Executive/ Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Mahendra K. Daga	PAN: ADQPD9198R DIN: 00062503	Chairperson-Executive Director (designated as Chairman & Managing Director)	30.09.2015	-	1	-	-
Mr.	Madhur Daga	PAN: AAFPD0855K DIN: 00062149	Executive Director (designated as Managing Director)	14.09.2016	-	1	1	-
Mr.	K.M. Pai	PAN: AATPP7398B DIN: 01171860	Executive Director (designated as Executive Director & CFO)	30.09.2014	-	2	3	1
Mr.	R.N. Bansal	PAN: AAEPB2431N DIN: 00270908	Independent Director	14.09.2016	Since 30.09.16 to 29.09.18	1	1	-
Mr.	P. M. Mathai	PAN: AAAPM1567A DIN: 05249199	Independent Director	30.09.2014	Since 30.09.14 to 29.09.19	1	1	-
Ms.	Tanuja Joshi	PAN: AAJPJ9035D DIN: 02065607	Independent Director	30.09.2015	Since 03.11.14 to 02.11.19	1	-	1
Mr.	Sameer Kamboj	PAN: AMXPK5780G DIN: 01033071	Independent Director	14.09.2016	Since 27.07.16 to 26.07.21	1	-	1



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II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	
1. Audit Committee	Mr. R.N. Bansal	Independent Director	
	Mr. Sameer Kamboj	Chairperson -Independent Director	
	Mr. P.M. Mathai	Independent Director	
	Mr. K.M. Pai	Executive Director ( designated as Executive Director & CFO)	
2. Nomination & Remuneration Committee	Ms. Tanuja Joshi	Independent Director	
	Mr. R.N. Bansal	Independent Director	
	Mr. P.M. Mathai	Chairperson -Independent Director	
3. Risk Management Committee	N.A		
4. Stakeholders Relationship Committee	Ms. Tanuja Joshi	Chairperson -Independent Director	
	Mr. Madhur Daga	Executive Director ( designated as Managing Director)	
	Mr. K. M. Pai	Executive Director ( designated as Executive Director & CFO)	
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings	
05.12.2017	30.01.2018	55	
05.12.2017	06.03.2018	34	
05.12.2017	13.03.2018	6	
* During the F.Y. 2017-18.			
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days #
Audit Committee			
30.01.2018	Yes (all the 4 members were present)	05.12.2017	55





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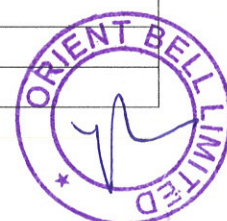
<b># During the F.Y. 2017-18.</b>			
<b>Nomination &amp; Remuneration Committee</b>			
02.02.2018	Yes (all the 3 members were present)	05.12.2017	58
02.02.2018	Yes (all the 3 members were present)	13.12.2017	50
<b>Stakeholders Relationship Committee</b>			
05.01.2018	Yes (all the 3 members were present)	28.11.2017	37
27.02.2018	Yes (all the 3 members were present)	28.11.2017	90
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)refer note below</b>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<b>VI. Affirmations</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> </ul> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>			
<p><b>For Orient Bell Limited</b></p>   <p><b>Yogesh Mendiratta</b> Company Secretary &amp; Head- Legal</p> <p><b>Date : 13.04.2018</b> <b>Place: New Delhi</b></p>			

**Orient Bell Limited**

## Compliance Report on Corporate Governance

1. Name of the Company : Orient Bell Limited  
 2. Year ended on : 31.03.2018

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		N.A.
II Annual Affirmations		
Particulars	Regulation Number	Compliance status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



Orient Bell Limited

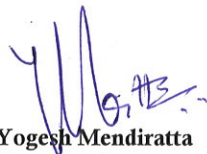
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.\*

\*[ The company has no Subsidiary]

**For Orient Bell Limited**



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



**Date : 13.04.2018**

**Place : New Delhi**

**Orient Bell Limited**