

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**

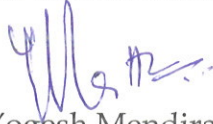
**Sub: Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2017.**

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> December, 2017.

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

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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

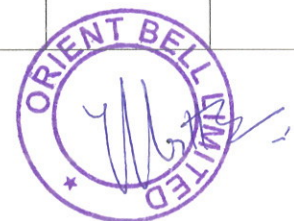
E-mail: [customer@orientbell.com](mailto:customer@orientbell.com), Website: [www.orientbell.com](http://www.orientbell.com)

CIN: L14101UP1977PLC021546

## Quarterly Compliance Report on Corporate Governance:

1. Name of the Company : Orient Bell Limited  
2. Quarter ended on : 31.12.2017

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: AAJJP9035D 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



Orient Bell Limited

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 (in number of days)*
12.09.2017	05.12.2017		83
* 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 #
<b>Audit Committee</b>			
05.12.2017	Yes (all the 4 members were present)	12.09.2017	83
# During the F.Y. 2017-18.			
<b>Nomination &amp; Remuneration Committee</b>			



**Orient Bell Limited**



05.12.2017	Yes (all the 3 members were present)	-	-
13.12.2017	Yes (all the 3 members were present)	-	7

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)refer note below
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

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
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.
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.
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:

For Orient Bell Limited




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

Date : 04.01.2018  
Place: New Delhi

**Orient Bell Limited**