



OBL:HO:SEC:00:

New Delhi : 13.05.2021

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: Outcome under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the said Regulations.**

Dear Sir/Madam,

This is with reference to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III of the said Regulations.

In this regard, we wish to inform you that the Board of Directors at its meeting held today i.e. on Thursday, 13th May, 2021, has:

1. Considered and approved the Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and year ended March 31, 2021 together with Auditors Reports of the Statutory Auditors.

In compliance with the provisions of the Regulation 33(3)(d) of the Listing Regulations read with the SEBI 's Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we hereby declare that the Statutory Auditors - M/s B. R. Gupta & Co., Chartered Accountants, have issued the Audit Reports with unmodified opinion on the Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and year ended March 31, 2021.

2. Approved & recommended the dividend of Rs. Rs. 0.50 (50 paise) per share (face value Rs. 10/- per share) for the financial year ended March 31, 2021, subject to the approval of shareholders at forthcoming Annual General Meeting.

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



3. Subject to the approval of shareholders at forthcoming Annual General Meeting, approved the re-appointment & remuneration of Mr. Madhur Daga the Managing Director of the Company for a further period of three consecutive years commencing from 01.04.2022 till 31.03.2025.
4. Subject to the approval of shareholders, approved the re-appointment of Mr. Sameer Kamboj for a further term of 5 years as an Independent Director from 27.07.2021 to 26.07.2026.
5. Subject to the approval of shareholders, approved the appointment of Mr. K.M.Pai for a term of 5 years as an Independent Director from 01.04.2022 to 31.03.2027.

Details Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 of Mr. Madhur Daga, Mr. Sameer Kamboj & Mr. K.M.Pai are attached as Annexure "A"

Further, as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the "Enforcement of SEBI Orders regarding appointment of Directors by the listed Companies" dated June 20, 2018, Mr. Madhur Daga, Mr. Sameer Kamboj and Mr. K.M.Pai are not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

6. Subject to the approval of the shareholders at the ensuing AGM, considered and approved Orient Bell Employees Stock Option Scheme - 2021("Scheme"), brief details of which are as under:
  - 6.1 The ESOP Pool of the Scheme shall be 5,00,000 (Five Lakhs) Employee Stock Options ("*Options*") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into be 5,00,000 (Five Lakhs) Equity Shares of face value Rs.10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time),
  - 6.2 Each Option is convertible into 1 Equity Share of the Company.
  - 6.3 The Scheme shall be administered by the Compensation Committee of the Company and shall be implemented through direct route for extending the benefits to the eligible Employees (as defined in the Scheme) by the way of fresh allotment and will follow cash mechanism.

Orient Bell Limited



6.4 The issue price will be decided in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 at the time of grant of Options.

7. Appointed M/s Corporate Professionals Capital Private Limited, a category I Merchant Banker for implementation of Orient Bell Employees Stock Option Scheme - 2021 in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Further the above said Board Meeting commenced at 02:00 P.M. and concluded at 05:50 P.M.

This is for your kind information and record.

Yours faithfully,  
for Orient Bell Limited

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  
Encl: as above

Orient Bell Limited



**Annexure – A**

**Details for re-appointment of Mr. Madhur Daga as a Managing Director of the Company:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Reason for change	<p>The tenure of Mr. Madhur Daga will expire on March 31, 2022.</p> <p>The Board of Directors has, considering the recommendation of the Nomination and Remuneration Committee of the Company, approved and recommended to the shareholders re-appointment of Mr. Madhur Daga as a Managing Director of the Company for the further term of three years from April 1, 2022 to March, 31, 2025.</p>
2.	Date of appointment and term of appointment	Please refer Sr. No. 1 above.
3.	Brief profile	<p>Mr. Madhur Daga, BBA (University of Southern California, US), PG and degree holder in International Corporate Finance (University of New South Wales, Sydney, Australia), aged about 48 yrs. has over 25 years of rich experience. He had joined the Company as Executive Director in the year 1998 and since then with his dedicated and timeless efforts the Company has seen a sea change in the Company's products in terms of innovations and designs. He is a driving force behind the continual growth of the organization. Mr. Daga's continuous and rigorous efforts of brand building have made the Company's Brand known widely. Although responsible for the overall management of the Company in his present role as Managing Director, Mr. Daga spends most of his time leading the Company's Product Innovation Team &amp; interacting with customers.</p>
4.	Disclosure of relationships between Directors	Mr. Madhur Daga is not related to any Director of the Company except with Mr. Mahendra K. Daga, who is his father.

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



**Details for re-appointment of Mr. Sameer Kamboj as an Independent Director of the Company:**

Sr. No.	Particulars	Details
1.	Reason for change	<p>The tenure (first term) of Mr. Sameer Kamboj as an independent director of the Company will expire on July 26, 2021.</p> <p>The Board of Directors has, considering the recommendation of the Nomination and Remuneration Committee of the Company, approved and recommended to the shareholders re-appointment of Mr. Sameer Kamboj as an Independent Director of the Company for the consecutive second term for a period of five years from July 27, 2021 to July 26, 2026.</p>
2.	Date of appointment and term of appointment	Please refer Sr. No. 1 above.
3.	Brief profile	<p>Sameer Kamboj aged about 51 years, is a qualified Chartered Accountant and a conscious entrepreneur.. Mr. Kamboj has expert knowledge in the fields of Finance, General Management, and Business Processes and has a deep understanding of the “Human Capital with the Emotional Quotient”. He is a mentor to 1000s of entrepreneurs across the globe and aims to help people live life consciously and with abundance with their eyes open.</p> <p>Mr. Kamboj has worked hands on to set up projects in the textile, auto components, and Information technology Industry and has achieved milestones.</p> <p>Mr. Kamboj is a Strategy, Management &amp; Leadership Coach and an active speaker at various seminars. He deliberates on the topics related to “Leadership”, Management, Productivity, Indian Business models, and Human Capital.</p>
4.	Disclosure of relationships between Directors	Mr. Sameer Kamboj is not related to any Director of the Company.

Orient Bell Limited

**Details for appointment of Mr. K.M Pai as an Independent Director of the Company:**

Sr. No.	Particulars	Details
1.	Reason for change	<p>Mr. K.M. Pai has been appointed as a Non-Executive - Non-Independent Director of the Company w.e.f 01.06.2018. Earlier, Mr. Pai was holding the position of Key Managerial Personnel ('KMP') as Executive Director of the Company.</p> <p>In terms of Section 149(6)(e)(i) of the Companies Act, 2013 Mr. Pai shall be eligible to be appointed as an Independent Director of the Company after the completion of three financial years since he had left the position of KMP i.e. after 31.03.2022.</p> <p>The Board of Directors has, considering the recommendation of the Nomination and Remuneration Committee of the Company, approved and recommended to the shareholders the appointment of Mr. K.M.Pai as an Independent Director of the Company for a term of five years from effective from April 1, 2022 to March, 31, 2027.</p>
2.	Date of appointment and term of appointment	Please refer Sr. No. 1 above.
3.	Brief profile	Mr. K M Pai is M.Sc. from IIT, Bombay, MBA (Finance) from IIM, Bangalore, ACMA, ACS aged about 68 yrs. has over 46 years of rich experience across finance, costing, systems, operations, marketing and general management having worked at ABB, BHEL, Bajaj Tempo and Murudeshwar Ceramics.
4.	Disclosure of relationships between Directors	Mr. K.M.Pai is not related to any Director of the Company.

There is no change in the Directors of the Company except above Directors are being recommended to be re-appointed/appointment for further term.



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