OBL:HO:SEC:00: New Delhi : 17.07.2026

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga BuildingPhiroze 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 : Notice of 49th Annual General Meeting to be held on Tuesday, the 11th day of August 2026

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice for Convening 49th Annual General Meeting (AGM) of the Company to be held on Tuesday, the 11th day of August 2026 at 10:30 a.m. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility.

The Notice of the 49th AGM is available on the website of the Company at www.orientbell.com

Kindly take the above on records.

Yours faithfully,
for Orient Bell Limited

YOGESH MENDIRATTA Digitally signed by YOGESH MENDIRATTA Date: 2026.07.17 10:36:24 +05'30'

Yogesh Mendiratta
Company Secretary & Head-Legal

Encl: as above

NOTICE OF
ANNUAL GENERAL MEETING

Notice is hereby given that the 49th Annual General Meeting of the members of Orient Bell Limited will be held on Tuesday, the 11th day of August, 2026 at 10:30 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company at 8, Industrial Area, Sikandrabad–203 205, Distt. Bulandshahr (U.P.) shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March 2026, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date (including the consolidated financial statements) and the reports of Directors' and Statutory Auditors' thereon.

2. To appoint a director in place of Ms. Bindiya Shyam Agrawal (DIN: 09373404), who retires by rotation and being eligible has offered herself for re-appointment.

3. To declare a dividend of ₹1/- (Rupee one only) per equity share (10% of the face value of ₹10/- each) for the financial year ended 31st March 2026.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereafter called the 'Act'), if any and rules made thereunder, Regulation 17(6)(e) of Securities & Exchange Board of India (Listing Obligations & Disclosures Requirement) Regulations, 2015 ('Listing Regulation') (including any amendments thereto or statutory modifications or re-enactment thereof), Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and Board of Directors and subject to the approvals of the Central Govt., if necessary and such other approvals, permissions and sanctions as may be required in this regard, consent of the Company is hereby accorded for the re-appointment of Mr. Mahendra K. Daga (DIN: 00062503) as the Chairman and Whole Time Director of the Company for a further period of three consecutive years commencing from 1st April, 2027 till 31st March 2030, liable to retire by rotation, on the remuneration and terms and conditions as set out below:-

A. Salary: ₹13,50,000 – 1,00,000 – 14,50,000 – 1,00,000 – 15,50,000 with annual increment on 01st April every year;

B. Rent free furnished / unfurnished residential accommodation or HRA of maximum of 50% of salary or such other suitable amount as may be decided by the Board of Directors.

C. Commission: On net profits of the Company computed in accordance with relevant provisions of the Act, to be determined by the Nomination & Remuneration Committee / Board of Directors from time to time;

D. In addition to the above, Mr. Mahendra K. Daga shall be entitled, as per rules of the Company, to the following perquisites not exceeding ₹2,25,000/- per month or ₹27,00,000/- p.a. with authority to the Board of Directors to grant, alter or vary from time to time. The amount and type of perquisites borne/ reimbursed by the Company is as under:

   i. The expenditure pertaining to gas, electricity, water and other utilities;

   ii. The expenditure towards purchase of home appliances, furniture and furnishings as per requirements by Mr. Mahendra K. Daga;

iii. Medical expenses incurred for self and family, including health check-ups, therapies, hospitalization, membership of any hospital and / or doctors' scheme, all types of ambulances. Facility of medical checkup / treatment abroad, if and when needed, the total cost of which include travel to and fro and for the stay in any foreign country, with an attendant;

iv. Leave Travel Concession for self and family;

v. Subscription or Membership Fee for Debit or Credit or Multi-Currency Cards;

vi. Membership fee/ Subscription to clubs, subject to a maximum of two clubs, in India and/or abroad including admission and life membership fee;

vii. Personal accident insurance premium;

viii. Premium towards global health cover and medical insurance;

ix. Company maintained car with driver, telephones, computers, printers, internet, OTT and DTH subscriptions and all other communication instruments/ devices/ services at residence. Use of telephones, computers, printers, internet and all other communication instruments/ devices/ services and car with driver for official purposes shall not be considered as perquisite. The valuation of personal use of car would be as per prevalent Income-tax Rules and personal use of telephone for long distance calls will be charged on actual basis;

Mr. Mahendra K. Daga shall be entitled to such other benefits or amounts as may be approved by the Board and permissible under Schedule V to the Companies Act, 2013 or otherwise;

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:

a. Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act;

b. Payment of Gratuity and other retiral benefits as per policies/ rules of the Company;

c. Encashment of leave as per policy of the Company;

The above perquisites shall be valued as per Income Tax Rules.

E. Other Terms and Conditions:

Minimum Remuneration:

Notwithstanding anything contained herein, where in any financial year during the tenure of Mr. Mahendra K. Daga the Company has no profits or inadequate profits, the payment of remuneration, allowances and perquisites (hereinafter called "Remuneration") as set out in this resolution or the revised Remuneration as approved by the board of directors and/or shareholders from time to time shall be made to Mr. Mahendra K. Daga as Minimum Remuneration in terms of Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable.

Others:

a) The Company shall reimburse traveling, entertainment and other business promotion expenses actually incurred for the business of the Company.

b) For the purpose of Gratuity and other benefits, the services of Mr. Mahendra K. Daga will be considered continuous service with the Company from the date he joined the services of this Company in any capacity including renewal of his agreement with the Company as Chairman & Whole Time Director or in any other capacity as may be decided by the Board of Directors from time to time.

c) Mr. Mahendra K. Daga shall not be paid sitting fee for attending meetings of the Board or Committee(s).

d) Subject to the provisions of the Companies Act, 2013, Mr. Mahendra K. Daga shall while he continues to hold office as Chairman & Whole Time Director, be subject to retirement by rotation. However, the Chairman & Whole Time Director re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Chairman & Whole Time Director and such re-appointment as such director shall not be deemed to constitute a break in his appointment / service as Chairman and Whole Time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorized to grant annually or otherwise increment of the above remuneration (within the overall maximum limits whether or not it result into any change in any of the heads as aforesaid) subject to their conformity with the Act and if required with the approval of shareholders to grant remuneration in excess of the limits prescribed under the Act.

RESOLVED FURTHER THAT the terms and conditions of the appointment of Mr. Mahendra K. Daga be altered or varied and/or his designation be changed in such manner and to such extent as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Mahendra K. Daga in terms of the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be considered necessary to give effect to the above resolution."

5. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of Regulations 16(1)(b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and that of the Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and Board of Directors, Mr. K.M. Pai (DIN: 01171860), Independent Director of the Company, whose first term of appointment shall expire on 31.03.2027, and who has submitted necessary declarations, consent and a notice under section 160 of the Companies Act, 2013 signifying his candidature for directorship, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation for the second and final term of 5(five) consecutive years with effect from 01.04.2027 to 31.03.2032.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

6. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 (hereinafter called "Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 17 & 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "SEBI LODR Regulations"), recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Bindiya Shyam Agrawal (DIN: 09373404) who has submitted necessary declarations, consent and a notice under section 160 of the Companies Act, 2013 signifying her candidature for directorship, be and is hereby re-appointment as Non-Executive Non-Independent Director, liable to retire by rotation of Orient Bell Limited (hereinafter called the "Company") for the period from 28th October, 2026 to 27th October, 2027, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Regulation 17 and 23 and all other applicable provisions, if any, of the SEBI LODR Regulations or any other law for the time being in force, omnibus approvals of the Board of Directors and Audit Committee and the approvals of Company's Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Company be and is hereby accorded to pay remuneration to Ms. Bindiya Shyam Agrawal, Non-Executive Non- Independent Director by way of commission or otherwise for the period from 28th October, 2026 to 27th October, 2027 for her present term of appointment, notwithstanding the profits / absence of profits/adequacy of profits of the company.

RESOLVED FURTHER THAT the said remuneration be paid in such amounts or proportions and in such manner as may be determined by the Board of Directors (other than interested director) of the Company from time to time not exceeding the limits or excessive limits of any percentage(s) or amount(s) as permitted / prescribed under the Act and/or SEBI LODR Regulations.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to Ms. Bindiya Shyam Agrawal for attending the meetings of the Board or Committees thereof as may be decided by the Board of Directors (other than interested director) and reimbursement of expenses for participation in the Board and/or other meetings.

RESOLVED FURTHER THAT Mr. Madhur Daga, Managing Director be and is hereby authorized on behalf of the Board of Directors to prepare, finalize, modify, sign and issue the Letter of Appointment of Ms. Bindiya Shyam Agrawal.

RESOLVED FURTHER THAT the Board of Directors (other than interested director) and/or key managerial personnel of the Company be and are hereby authorized to settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

7. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and that of the Articles of Association of the Company, Mr. Sreeji Kamala Gopinathan (DIN:10937803), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 19th May, 2026 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, and who has submitted necessary consent and notice under Section 160 of the Companies Act, 2013 signifying his candidature for directorship, be and is hereby appointed as a Director of the Company, in the category of Non-Executive Independent Director, for the first term of three consecutive years from 19th May, 2026 to 18th May, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

8. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"**RESOLVED THAT** in supersession of Special Resolution passed at the AGM dated 06th August, 2024 and pursuant to the provisions of Section 149, 177, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), Regulation 17(6) and 23 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") or any other law for the time being in force and pursuant to the omnibus approval of the Board of Directors and Audit Committee and the approval of Company's Board of Directors upon recommendation of Nomination and Remuneration Committee of the company, the consent of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors including Independent Directors of the Company, for a period of three years from FY 2027-28 to FY 2029- 30, notwithstanding the profits / absence of profits / inadequacy of profits of the Company.

RESOLVED FURTHER THAT the said remuneration be paid in such amounts or proportions and in such manner as may be determined by the Board of Directors (other than interested directors) of the Company from time to time not exceeding the limits or excessive limits of any percentage(s) or amount(s) as permitted / prescribed under the Act and/or SEBI LODR Regulations.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors (other than interested directors) and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors (other than interested directors) and/or key managerial personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

9. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended till date, the Company's policy on Related Party Transactions, omnibus approvals accorded by the Audit Committee and Board of Directors and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the omnibus approval of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee of the Board) to enter into contract(s) / arrangement(s) / transaction(s)/ agreement(s) (including any modifications, alterations or amendments thereto) up to the date of the next AGM to be held in the year 2027 in ordinary course of business and on arm's length basis with M/s Proton Granito Pvt. Ltd. and M/s Corial Ceramic Pvt. Ltd., related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as enumerated in the explanatory statement annexed to this notice on such terms and conditions as may be mutually agreed upon.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the said related parties, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to the Resolutions."

By order of the Board of Directors
For **Orient Bell Limited**

Place: New Delhi
Dated: June 24, 2026

Yogesh Mendiratta
Company Secretary & Head- Legal
ICSI Membership No. 13615

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

Notes:

1. In view of General Circular no. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) and all other relevant circular/directives issued by any regulatory authority(ies) from time to time, the 49th AGM of the Company will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

2. An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 relating to special businesses set out under Item No. 4 to 9 of the accompanying Notice is annexed hereto.

3. In terms of General Circular No. 14/2020 dated April 08, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular no. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for the AGM since the AGM will be held through VC. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The record date for the purpose of AGM and determining the entitlement of members to receive the dividend for the year ended 31st March 2026 shall be 24th July, 2026.

5. Pursuant to the provisions of the Income Tax Act 2025 ("the Act"), dividend declared and distributed by a company is taxable in the hands of its shareholders. Consequently, the Company is obligated to deduct tax at source (TDS) at the rates prescribed under the Act. The applicable rate of TDS shall vary depending upon the residential status of the shareholder and the documents submitted to and accepted by the Company in accordance with the Act.

I. RESIDENT SHAREHOLDERS:

A. Individuals

- TDS at 10% shall be deducted under Section 393(1) read with Section 393(4) of the Act, where the aggregate dividend payable in a financial year exceeds INR 10,000 per PAN.

- Shareholders seeking exemption may submit Form 121 of the Income Tax Rules 2026 on or before 24th July 2026.

- PAN must be valid and operative i.e. must be linked with Aadhaar. Inoperative PAN, as defined under Section 262, shall attract higher TDS at 20% under Section 397(2).

B. Other than Individuals

Category	TDS Rate	Exemption / Documentation Required
Insurance Companies	Nil	Signed declaration qualifying as Insurer by 24th July 2026
Mutual Funds	Nil	Signed declaration qualifying as Mutual Fund by 24th July 2026
Category I/II AIF (SEBI registered)	Nil	Signed declaration by 24th July 2026
Other Resident Entities (Company/Firm/ HUF/AOP/Trust)	As applicable	Relevant documents duly signed by authorized signatory by 24th July 2026

II. NON-RESIDENT SHAREHOLDERS:

Non-resident shareholders may avail benefits under the Double Tax Avoidance Agreement (DTAA), subject to submission of the following:

1. Copy of Tax Residency Certificate (TRC) for tax year 2026–27.
2. Form 41 (Tax Treaty Relief) obtained via the Income Tax e-filing portal.
3. Copy of PAN card (or details under Rule 217 if PAN not available).
4. Self-declarations regarding:
   - o Beneficial ownership of shares.
   - o Absence of permanent establishment in India.
   - o Eligibility under DTAA read with Multilateral Instrument (MLI).
5. Any other documents prescribed under the Act or certificate for concessional / Nil withholding tax.

Note: Inoperative PAN shall attract TDS at 20%. TDS shall be applied on aggregate holdings across all folios linked to the same PAN.

III. SUBMISSION OF DOCUMENTS BY 24TH JULY 2026:

- **Resident Shareholders:** Email documents to admin@mcsregistrars.com.

- **Non-Resident / Institutional Shareholders:** Email scanned copies to investor@orientbell.com

Failure to submit requisite documents within the stipulated time shall result in deduction of TDS at higher rates, and no claim shall lie against the Company for such deduction.

IV. OTHER INSTRUCTIONS:

- TDS certificates shall be issued electronically to the shareholders with valid registered email IDs. Credit of TDS may also be viewed in Form 168 via the Income Tax e-filing portal.
- Shareholders must ensure bank account details linked to their Demat accounts are updated for timely credit of dividend.
- Shareholders holding shares in physical form must make their folios KYC compliant. Dividend shall be released only upon compliance.

6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

7. The dividend, if declared, will be paid to the members holding shares in physical form whose name appear on the register of members of the Company as on 24th July 2026. In respect of shares held in electronic form, the dividend will be paid to members whose names appear as beneficial owners as at the end of business hours on 24th July 2026 as per the list to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories").

8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the record date of 24th July, 2026.

9. Pursuant to section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed / unpaid dividend for the Financial Years up to 2017-18, to the Investor Education and Protection Fund of the Central Government ("the Fund") as per the relevant provisions of the Companies Act, 2013. The unpaid dividend for the Financial Year 2018-19 will become due to be transferred to the Fund on 28th August 2026 and shall be transferred within the prescribed timelines.

10. Pursuant to section 124(6) of the Companies Act, 2013 and Rules made thereunder, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years, are liable to be transferred to the Investor Education and Protection Fund. Members who have not yet claimed the dividend for any of the Financial Years from 2018-19 and FY 2020-21 to 2024-25 are therefore once again requested to make their claims immediately with the Company or the Company's Registrar & Share Transfer Agents. The list of unclaimed dividend for the Financial Years 2018-19 and FY 2020-21 to FY 2024-25 and the list of members whose shares are liable to be transferred to the said Fund are available on the Company's website www.orientbell.com.

    The shareholders whose dividend/shares is/will be transferred to the IEPF Authority may claim the shares or apply for refund by making an application to the IEPF Authority by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF Authority https://www.iepf.gov.in.

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

12. Members holding shares in physical form can register, cancel, vary or opt-out the nomination at their will. The Nomination Form (Form SH-13), Form for Cancellation or variation in nomination (Form SH-14) and Form for opting out nomination (Form ISR-3) can be downloaded from the Company's website www.orientbell.com. Members holding shares in demat mode should file their nomination with their Depository Participants ('DPs') for availing this facility.

13. **Members holding shares in physical form are advised to get their shares dematerialized immediately.**

14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

15. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

16. As per Regulation 40 of the SEBI Listing Regulations, the requests for effecting transfer of securities shall not be processed unless the securities are in dematerialized form.

It further provides that any transmission or transposition of securities held in physical form shall be effected only in dematerialized form. In order to facilitate the transfer-cum-dematerialization of shares, SEBI has opened special window to lodge physical shares for transfer and dematerialization, subject to certain terms and has issued circulars dated 2nd July, 2025 and 30th January, 2026 in this regard. This special window will remain open till 04th February, 2027. The shareholders may lodge their request under special window period either to company or to the RTA.

17. Securities and Exchange Board of India (SEBI) has vide Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17.11.2023, mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities. The relevant details and declaration forms prescribed by SEBI in this regard are available on the website of the Company at Path: Investor Relation>Investor Information>Downloads.

18. Members holding shares in physical form may get their bank detail updated by filing ISR-1 & ISR-2 with the Company or RTA. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

19. SEBI has prescribed form ISR-4 to cater to multiple service requests of shareholders viz., requests for issue of duplicate share certificates, transmission, transposition, consolidation of securities, consolidation of folios etc.

20. **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

a. All documents referred to in the Notice/Board's Report will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor@orientbell.com.

b. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice/ Board's Report will also be available electronically for inspection by the members during the AGM.

c. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 3rd August, 2026 through email on investor@ orientbell.com. The same will be replied by the Company suitably.

21. In compliance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are available with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report 2025-26 will also be available on the Company's website at www.orientbell.com, 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, and on the website of NSDL at https://www.evoting.nsdl.com.

22. The recorded transcript of the forthcoming AGM dtd. 11th August, 2026 shall also be made available on the website of the Company www.orientbell.com in the Investor Relations Section, as soon as possible after the conclusion of the Meeting.

23. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Company/ RTA.

If the shares are held in electronic form, then the requests for change of address, change in the Bank Accounts details etc., should be furnished to their respective DPs.

24. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members are requested to submit their PAN with their DPs, in case of shares held in demat form and RTA/ Company, in case of shares held in physical form.

25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member during voting window period as well as during AGM through remote e-voting will be provided by NSDL.

27. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 08th August, 2026 at 09:00 A.M. and ends on Monday, 10th August ,2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24th July 2026, may cast their vote electronically.

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 and joining virtual meeting 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 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. 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 to e-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 or joining virtual meeting & voting during the meeting.

	3. 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 4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** **App Store** **Google Play**
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 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 e-services 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 in demat 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 Folio Number 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 "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 e-mail to ashugupta.cs@gmail.com with a copy marked to evoting@nsdl.com. 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions 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 shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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 to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor@orientbell.com at least before 48 hours in advance before start of the meeting i.e. by 10:30 a.m. of 09th August 2026. The same will be replied by the company suitably.

6. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote E-voting login credentials and selecting the EVEN for Company's AGM, i.e. 139924.

7. Facility of joining the AGM through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM Facility 15(fifteen) minutes after the scheduled time to start the 49th AGM.

8. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship & Grievance Committee, Auditors, etc. can attend the 49th AGM without any restriction on first-come-first-served principle.

9. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Assistant Vice President - NSDL at evoting@nsdl.com / 022 - 4886 7000.

10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investor@orientbell.com from 07th August 2026 (09:00 a.m. IST) to 09th August 2026 (05:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. Shareholders who will participate in the AGM through VC/OAVM can also pose question / feedback through question/ chat box option. Such questions by the shareholders shall be taken up during the meeting or replied by the Company suitably.

28. Other Instructions

1. The "cut-off date" for determining the eligibility for voting through electronic voting system is fixed as 24th July 2026. The e-voting period commences on 08th August 2026 at 09:00 a.m. and ends on 10th August 2026 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period members of the Company, holding shares either in physical form or in demat form, as on the cut-off date, i.e., 24th July 2026, shall be entitled to avail the facility of remote e-voting.

2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 24th July 2026.

3. Members who have already exercised their voting through Remote e-voting can attend the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote again.

4. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 24th July 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com or admin@mcsregistrars.com. However, if he/she is already registered with NSDL for remote E-voting then he/she can use his/her existing User ID and password for casting the vote.

5. Ms. Ashu Gupta, Company Secretary in whole time practice (Membership No. FCS 4123; COP No. 6646), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

7. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within two working days of the conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.orientbell.com and

the website of NSDL. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.

8. The results on resolutions so declared at or after the Annual General Meeting of the Company will be deemed to have been passed on the Annual General Meeting date subject to receipt of the requisite number of votes cast in favour of the Resolutions.

29. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.orientbell.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Mahendra K. Daga was appointed as Chairman and Whole Time Director for a period from 01st April, 2024 to 31st March, 2027 vide Special Resolution passed at the 46th AGM held on 25th July, 2023.

The Nomination & Remuneration Committee and the Board of Directors have in their respective meetings held on 27th May, 2026 and 24th June, 2026, subject to the approvals of Members approved the re-appointment of Mr. Mahendra K. Daga as Chairman and Whole Time Director of the Company for a further period from 01st April 2027 to 31st March 2030 and also the remuneration as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Section 196 of the Companies Act, 2013, inter-alia, provides that no company shall appoint or continue the employment of any person as Whole Time Director, who has attained the age of seventy years, unless his appointment is approved as a special resolution. Mr. Mahendra K. Daga, aged about 87 years, is a successful businessman and a sound technocrat. Mr. Mahendra K. Daga's name is synonymous with the tiles industry. He has vast experience in erecting, commissioning and successfully managing various multi location tiles plants, and is acclaimed as an authority in this field. He has successfully commissioned various Ceramic Tile Plants / Ceramic Refractories / Ceramic Transfers at various locations.

Mr. Daga is a guiding force for Orient Bell Limited and has helped the Company in achieving its rationalized targets. His decades of experience in Ceramics has always proved rewarding for the Company. Mr. Mahendra K. Daga's appointment as Chairman & Whole Time Director for a further period of 3 years is hence justified.

Subject to the provisions contained under sections 152,196,197,198 and 203 read with Schedule V of the Companies Act, 2013, member's approval by way of Special Resolution is required for the appointment and payment of remuneration for an amount as stated in the Special Resolution at item no. 4 of the accompanying notice.

None of the Directors except Mr. Mahendra K. Daga and Mr. Madhur Daga (who is son of Mr. Mahendra K. Daga) are concerned or interested in the resolution.

In terms of Section 190 of the Companies Act, 2013, the Special Resolution at Item no. 4 along with its explanatory statement shall be construed as a memorandum setting out the terms of appointment of Mr. Mahendra K. Daga.

A Brief resume of Mr. Mahendra K. Daga, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees and other details, are provided in the statement giving details pursuant to Regulation 36(3) of the SEBI LODR Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking re-appointment and is appended to this Notice as **Annexure A**.

Details required under Part II Section II of Schedule V of the Act are attached as **Annexure-B** forming part of this notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Mahendra K. Daga and Mr. Madhur Daga (son of Mr. Mahendra K. Daga) is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of the Resolution at Item No. 4 as Special Resolution.

ITEM NO. 5

The first term of appointment of Mr. K.M. Pai as Independent & Non-Executive Director for a period of 5 consecutive years shall expire on 31-03-2027.

Mr. K.M. Pai who shall attain the age of 75 years on 25th August 2027, has submitted the necessary declarations and consents with regard to his re-appointment (particularly regarding his independence and shareholding) for second and final term of five consecutive years from 01-04-2027 to 31-03-2032.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 18th May, 2026 and 19th May, 2026 approved and recommended the re-appointment of Mr. K.M. Pai for second consecutive and final term of five years effective from 01.04.2027 to 31.03.2032 as Independent & Non-Executive Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 has been received from Mr. K.M. Pai himself proposing his candidature for the office of Independent Director of the Company. In the opinion of the Board, Mr. K. M. Pai fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management. Mr. K. M. Pai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In compliance of Regulation 17(1A) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a special resolution for the appointment of Mr. K.M. Pai who shall attain the age of 75 years on 25th August 2027, has been proposed at Item no. 5 and the justification for such appointment is as under:

Mr. K.M. Pai has been associated with Orient Bell Limited since 2012 when it took over Bell Ceramics Limited and remained part of the Board of Directors since then. During April, 2014 to May, 2018, Mr. Pai has served the company in the capacity of Executive Director. Over these years, Mr K.M. Pai has been instrumental in development of products, strengthening the balance sheet and overseeing the day to day business affairs of the Company. Since June 2018, he continued with the office of Director and re-designated as Non-Executive Director. In his current role of Independent & Non-Executive Director of the Company, his active participation at Board level and guidance on financial management, stakeholders' relationship, governance acumen, inventory management, production management, policies formation and such other key areas, has extremely benefitted the Company. In view of the aforesaid, his proposed appointment for further 5 consecutive years from 01-04-2027 to 31-03-2032, is justified.

A Brief resume of Mr. K.M Pai, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees and other details, are provided in the statement giving details pursuant to Regulation 36(3) of the SEBI LODR Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking re-appointment and is appended to this Notice as **Annexure A**. Details required under Part II Section II of Schedule V of the Act are attached as **Annexure-B** forming part of this notice.

A copy of the draft letter of appointment of Mr. K.M Pai setting out the terms and conditions of his appointment will be available for inspection by the members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the AGM and is also available on the website of the Company at www.orientbell.com.

Mr. K.M. Pai has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. K.M. Pai.

The Board recommends the passing of the Resolution at Item No. 5 as a Special Resolution.

ITEM NO. 6

The tenure of Ms. Bindiya Shyam Agrawal as Non-Executive Non-Independent Director of the Company is ending on 27th October, 2026. In order to have at least one woman director on the Board and for maintaining composition of the Board as per minimum requirement prescribed by law, it is imperative to have at least one woman director on Board of the Company.

The Nomination & Remuneration Committee and the Board of Directors have, in their respective meetings held on 18th May, 2026 & 19th May, 2026, approved the re-appointment of Ms. Bindiya Shyam Agrawal (DIN: 09373404) as a Non- Executive Non-Independent Director of the Company for a period from 28th October, 2026 to 27th October, 2027.

In terms of the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 with regard to the payment of Remuneration by way of commission or otherwise to any director in case of absence or inadequacy of profits, it is required to make certain disclosures in the explanatory statement.

In view of the aforesaid, the re-appointment of Ms. Bindiya Shyam Agrawal as a Director in the category of Non-Executive Non-Independent Director for a period from 28th October, 2026 to 27th October, 2027 liable to retire by rotation as well as the payment of remuneration by way of commission or otherwise, is intended to be passed by way of special resolution.

A Brief resume of Ms. Bindiya Shyam Agrawal, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees and other details, are provided in the statement giving details pursuant to Regulation 36(3) of the SEBI LODR Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment and is appended to this Notice as **Annexure A**.

Details required under Part II Section II of Schedule V of the Act are attached as **Annexure-B** forming part of this notice.

Considering the rich and diversified experience that Ms. Bindiya Shyam Agrawal brings in, your Board considers that her re-appointment as a Director of the Company will be in its best interest. Ms. Bindiya Shyam Agrawal is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Ms. Bindiya Shyam Agrawal or her relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends passing of the resolution as set out at Item no. 6 of this Notice as Special Resolution.

ITEM NO. 7

On the recommendation of the Nomination & Remuneration Committee, Mr. Sreeji Kamala Gopinathan (DIN: 10937803), was appointed as an Additional Director by the Board with effect from May 19, 2026, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Gopinathan will hold office up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Sreeji Kamala Gopinathan for the Office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Considering the rich experience that Mr. Gopinathan brings to bear, your Board considers that his appointment as a Director of the Company will be in its best interest. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. The Company has received a declaration from Mr. Sreeji Kamala Gopinathan that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under the Listing Regulations. He does not hold any shares in the Company as on date. He is also independent of the management. Mr. Sreeji Kamala Gopinathan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

A Brief resume of Mr. Sreeji Kamala Gopinathan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees and other details, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting, appended to this Notice as **Annexure A**.

Details required under Part II Section II of Schedule V of the Act are attached as **Annexure-B** forming part of the notice.

A copy of the draft letter of appointment of Mr. Sreeji Kamala Gopinathan setting out the terms and conditions of his appointment is available for inspection by the members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the AGM and is also available on the website of the Company at www.orientbell.com.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Sreeji Kamala Gopinathan or his relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends passing the resolution as set out at Item no. 7 of this Notice as Special Resolution.

ITEM NO. 8

Non-Executive Directors play an important role of laying down policies and providing guidelines for conduct of Company's business. With the changes brought in by the Regulatory Authorities to ensure good Corporate Governance, the role of Non-Executive Directors (NEDs) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. The responsibilities of the Independent Directors and Non-Executive Directors increasing manifold requiring them to keeping themselves abreast of the everchanging Company law and other statutory requirements to be followed by the Company. The Directors are required to devote significant time & energy to study, understand and pursue companies for implementation of Regulatory provisions strictly.

The shareholders have in the 47th AGM held on 6th August, 2024 approved the payment of remuneration to Non-Executive Director (Including Independent Director) by way of Commission or otherwise notwithstanding the profits/ absence of profits/ inadequacy of profit of three years from FY 2024-25 to 2026-27.

Taking into account the roles and responsibilities of the Directors and adequacy/inadequacy of profits, the Board of Directors has, upon recommendation of Nomination & Remuneration Committee approved and proposed that for a further period of three consecutive years from FY 2027-28 to FY 2029-30, the non-executive directors (including independent directors) be paid remuneration by way of commission or otherwise, notwithstanding the profits / absence of profits / inadequacy of profits of the Company.

The quantum of remuneration by way of commission or otherwise payable to each of the Non-Executive Directors shall be fixed and decided by the Board of Directors (other than Interested Directors) considering, attendance, type of meeting, preparations required etc. not exceeding the limits/ excessive limits of any amount(s) or Percentage(s) as may be permitted under the relevant provisions of the Companies Act and/or SEBI (LODR) Regulations. This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or its Committees or for any other purpose whatsoever, as may be decided by the Board of Directors (other than Interested Directors), and reimbursement of expenses for participation in the Board and other meetings.

Non-Executive Directors and their relatives may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them. None of the other Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as a Special Resolution.

Details of Non-Executive Directors (including independent Directors) as per Secretarial Standard on General Meetings ("SS-2") are attached as **Annexure-A** forming part of the notice.

Details required under Part II Section II of Schedule V of the Act are attached as **Annexure-B** forming part of the notice.

ITEM NO. 9

The Company in its ordinary course of business and on arm's length basis makes transactions for Purchase/Sale of Ceramic / Vitrified tiles with M/s Proton Granito Private Limited and M/s Corial Ceramic Private Limited. By virtue of subscription of their shares >20%, M/s Proton Granito Private Limited and M/s Corial Ceramic Private Limited have been categorized as Associate Companies in terms of the provisions of Section 2(6) of the Companies Act, 2013 ("Act"), IND-AS and under Regulation 2(1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has already entered into contracts with M/s Proton Granito Private Limited and M/s Corial Ceramic Private Limited respectively for subscribing to their share capital and sale/ purchase of ceramic/ vitrified tiles.

Pursuant to the applicable provision of the Act read with the applicable rules issued under the Act, Regulation 23 of Listing Regulations and the Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions ("the Policy"), all material related party transactions and subsequent material modification as defined by the audit committee shall require a prior omnibus approval of the shareholders, if the transaction(s) to be entered with related party whether individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company envisages that the transaction(s) entered into with M/s Proton Granito Private Limited and M/s Corial Ceramic Private Limited whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company.

The prior omnibus approval of the shareholders is thus sought through an ordinary resolution at Item No. 9 for entering into material related party transactions and subsequent material modifications, if any, with M/s Proton Granito Private Limited and M/s Corial Ceramic Private Limited from the date of 49th AGM up to the date of the 50th AGM to be held in the year 2027 in ordinary course of business and on arm's length basis. Details of the proposed RPTs between Orient Bell Limited and its Associate Companies. The details of the proposed transactions, as per the disclosure requirements prescribed under the Industry Standards on Related Party Transactions pursuant to the SEBI Circulars dated 26th June, 2025 and 13th October, 2025, are below:

1. **Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.**

Table-A

(Minimum Information placed before the audit committee & Board for the Material Related Party Transaction)

Sl. No	Particulars		
	PART - A		
1	Name of the related party	**Proton Granito Private Limited**	**Corial Ceramic Private Limited**
2	Country of incorporation	India	India
3	Nature of business	Manufacturing and Trading of tiles and allied products	Manufacturing and Trading of tiles and allied products
4	Relationship with the Company	Associate	Associate
5	Nature of its Concern	Financial	Financial
6	Shareholding of the OBL in Related Party	20.86%	26%
7	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary	Not Applicable	Not Applicable
8	Shareholding of the Related Party in OBL	Nil	Nil
9	Total amount of all the transactions undertaken by the OBL with the related party during the last financial year.		
	Nature of Transactions	Purchase & Sale of Goods & Reimbursement of expenses	Purchase of Goods & Reimbursement of expenses
	Amount (FY 2024-25)	Purchase of Goods = ₹45.04 Cr.	Purchase of Goods = ₹19.65 Cr.
		Sale of Goods = ₹0.09 Cr.	Re-imbursement of Expenses = ₹0.52 Cr.
		Re-imbursement of Expenses = ₹0.12 Cr.	Total = ₹20.17 Cr.
		Total = ₹45.25 Cr.	
10	Total amount of all the transactions undertaken by the OBL with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Purchase of Goods = ₹18.12 Cr.	Purchase of Goods = ₹11.82 Cr.
		Re-imbursement of Expenses = ₹0.06 Cr	
		Total = ₹18.18 Cr.	
11	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the OBL during the last financial year.	Nil	Nil
12	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Sale/Purchase of Ceramic/Vitrified tiles/Adhesive & Allied products, any marketing tie up/agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction= Rs 100 Cr.	Sale/Purchase of Ceramic/Vitrified tiles/Adhesive & Allied products, any marketing tie up/agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction = Rs 50 Cr.

Sl. No	Particulars		
13	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
14	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	15.00%	7.50%
15	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable
16	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	88%	99%
17	Financial performance of the related party for the immediately preceding financial year:		
	Turnover	113.43 Cr	50.45 Cr.
	Profit After Tax	0.86 Cr	0.44 Cr.
	Net worth	32.86 Cr	14.59 Cr.
18	Specific type of the proposed transaction	Sale/Purchase of Ceramic/Vitrified tiles/Adhesive & Allied products, any marketing tie up/agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction.	Sale/Purchase of Ceramic/Vitrified tiles/Adhesive & Allied products, any marketing tie up/agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction.
19	Details of each type of the proposed transaction	Sale/Purchase of Ceramic/ Vitrified tiles/Adhesive & Allied products, any marketing tie up/ agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction	Sale/Purchase of Ceramic/Vitrified tiles/Adhesive & Allied products, any marketing tie up/agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction
20	Tenure of the proposed transaction	12 months (from 01st April 2026 to 31st March 2027)	
21	Whether omnibus approval is being sought?	Yes	Yes

Sl. No	Particulars		
22	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Sale/Purchase of Ceramic/ Vitrified tiles/Adhesive & Allied products, any marketing tie up/ agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction= Rs 100 Cr.	Sale/Purchase of Ceramic/Vitrified tiles/Adhesive & Allied products, any marketing tie up/agreements, reimbursement of expense, any expense associated with said transaction(s) and rental transaction = Rs 50 Cr.
23	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Contract/ Arrangement with Proton Granito Pvt Limited are commercially beneficial and have locational advantage for the Company's supply chain	Contract/ Arrangement with Corial Ceramic Pvt Limited are commercially beneficial and have locational advantage for the Company's supply chain
24	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable, no such interest	
	Name of the director / KMP		
	Shareholding of the director / KMP, whether direct or indirect, in the related party		
25	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
26	Other information relevant for decision making.	Nil	
	PART - B		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable as they being regular parties to secure supply chain	
2	Basis of determination of price	Mutual understanding based on arm's length principles.	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:		
	Amount of Trade advance	Upto 2.5 Cr.	Nil
	Tenure	Upto 365 days	Nil
	Whether same is self-liquidating?	Yes	Nil

2. **Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.**

   - As explained above in detail read with information in Table A.

3. **Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards**

   - CEO & CFO provided a certificate confirming that the proposed RPTs are in the interest of the Company and the same has been reviewed by the Audit committee in its meeting held on 27th January, 2026.

4. Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.

- Audit Committee & Board of Directors in their respective meetings held on 27th January, 2026 accorded the omnibus approval to the Related party transactions including Material RPTs with M/s. Proton Granito Private Limited & M/s. Corial Ceramic Private Limited.

5. Provide web-link and QR Code, through which shareholders can access the valuation report or other reports, if any, considered by Audit Committee while approving the RPT.

- Not Applicable

6. The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.

- Not Applicable - No such redaction took place.

7. Any other information that may be relevant.

- All relevant information forms part of this explanatory statement setting out material facts.

The omnibus approval to Related Party Transactions up to the limits as specified above has already been accorded by the members of Audit Committee and Board of Directors in their respective meetings held on 27th January, 2026.

The Members may note that in terms of the provisions of Listing Regulations, the related parties (whether such related parties is a party to the aforesaid transaction or not) shall not vote to approve Resolution at Item No. 9.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the resolution set out in Item No. 9.

The Board of Directors recommends passing of the resolution as set out at Item no. 9 of this Notice as an Ordinary Resolution.

ANNEXURE A

INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE APPOINTED/RE-APPOINTED AND/OR FIXATION OF REMUNERATION TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Name of Director	Mr. Mahendra K Daga	Mr. K M Pai
DIN	00062503	01171860
Date of Birth	27-10-1938	25-08-1952
Age (in completed years)	87	73
Date of Re-Appointment	01-04-2027	01-04-2027
No. of Equity Shares held in the Company (as on 31.03.2026)	30,89,836	Nil
No. of Equity Shares held in the Company for any other person on a beneficial basis	4,75,375	Nil
Experience, qualification & Expertise in specific functional area (Brief Profile)	Mr. Mahendra K. Daga, B.A. aged 87+ years is a successful entrepreneur and a sound technocrat. Mr. Daga carries rich and enormous experience of more than 5 decades in Ceramic Industry. He is an expert in erecting, Commissioning and successfully managing various tiles plants and Ceramic refractories at different locations.	Mr K M Pai, aged about 73 years, Haas done MSc (Maths) from IIT Bombay and PGDM (Finance) from IIM Bangalore. He is also a qualified Cost and Management Accountant and a Company Secretary. He has spent a good many years in marquee corporates in India in their finance and general management function. Mr. Pai is associated with Orient Bell Ltd. for more than 14 years.
Terms & Conditions of appointment/reappointment and detail of remuneration sought to be paid	As envisaged in the Special Resolution	As envisaged in the Special Resolution
Remuneration last drawn (during FY 2025-26)	₹2,26,98,843/-	₹8,90,000/-
No. of board meetings attended during FY 2025-26	6	7
Directorship in other Companies along with Listed entities as on 31.03.2026	1. Good Team Investment & Trading Co. Pvt. Ltd. 2. Freesia Investment &Trading Co. Ltd.	VST Zetor Pvt. Ltd.
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil
Listed Companies from where the director has resigned in past three years	Nil	VST Tillers Tractors Limited
Relationships between directors inter-se, Manager or other Key Managerial Personnel of the Company	Mr. Mahendra K Daga is father of Managing Director of the Company.	Mr. K.M. Pai is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives

Name of Director	Mr. Thambiah Elango	Ms. Bindiya Shyam Agrawal
DIN	07973530	09373404
Date of Birth	25-05-1965	24-08-1981
Age (in completed years)	61	44
Date of Re-Appointment	24-06-2024	28-10-2026
No. of Equity Shares held in the Company (as on 31.03.2026)	Nil	Nil
No. of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil
Experience, qualification & Expertise in specific functional area (Brief Profile)	Mr. Thambiah Elango, aged about 61 years, has 35+ years of extensive operational leadership career with top ranked companies across Industries. An MBA from IIM-Bangalore and M. Tech from IIT, Chennai, Mr. Elango has been part of the successful Indian telecom revolution with leadership roles. Post his corporate career, he has built a career as an Entrepreneur and Consultant, helping start-ups with the market fit strategy and the go-to market plans.	Ms. Bindiya Shyam Agrawal holds an MBA from Haas School of Business, UC Berkeley. She brings 17+ years of rich and diversified experience across industries, held varied leadership roles and worked across multiple leading organizations such as McKinsey & Company, Myntra & Jabong, Lodha Ventures, and Cactus Venture Partners (CVP), solving a variety of problems. At present she is a Partner (external consultant) at SKC World, focusing on Clarow - a suit of SKC's Enterprise Building Products. Her expertise lies in leading business turnarounds, transformational growth, strategy initiatives and running CEO's office. One of her key strengths is finding solutions to complex problems through inner clarity. She enjoys turning around problem areas into opportunities and galvanizing teams to punch much above their weight. Her collaboration style is open, engaging, and focused on impact. She held the position of a Director on the Board of Sakthi Auto Component Limited, appointed by AAPICO Hitech Public Company Limited, a Thailand based business conglomerate, between Jan'22 and Dec'23, the period when AAPICO held majority shareholding in the Company. Ms. Bindiya is a self-confessed seeker and a deep-meditator.
Terms & Conditions of appointment/reappointment and detail of remuneration sought to be paid	As envisaged in the Special Resolution	As envisaged in the Special Resolution
Remuneration last drawn (during FY 2025-26)	₹8,30,000/-	₹5,30,000/-
No. of board meetings attended during FY 2025-26	7	7

Name of Director	**Mr. Thambiah Elango**	**Ms. Bindiya Shyam Agrawal**
Directorship in other Companies along with Listed entities as on 31.03.2026	- Five9 Technologies India Private Limited - Kalosretail Private Limited - Savadika Retail Private Limited - Vaidyanathan Foundation - Cypress Tech Counsulting LLP	Nil
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil
Listed Companies from where the director has resigned in past three years	Tata Teleservices (Maharashtra) Limited	Nil
Relationships between directors inter-se, Manager or other Key Managerial Personnel of the Company	Mr. Thambiah Elango is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives	Ms. Bindiya Shyam Agrawal is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives

Name of Director	**Sreeji Kamala Gopinathan**
DIN	10937803
Date of Birth	08-05-1972
Age (in completed years)	54
Date of Appointment	19-05-2026
No. of Equity Shares held in the Company (as on 31.03.2026)	Nil
No. of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Experience, qualification & Expertise in specific functional area (Brief Profile)	Mr. Sreeji Kamala Gopinathan is an MBA from the University of Edinburgh (UK) and B. Tech (Applied Electronics and Instrumentation). He possesses 30+ years of CDIO experience in leading the E2E IT and Digital portfolio including Data Analytics leveraging AI/ML, RPA and Enterprise BI for intelligent automation as well as in leading the applications across functions & markets; Infra & Operations; Information Security and CSV. Mr. Sreeji Kamala Gopinathan is an expert in Business transformation of ambitious organisations solving business problems by leveraging the domain expertise and tech / digital solutions.
Terms & Conditions of appointment/ reappointment and detail of remuneration sought to be paid	As envisaged in the Special Resolution
Remuneration last drawn (during FY 2025-26)	Nil
No. of board meetings attended during FY 2025-26	Nil
Directorship in other Companies along with Listed entities as on 31.03.2026	Inviofex Private Limited
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he/ she is a Director	Nil
Listed Companies from where the director has resigned in past three years	Nil
Relationships between directors inter-se, Manager or other Key Managerial Personnel of the Company	Mr. Sreeji Kamala Gopinathan is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives

ANNEXURE B

I. General Information

1. The Company is engaged in the business of manufacture and trading of Ceramic Tiles. The manufacturing facilities of the Company are situated at Sikandrabad (Uttar Pradesh), Dora (Gujarat) and Hoskote (Karnataka). The Company has nationwide distribution network through its Channel Partners.
2. The Company had commenced commercial production w.e.f. 7th October 1977.
3. The Company is an existing entity.
4. Financial performance of the Company (as per standalone and consolidated financial results) for the Financial year 2025-26 is as follows:

(In ₹ Crores except mentioned otherwise)

Particulars	FY 2025-26	
	Standalone	Consolidated
Net Sales	678.8	687.0
Profit/ (loss) before exceptional items and tax	16.3	16.6
Exceptional Items	1.3	1.3
Profit/ (loss) before tax	15.0	15.3
Share of profit/(loss) of Associates	-	1.1
Operating Profit before taxation	15.0	16.4
Profit After Tax	11.1	12.4
Paid up Equity Capital	14.7	14.7
Other Equity	307.9	314.1
Basic Earnings Per Share (₹)	7.60	8.46
Diluted Earnings Per Share (₹)	7.57	8.43

5. The Company has no foreign investment or collaborations.

II. Information about the appointee/receipient of remuneration -

A. Mr. Mahendra K Daga, Chairman & Whole Time Director

1. Mr. Mahendra K. Daga, B.A. aged about 87 years has over 58 years of successful experience. His name is synonymous with the tiles industry. Under the overall supervision of the Board of Directors, he has been instrumental in taking the Company from strength to strength to its present position.

2. The total remuneration of Mr. Mahendra K. Daga for the Financial Year 2025-26 was ₹2,26,98,843/-

3. Mr. Daga is the Founder member of the Indian Council of Ceramic Tiles & Sanitary ware (ICCTAS), the apex body in India representing the Ceramic Industry. His expertise in the field had won him the prestigious Fellowship by the British Ceramic Institute. He had represented India as one of the eight speakers from all over the world at the "International Meeting on Ceramic Industry" organized by Assciazione Costrullori Italiani Machine Attrezzature per Ceramica, at Modena, Italy. Mr. Mahendra K. Daga, an environmentalist, having foreseen the related problems of Pollution by forbidden smoking, falling of trees and conservation of water in all his organisations as early as 1971. He occasionally delivers talks on horticulture and presentation of nature.

4. Mr. Mahendra K. Daga bears rich and enormous experience and expertise in manufacturing of tiles and in handling the business as a successful entrepreneur. Since December 1993, under his leadership, the Company has achieved significant growth in a very short span and has carved a niche for itself in the industry. Mr. Daga is most suitable for the position of Chairman & Whole Time Director of the Company.

5. The detail of proposed remuneration is as per special resolution at item no. 4.

6. The remuneration proposed to be paid to Mr. Daga is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

7. Besides his remuneration, Mr. Daga had pecuniary relationship with the Company as mentioned in note no. 40 - Related Party Disclosures. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company, except with Mr. Madhur Daga, Managing Director, who is his son.

B. Non-executive directors:

Particulars	Mr. K.M Pai	Mr. Sreeji Kamala Gopinatahan
Background Details	Mr K M Pai, aged about 73 years, has done MSc (Maths) from IIT Bombay and PGDM (Finance) from IIM Bangalore. He is also a qualified Cost and Management Accountant and a Company Secretary. He has spent a good many years in marquee corporates in India in their finance and general management function. Mr. Pai is associated with Orient Bell Ltd. for more than 14 years.	Mr. Sreeji Kamala Gopinatahan, aged about 54 years, has done MBA from the University of Edinburgh (UK) and B. Tech (Applied Electronics and Instrumentation). He possesses 30+ years of CDIO experience in leading the E2E IT and Digital portfolio including Data Analytics leveraging AI/ML, RPA and Enterprise BI for intelligent automation as well as in leading the applications across functions & markets; Infra & Operations; Information Security and CSV. He was part of leadership teams of large corporates across pharmaceuticals, consumer goods, industrial manufacturing and technology led businesses. He was Global Chief Information Officer at Lupin and senior technology leader with Corporates like Reckitt, Philips, Procter & Gamble, ISRO and ABB, based out of India, UK and the Netherlands.
Past Remuneration (Sitting Fees for attending Board/ Committee meetings & other remunerations during FY 25-26) (In ₹)	₹8,90,000/-	Nil
Recognition or awards	Nil	Mr. Sreeji has bagged International & domestic awards like Top global CIO100 (Hot Topics) 2023, India CIO100 by IDG, Digital & RPA icon by Core media, Global CIO Impact award from Frost & Sullivan.
Job Profile and his/ her suitability	Mr. K.M. Pai has been appointed as a Non Executive – Non Independent Director of the Company w.e.f 01.06.2018. Till 31.05.2018, Mr. Pai was holding the position of Key Managerial Personnel ('KMP') as Executive Director of the Company. Since 01.04.2022, Mr. K.M. Pai was appointed as an Independent Director of the company for the 1st term of 5 years. Due to his expertise in diverse	Mr. Sreeji Kamala Gopinatahan has been appointed as a Non-Executive Independent Director of the Company for the period from 19th May, 2026 to 18th October, 2029, subject to the approval of shareholders at ensuing Annual General Meeting.

Particulars	Mr. K.M Pai	Mr. Sreeji Kamala Gopinatahan
	functions, Mr. Pai has been re-appointed as a Non-Executive Independent Director of the Company for the 2nd and final term of 5 consecutive years for the period from 01st April, 2027 to 31st March, 2032, subject to the approval of shareholders at ensuing Annual General Meeting.	
Remuneration Proposed	The detail of proposed remuneration is as per special resolution at item no. 8.	The detail of proposed remuneration is as per resolution at item no 8.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin)	The remuneration proposed to be paid is commensurate with the size of the Company, nature of its operations, profile of the position and is in line with the consonance position in the industry.	The remuneration proposed to be paid is commensurate with the size of the Company, nature of its operations, profile of the position and is in line with the consonance position in the industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides his remuneration & sitting fee, Mr. K.M. Pai had no pecuniary relationship with the Company. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.	Mr. Sreeji Kamala Gopinathan has no pecuniary relationship with the Company as on date. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.

Particulars	Mr. Thambiah Elango	Ms. Bindiya Shyam Agrawal
Background Details	Mr. Thambiah Elango, aged about 61 years, has 35+ years of extensive operational leadership career with top ranked companies across Industries. An MBA from IIM-Bangalore and M. Tech from IIT, Chennai, Mr. Elango has been part of the successful Indian telecom revolution with leadership roles. Post his corporate career, he has built a career as an Entrepreneur and Consultant, helping start-ups with the market fit strategy and the go-to market plans.	Ms. Bindiya Shyam Agrawal holds an MBA from Haas School of Business, UC Berkeley. She brings 17+ years of rich and diversified experience across industries, held varied leadership roles and worked across multiple leading organizations such as McKinsey & Company, Myntra & Jabong, Lodha Ventures, and Cactus Venture Partners (CVP), solving a variety of problems. At present she is a Partner (external consultant) at SKC World, focusing on Clarow - a suit of SKC's Enterprise Building Products.

Particulars	Mr. Thambiah Elango	Ms. Bindiya Shyam Agrawal
		Her expertise lies in leading business turnarounds, transformational growth, strategy initiatives and running CEO's office. One of her key strengths is finding solutions to complex problems through inner clarity. She enjoys turning around problem areas into opportunities and galvanizing teams to punch much above their weight. Her collaboration style is open, engaging, and focused on impact. She held the position of a Director on the Board of Sakthi Auto Component Limited, appointed by AAPICO Hitech Public Company Limited, a Thailand based business conglomerate, between Jan'22 and Dec'23, the period when AAPICO held majority shareholding in the Company. Ms. Bindiya is a self-confessed seeker and a deep meditator.
Past Remuneration (Sitting Fees for attending Board/ Committee meetings & other remunerations during FY 25-26) (In ₹)	₹8,30,000/-	₹5,30,000/-
Recognition or awards	Nil	Nil
Job Profile and his/her suitability	Mr. Thambiah Elango has been appointed as an Independent Director of the Company for the 1st term of 5 years from 24th June, 2024 to 23rd June, 2029 at the Annual General Meeting held on 06th August, 2024.	Ms. Bindiya Shyam Agrawal has been re-appointed as a Non-Executive Non-Independent Director of the Company for the period from 28th October, 2025 to 27th October, 2026 at the Annual General Meeting held on 05th August, 2025 and further re-appointed as a Non-Executive Non-Independent Director of the Company for the period from 28th October, 2026 to 27th October, 2027, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.
Remuneration Proposed	The detail of proposed remuneration is as per resolution at item no 8.	The detail of proposed remuneration is as per resolution at item no 8.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin)	The remuneration proposed to be paid is commensurate with the size of the Company, nature of its operations, profile of the position and is in line with the consonance position in the industry.	The remuneration proposed to be paid commensurate with the size of the Company, nature of its operations, profile of the position and is in line with the consonance position in the industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides his remuneration & sitting fee, Mr. Thambiah Elango had no pecuniary relationship with the Company. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.	Besides her remuneration & sitting fee, Ms. Bindiya Shyam Agrawal had no pecuniary relationship with the Company. She has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.

III. Other Information:

1. Inadequate profits/losses are inevitable. The risk of fall in domestic demand, intense competition from organized and unorganized sector, volatility of ocean freights, over capacity within the industry associated with other risks may negatively impact the performance of the Company and may result in inadequate profit and/or losses.

2. The Company reviews the risks appurtenant thereto periodically and always endeavor to take measures to combat those risks. The Company's management focuses on Cost optimization, lower cost of production, improved operational efficiencies, steady expansion in operating margins to achieve operational excellence. The above initiatives together with consistent efforts for increasing volumes, led to improved financing & operational results.

3. It is difficult to forecast the productivity and profitability in measurable terms. On the whole, the Company is optimistic for the outlook of growth in the short to medium term in terms of total revenues/turnover and operating margins considering overall expected positive trend in tile industry.

IV. Disclosures to be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement for FY 2025-26:

1. The detail of all elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all Directors is included in the Corporate Governance Report and forming part of the Board of Director's Report.

2. The detail of fixed component and performance linked incentives along with the performance criteria is included in the Corporate Governance Report and forming part of the Board of Director's Report.

3. There is no service contract, notice period or severance fees for the appointees. However, the terms of appointment/re-appointment of Mr. Mahendra K Daga as a Chairman & Whole Time Director for the proposed period of three years from 01st April, 2027 to 31st March, 2030, Mr. K.M. Pai as a Non-Executive Independent Director for the proposed period of five consecutive years from 01st April, 2027 to 31st March, 2032, Ms. Bindiya Shyam Agrawal as Non-Executive Non-Independent director for the proposed period of one year from 28th October, 2026 to 27th October, 2027 and Mr. Sreeji Kamala Gopinathan as a Non-Executive Independent Director for the proposed period of three consecutive years from 19th May, 2026 to 18th May, 2029 are governed by the applicable law.

4. The detail of stock option, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Not applicable as the appointees have not been issued any stock option.

Place: New Delhi
Dated: June 24, 2026

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

By order of the Board of Directors
For Orient Bell Limited

Yogesh Mendiratta
Company Secretary & Head- Legal
ICSI Membership No. 13615