

OBL:HO:SEC:00:

New Delhi : 19.09.2016

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

Stock Code - 530365

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

Stock Code: **ORIENTBELL**

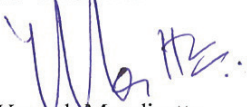
Sub. : Submission of Annual Report for the Financial Year 2015-16.

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the company for the Financial Year 2015-16 as approved and adopted at 39th Annual General Meeting of Orient Bell Limited held on Wednesday, the 14th day of September 2016 at 11.30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad, Distt. Bulandshahr, (U.P.).

Kindly take it on record and acknowledge the receipt.

Yours faithfully,
for Orient Bell Limited



Yogesh Mendiratta
Company Secretary & Head-Legal
Encl: as above

ORIENT BELL LIMITED

CORPORATE OFFICE: Iris House, 16 Business Centre
Nangal Raya, New Delhi - 110 046, India.
Tel.: +91 11 4711 9100, Fax: +91 11 2852 1273

REGD. OFFICE : 8 Industrial Area, Sikandrabad - 203 205 (U.P.) India.
Tel.: +91 5735 222 203 / 222 / 424, +91 81910 04575 / 76, Fax: +91 5735 222 642
E-mail: customercare@orientbell.com, Website: www.orientbell.com
CIN: L14101UP1977PLC021546

2015-16

ANNUAL **REPORT**

Contents

▪ Corporate Information	01
▪ Board's Report	02
▪ Management Discussion and Analysis	29
▪ Corporate Governance Report	31
▪ Independent Auditor's Report	42
▪ Financial Statements	47
▪ Notice of Annual General Meeting	78

Certifications



At OBL, we believe in the religion of excellence and our customers look to us with the anticipation that our next move will yield another inspired more stunning creation. It is not surprising that such devotion has earned us not only the patronage of our customers but also the accreditation of ISO 9001:2008 for our quality control management systems. Our manufacturing units employ the latest technology to manufacture products that adhere to international standards. We strive to raise our own benchmark, thus meeting the demands of both aesthetic appeal and durable functionality of our customers.

Our manufacturing units are also certified in accordance with ISO 14001:2004 International standard, the most complete and global expression for an environment friendly industrial company. In May 2000, OBL was awarded the prestigious ISO 14001 certification by the internationally recognized BSI Management Systems, U.K.

Corporate information

BOARD OF DIRECTORS

Mr. Mahendra K. Daga, Chairman & Managing Director
 Mr. Madhur Daga, Joint Managing Director
 Mr. K.M. Pai, Executive Director & Chief Financial Officer
 Mr. N.R. Srinivasan
 Mr. P.M. Mathai
 Mr. R.N. Bansal
 Ms. Tanuja Joshi

AUDIT COMMITTEE

Mr. R.N. Bansal (Chairman)
 Mr. Mahendra K. Daga
 Mr. K.M. Pai
 Mr. N.R. Srinivasan
 Mr. P.M. Mathai

STAKEHOLDERS RELATIONSHIP AND GRIEVANCE COMMITTEE

Mr. N.R. Srinivasan (Chairman)
 Mr. Mahendra K. Daga
 Mr. Madhur Daga

NOMINATION AND REMUNERATION COMMITTEE

Mr. N.R. Srinivasan (Chairman)
 Mr. R.N. Bansal
 Mr. P.M. Mathai

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Madhur Daga (Chairman)
 Mr. K.M. Pai
 Mr. N.R. Srinivasan
 Mr. R.N. Bansal
 Ms. Tanuja Joshi

COMPENSATION COMMITTEE

Mr. Madhur Daga
 Mr. P.M. Mathai
 Mr. N.R. Srinivasan
 Mr. R.N. Bansal

COMPANY SECRETARY & HEAD-LEGAL

Mr. Yogesh Mendiratta

STATUTORY AUDITORS

M/s S.R. Dinodia & Co. LLP, New Delhi

BANKERS / LENDERS

State Bank of India
 Punjab National Bank
 Axis Bank
 IndusInd Bank
 IDBI Bank
 Export Import Bank of India
 Tata Capital Financial Services Limited

SHARE TRANSFER AGENT

M/s MCS Share Transfer Agent Limited
 F-65, Okhla Industrial Area, Phase-I,
 New Delhi – 110 020
 Tel: +91 11 41406149-52

REGISTERED OFFICE

8, Industrial Area, Sikandrabad – 203 205
 Distt. Bulandshahr (U.P.)
 Tel : +91 5735 222203/22424, +91 8191004575 / 76
 Fax : +91 5735 222642

CORPORATE OFFICE

IRIS House, 16, Business Centre,
 Nangal Raya, New Delhi – 110 046
 Tel : +91 11 47119100
 Fax : +91 11 28521273

PLANTS

1. Industrial Area
Sikandrabad,
Bulandshahr (U.P.)
2. Village Dora, Taluka Amod,
Dist. Bharuch – 392230, Gujarat.
3. Village Chokkahalli,
Taluka Hoskote,
Bengaluru (Rural)- 562114
Karnataka

CIN: L14101UP1977PLC021546

BOARD'S REPORT

Dear Members,

Your Directors take pleasure in presenting the Thirty Ninth Annual Report and the audited accounts for the financial year ended March 31, 2016.

Financial Results

(₹ in lakhs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015*
Gross Income	75,967.14	75,458.72
Profit before finance cost, depreciation, taxation and exceptional item	4,886.06	4,870.51
Finance Cost	1,880.90	2,068.03
Depreciation	1,707.82	1,776.01
Exceptional Item (Loss on sale of investment in Subsidiary)	--	1.32
Profit before taxation	1,297.33	1,025.15
Tax expense	652.93	546.78
Profit after tax	644.40	478.37
Earning per share (₹)	4.43	3.50

*regrouped

Operations and Business Review

The fiscal 2015-16 registered a growth of 27% in the Profit before tax from ₹ 1,025 Lakhs in the previous year to ₹ 1,297 Lakhs in the current year. The gross income during the FY 2015-16 shown a marginal increase from ₹ 75,459 Lakhs in the previous year to ₹ 75,967 Lakhs in the current year. The Gross Income, however, increased marginally, the primary factor for above said increase in Profits is savings made in fuel and raw material costs. Your Company aims to substantially enhance product display across the Country through its owned Tile boutiques known as Orient Bell Tile Boutiques ("OBTB"). Your Company is undertaking several exciting new product developments. The designing team is constantly bringing innovative décor solutions. Every function of your Company has taken up productivity enhancement programmes to improve the overall performance of the Company.

There are several positive things that have happened during the year under review. The visibility of your Company among channel partners and customers has improved due to various branding activities across the Country. Your Company has showcased and produced several innovative and decorative designs in all sizes. "Glitter series" and the new 600x600 mm designs have elicited excellent response from the market. The new offerings in Wall Tiles, Double Charge and PGVT/DGVT have also been liked very well. The supply chain and logistics are today in excellent health and we are now geared up to ship customer orders with minimum delays and hold ups.

During the year under review, your Company has participated in the equity of one tile manufacturer in Morbi, Gujarat, the production from which has started in Q4 of FY 2015-16. This

arrangement will ensure easy and smooth supply of vitrified tiles from Western Region in sufficient quantity to cater to the needs of Western and Southern Regions at most competitive prices.

During the year under review, your Company has lined up systems and resources to strengthen and enhance sales of High Value Products in Government (GPS) and Private (PPS) Projects. Your Company's efforts in getting product approvals, architect and influencer visits, mapping projects in both government and private sector and their monitoring have started showing results. Your Company has represented itself before various GPS and PPS Projects and successfully got its brand "ORIENTBELL" approved and listed with many Government Departments and PSUs. A few of such Departments and PSUs include CPWD, State PWD, Military Engineer Services (MES), State Housing Boards, State Police Housing Boards, State tourism, Airports Authority of India, NTPC, NBCC, Engineers India Limited, Chennai Metro, Prasar Bharti etc. Your Company has also bagged orders from prestigious Private Projects like Supertech, Simplex, Nagarjuna Construction Company, Ansals, L&T, DLF, Experion, Ajnara, Parsvnath etc. Your Company strives to achieve higher Average Selling Price (ASP) by continuously changing the product mix in favour of High Value Products.

Dividend

For the year under review, your Directors have recommended a dividend of ₹ 0.50 per equity share for the financial year ended March 31, 2016. The total outgo of dividend (inclusive of tax of ₹ 14.25 lakhs) would amount to ₹ 84.26 lakhs as against ₹ 83.14 lakhs in the previous year. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

Particulars of Loans, Guarantees or Investments

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Public Deposits

Your Company has neither invited nor accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Transfer to Reserves

We propose to transfer ₹ 70,24,946/- to Securities Premium and ₹ 68,66,168/- from Revaluation Reserve to General Reserve and ₹ 2,43,195/- from Employee Stock Option Reserve to General Reserve.

Particulars of Contracts or Arrangements made with Related Parties

All Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis. No material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013 in form AOC-2 is not applicable.

Directors and Key Managerial Personnel

During the year under review Mr. Dhruv M. Sawhney's term of office as Independent Director of the Company ended on 29.09.2015. Ms. Tanuja Joshi's appointment as Independent-Non Executive Director for a five year period ending on 02nd November, 2019 was approved by the shareholders at the 38th AGM.

The second term of appointment of Mr. N.R. Srinivasan as an Independent Director will expire on 29th September, 2016 and therefore he shall retire on that date in terms of Section 149 (11) of the Companies Act, 2013. His outstanding contribution and support is appreciated by the Board of Directors.

The first term of appointment of Mr. R.N. Bansal shall expire on 29th September, 2016. Mr. Bansal has given his consent to act as Independent director for a further term of two years from 30th September, 2016 to 29th September, 2018.

The Board of Directors has, on recommendation of Nomination and Remuneration Committee and subject to the approval of Shareholders, in its meeting held on 27th July, 2016 appointed Mr. Sameer Kamboj as an Additional Director in the category of Independent Director of the Company to hold office up to the forthcoming Annual General Meeting. The said Committee and the Board have in their respective meetings held on 27th July, 2016 subject to the approval of shareholders, recommended the appointment of Mr. Sameer Kamboj as Independent Director for a period upto 26th July, 2021.

All Independent Directors have given their respective declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015.

Mr. K.M. Pai shall retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The present term of appointment of Mr. K.M. Pai as Whole time Director (designated as Executive Director and CFO) of the Company will end on 31st March, 2017. The Nomination and Remuneration Committee and the Board of Directors have, subject to the approval of the members vide special resolution at the ensuing Annual General Meeting and such other approvals as may be necessary in this regard, approved the reappointment and remuneration of Mr. K.M. Pai as Whole time Director (designated as Executive Director and CFO) of the Company for a further term of three years from 01st April, 2017 to 31st March, 2020.

The present term of Mr. Madhur Daga as Whole Time Director (designated as Joint Managing Director) of the Company will end on 30th September, 2016. The Nomination and Remuneration Committee and the Board of Directors have, subject to the approval of the members vide special resolution at the ensuing Annual General Meeting and such other approvals as may be necessary in this regard, approved the reappointment and remuneration of Mr. Madhur Daga as Whole Time Director (designated as Joint Managing Director) for a term of further period from 01st October, 2016 to 31st March, 2019.

In addition to the Sitting Fee, the Non-Executive Directors were also entitled for the Commission in terms of the authority granted by the shareholders at their Annual General Meeting held on 30.09.2015. However, the Non-Executive Directors have unanimously decided that no Commission be paid to them for the said Financial Year.

Number of meetings of the Board

The Board met four times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Directors' Responsibility Statement

Pursuant to Section 134(3) (c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, make the following statement:

- (a) that in the preparation of annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2016 and of the profit of your Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) that the accounts for the financial year ended March 31, 2016 have been prepared on a 'going concern' basis;
- (e) that internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;
- (f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Audit Committee

The Board of Directors has in its meeting held on 27th July, 2016 reconstituted the Audit Committee. The Audit Committee comprises of three Independent Directors namely Mr. R.N. Bansal (Chairman), Mr. P.M. Mathai (Member) and Mr. Sameer Kamboj (Member) and two Non Independent- Executive Directors namely Mr. Mahendra K. Daga (Member) and Mr. K.M. Pai (Member). All the recommendations made by the Audit Committee were accepted by the Board.

Remuneration Policy

The Policy of the Company on Director's appointment and remuneration, specifying criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub section (3) of section 178 of the Companies Act, 2013, adopted by the Board, is appended as **Annexure 1 to the Board's Report**. We affirm that the remuneration paid to the Directors is as per the terms laid under in the Nomination & Remuneration Policy of the Company.

Risk Management Policy

Pursuant to the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formed a Risk Management Policy. This policy seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The policy defines the risk management approach across the enterprise at various levels including documentation and reporting.

The Risk Management Policy as approved by the Board is uploaded on the Company's website at www.oblcorp.com.

Internal Financial Controls

The Company has in place adequate policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Vigil Mechanism cum Whistle Blower Policy

The Company has formulated a Vigil Mechanism cum Whistle Blower Policy to deal with the instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. It provides for a mechanism for Directors and Employees of the Company to approach the Chairman of the Audit Committee of the Company or the Director nominated to play the role of Audit Committee as the case may be, in exceptional cases to report such cases. The Vigil Mechanism cum Whistle Blower Policy of the Company is uploaded on the Company's website at www.oblcorp.com.

Corporate Social Responsibility

The Board of Directors has in its meeting held on 27th July, 2016 reconstituted the Corporate Social Responsibility Committee. The Corporate Social Responsibility Committee comprises Mr. Madhur Daga (Chairman), Mr. R.N. Bansal, Ms. Tanuja Joshi & Mr. Sameer Kamboj (Members). The Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at www.oblcorp.com.

The CSR activities, as per the provisions of the Companies Act, 2013, may also be undertaken through a Registered Trust. The Company is undertaking the CSR activities also through M/s Godavari Foundation, a Trust registered under Section 12A of the Income Tax Act, 1961 (registration no. DIT(E) 268-69/8E/196/90-91) as already approved by CSR Committee.

The Company undertakes CSR initiatives in compliance with Schedule VII to the Companies Act, 2013.

During the year, the Company has spent ₹ 17,50,000/- (around 2% of the average net profits of last three financial years) on CSR activities.

The Annual Report on CSR activities is appended as **Annexure 2 to the Board's Report**.

Code for prevention of Insider Trading Practices

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has formulated and adopted 'Code of Conduct for prevention of Insider Trading' and 'Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information' (hereinafter collectively referred to as "OBL Code of Conduct"). The OBL Code of Conduct is uploaded on the website of the company www.oblcorp.com.

Information pursuant to Section 134(3)(m) of the Companies Act, 2013

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is appended as **Annexure 3 to the Board's Report**.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried

out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Employee Stock Option Scheme

As required under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Companies (Share Capital and Debentures) Rules, 2014, the applicable disclosures as on 31st March, 2016 are appended as **Annexure 4 to the Board's Report**.

Relevant disclosures in terms of the "Guidance Note on Accounting for Employee Share-based Payments" issued by ICAI has been made in the notes to Accounts attached to the Annual Report.

There is no material change in the Employee Stock Option Scheme during the financial year under review and the scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Management Discussion and Analysis Report

'Management Discussion and Analysis Report', as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming part of this report, has been given under separate section in the Annual Report.

Corporate Governance Report

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance report as on 31st March, 2016 together with a certificate for compliance of the provisions of Corporate Governance issued by Statutory Auditors as on that date forms an integral part of this Report.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9 is appended as **Annexure 5 to the Board's Report**.

Subsidiary Company

The Company has no Subsidiary Company.

Particulars of Employees

The information as per Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. However, as per the provisions of Section 136 of the Act, the Report and Accounts are being sent to all the members excluding the information on particulars of employees which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

Auditors

Statutory Auditors

M/s S. R. Dinodia & Co. LLP, Chartered Accountants, New Delhi Statutory Auditors of your Company hold office till the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Company has received a letter from M/s S.R. Dinodia & Co. LLP, confirming that their appointment, if made, would be within the limits prescribed

under section 139 and 141 of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Board of Directors recommends the re-appointment of M/s S.R. Dinodia & Co. LLP as Statutory Auditors from the conclusion of ensuing Annual General Meeting till the conclusion of 40th Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under.

Auditors' Report

The Auditor's Report read with notes to the accounts referred to in the Auditor Report are self-explanatory and therefore do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Vivek Arora, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is appended as **Annexure 6 to the Board's Report**. There is no qualification, reservation or adverse remark or disclaimer made by the Company Secretary in Practice in his Secretarial Audit Report for the Financial Year 2015-16.

Material changes and commitments affecting financial position of the Company occurred between the end of the financial year and date of report.

There is no such change and/or commitment held between the end of the financial year and the date of report.

General

The Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013". Your Directors further states that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Acknowledgement

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from Bankers, Government Departments, dealers, project customers, vendors, Shareholders and other Business Associates for their continued and valuable co-operation & support extended to the Company. We take this opportunity to place on record our warm appreciation for the employees at all levels for their dedicated services and valuable contributions towards the growth of the Company.

On behalf of the Board

Place : New Delhi
Date : 27th July, 2016

Mahendra K. Daga
Chairman & Managing Director

ANNEXURE – 1 TO BOARD'S REPORT

NOMINATION AND REMUNERATION (AMENDED) POLICY, 2015

1. Introduction

As mandated by the statutory provisions contained under section 178 of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, Nomination & Remuneration Committee of the Company has formulated this policy and on its recommendation the Board of Directors has approved the same vide Board Resolution dated 03rd November, 2014. This policy contains guidelines on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel of the Company. This policy may be treated as a benchmark for determining the qualifications, positive attributes and independence of a Director, criteria for evaluation of Independent Directors and the Board, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

2. Objective

- i. To formulate the eligibility criteria for determining qualifications, positive attributes, and independence of a Director and to formulate the criteria for evaluating Directors and Senior Management;
- ii. To identify and select for Board's consideration the persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down;
- iii. To carry out the evaluation of Directors, Key Managerial Personnel and Senior Management of the Company and to provide them rewards linked directly to their efforts, performance, dedication and achievement relating to the Company's operations;
- iv. To determine the remuneration taking into account parameters like financial position of the Company, industry size, company size and general practice on remuneration payout in the Tile Industry;
- v. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and
- vi. To lay down criteria for appointment, removal of directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

3. Effective Date

This policy shall be effective from 01st April, 2014.

4. Definitions

In this Policy unless the context otherwise requires:

- i. 'Act' means Companies Act, 2013 and rules made there under.
- ii. 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company.
- iii. 'Committee' means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board.

- iv. 'Company' means Orient Bell Limited.
- v. 'Directors' means Directors of the Company.
- vi. 'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013.
- vii. 'Key Managerial Personnel' (KMP) means:
 - a. Chief Executive Officer and / or Managing Director
 - b. Whole-time Director
 - c. Chief Financial Officer
 - d. Company Secretary
 - e. Such other officer as may be prescribed under the applicable statutory provisions/ regulations.
- viii. 'Senior Management Personnel' for this purpose shall mean employees of the company occupying the position of Functional / Department Heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

5. Nomination and Remuneration Committee

The Board has on 24.04.2014, in compliance with the provisions of Section 178 of the Companies Act, 2013 and applicable provisions of Listing Agreement, changed the name of the existing Remuneration committee to Nomination and Remuneration Committee and re-constituted the same to include the members as under:

- (i) Mr. N.R. Srinivasan – Chairman
- (ii) Mr. P.M. Mathai
- (iii) Mr. R.N. Bansal

The Committee shall function in accordance with the statutory provisions laid down from time to time. The Board has the power to reconstitute the Committee consistent with the Company's Policy and applicable statutory requirements.

6. Applicability

This policy is applicable to:

- (i) Directors (Whole Time as well as Non Whole Time)
- (ii) Key Managerial Personnel
- (iii) Senior Management

7. Appointment of Director, KMP and Senior Management

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment on the basis of criteria laid down from time to time.
- ii. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

- iii. Appointment of Independent Directors is subject to compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.
- iv. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

8. Term/ Tenure of Appointment

a) Managing Director/ Whole Time Director

The Company shall appoint or re-appoint any person as its Chairman & Managing Director, Joint Managing Director or Executive Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for such term which should not exceed a maximum of five consecutive years on the Board of the Company, as may be recommended by the Committee and approved by the Board and shareholders and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company or such prescribed period by the Statutory Authority from time to time.

9. Evaluation

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly). The criteria of such an evaluation may be considered as under:

a) Non Whole Time Directors except Nominee Directors:

- i. Attendance in the Board and/or Committee meetings.
- ii. Positive attitude and promptness.
- iii. Contribution in improving financial and other functions of the Company.
- iv. Inputs on inclusion of matters to be discussed at Board Meetings to improvise the operating procedures.
- v. Understanding of laws having impact on Company's business and Tile industry as a whole.
- vi. Clear sense of values and integrity.

b) Whole Time Directors:

In addition to the criteria mentioned above the following may also be considered as additional parameters for evaluation of performance of Whole Time Directors:

- i. Implementation of policies and procedures as set out by the Board.
- ii. Efforts in promoting and expanding the business.
- iii. Brand Building and establishing a respectable place in the market.
- iv. Controlling of various functions across the Company and ensuring their proper functioning.
- v. Ensuring smooth business operations across all the units of Company.
- vi. Clear sense of values and integrity.

c) Senior Management:

The parameters of the assessment will be the same as applicable to the Whole Time Directors but in the case of Senior Management, their Key Result Areas (KRA's) may be different based on the uniqueness and domain responsibility of the function. The 360 degree Performance Management System (PMS) adopted by the Company is also applicable to Senior Management. Their Competencies include:

- i. Achievement of Goals / KRA's assigned to him/her;
- ii. Demonstrated understanding of his/her area of operation;
- iii. Integrity;
- iv. Credibility;
- v. Excellent communication skills;
- vi. Competence;
- vii. Leadership;
- viii. Pro-active;
- ix. Quality decision making.

10. Removal

The Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions of the Companies Act, 2013, and all other applicable Acts, Rules and Regulations.

11. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and rules made there under and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

12. Provisions regarding payment of Remuneration, perquisites to the Managing Director/Wholetime Directors, KMP and Senior Management Personnel

a) General Provisions

- i. The remuneration / perquisites / commission etc. to the Managing Director/ Whole-time Directors, KMP and Senior Management Personnel will be determined

by the Committee and recommended to the Board for approval.

- ii. The remuneration / perquisite/ commission etc. shall be in accordance with the percentage / slabs / conditions laid down in the Companies Act, 2013 and shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director/ Whole Time Directors. The decision of the Committee as to increment shall be final.
- iv. Where any insurance is taken by the Company on behalf of its Managing Director/ Whole-time Directors, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying any of them against any liability in respect of a deed for which they may be held guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

b) Remuneration to the Managing Director/Whole-time Directors, KMP and Senior Management Personnel Remuneration

The Managing Director/ Whole-time Directors shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus / commission and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/ Whole-time Director in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government.

Provisions for Excess Remuneration

If Managing Director/ Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

c) Remuneration to Non Whole Time Director (including Independent Director) Sitting Fees

The Non Whole Time Directors (Including Independent

Directors) of the Company shall be paid sitting fees as per the approval of the Board of Directors from time to time. The quantum of sitting fees will be determined on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company from time to time subject to the relevant provisions contained under Companies Act, 2013 and applicable rules made there under.

Profit Linked Commission

The Non Whole Time Directors (Including Independent Directors) of the Company may be paid profit-linked Commission within the monetary limit as may be recommended by the Board of Directors from time to time and also approved by the shareholders of the Company and by the Central Government, wherever required.

Stock Options

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company.

Insurance

Where any insurance is taken by the Company on behalf of its Non Whole Time Directors (including independent directors) for indemnifying any of them against any liability in respect of a deed for which they may be held guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such Non Whole Time Directors (including independent directors).

d) Remuneration to KMP and Senior Management Personnel

The KMP and Senior Management Personnel of the Company shall be paid monthly remuneration as per their appointment terms, Increment Letters and Company's HR policies. The Committee may direct restructure of their Salary in such manner as it may deem fit and proper.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies. The KMP and Senior Management Personnel may also be issued Employees Stock Options to reward them for their performance and to motivate and retain them.

13. Amendments to the Policy

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant Statutory authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

On behalf of the Board

Place : New Delhi
Date : 13th August, 2015

Madhur Daga
Joint Managing Director

ANNEXURE – 2 TO BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES

A Brief outline of Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

In accordance with the provisions of Section 135 of the Companies Act, 2013 and Rules made there under, the Company has framed a CSR Policy. The basic objective of the CSR policy of the Company is to help and enrich the quality of life and also to provide benefit to nearby area of its plants viz. Sikandrabad (U.P.), Hoskote (Karnataka) and Dora (Gujarat). The CSR Policy is also aimed at quality, health and safety in every aspect of the business and people. The Company has undertaken a project of refurbishment and maintenance of a primary school near to its plant at Sikandrabad (U.P.). The Company has also taken part in Government's 'Swachh Bharat Abhiyan' and visited nearby villages and cleaned the areas. Your Company is always conscious of green environment and carries out plantations on a regular basis within its premises and also outside its premises. These Projects are in accordance with the CSR Policy of the Company and Schedule VII of the Companies Act, 2013.

The Company's CSR policy has been uploaded on the website of the Company under the web-link: <http://oblcorp.com/wp-content/uploads/2015/10/CSR-Policy.pdf>.

Composition of the CSR Committee:

Mr. Madhur Daga, Chairman	-	Joint Managing Director
Mr. K.M. Pai	-	Executive Director & CFO
Mr. N.R. Srinivasan	-	Independent Director
Mr. R.N. Bansal	-	Independent Director
Ms. Tanuja Joshi	-	Independent Director

Average net profit of the Company for last three financial years: ₹ 8,65,23,702/-.

Prescribed CSR Expenditure (2% of the average net profits of last three financial years): ₹ 17,30,474/-.

Details of CSR spent during the financial year:

- Total amount to be spent for the financial year : ₹ 17,50,000/- was spent against ₹ 17,30,474/-.
- Amount unspent : Nil
- Manner in which the amount spent during the financial year is detailed below:

(Amount in ₹)

Sr. No	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programmes 1. Local area/others 2. Specify the state /district (Name of the District/s, State/s where project/programme was undertaken)	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Subheads: 1. Direct expenditure on project, 2. Overheads:	Cumulative expenditure up to the reporting period from 01.04.2014 to 31.03.2016	Amount spent: Direct/through implementing agency*
1	Plantations	Environment Sustainability	Delhi	2,51,673	2,51,673	2,51,673	Godavari Foundation
2	Prime Minister's National Relief Fund			2,05,100	2,05,100	4,56,773	Godavari Foundation
3	Refurbishment & Development of Primary school	Promoting Education	Sikandrabad (U.P.)	29,66,651	29,66,651	34,23,424	Godavari Foundation
4	Vocational Skills training to children	Enhancing Vocational skills	Delhi	1,00,000	1,00,000	35,23,424	Godavari Foundation

5	Facilities provided to the old age homes	Social Welfare	Delhi	50,000	50,000	35,73,424	Godavari Foundation
6	Cleanliness drive and leprosy awareness campaign	Promoting preventive health care & sanitation	Delhi	1,00,000	1,00,000	36,73,424	Godavari Foundation
7	Refurbishment & Development of Primary school	Promoting Education	Sikandrabad (U.P.)	14,750	14,750	36,88,174	Direct
8	Plantations	Environment Sustainability	Delhi	16,100	16,100	37,04,274	Direct
9	Eye Camp and road safety campaign	Promoting Preventive Health care	Sikandrabad (U.P.)	22,449	22,449	37,26,723	Direct

*Godavari Foundation is a Registered Trust which fulfils the criteria for being appointed as an implementing agency in terms of Companies (Corporate Social Responsibility Policy) Rules, 2014. The said Trust was entrusted by the CSR Committee to carry out CSR activities on behalf of the Company in the areas specified in the CSR policy of the Company.

Responsibility Statement by the Corporate Social Responsibility Committee:

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Place : New Delhi

Date : 23rd May, 2016

Madhur Daga

Joint Managing Director

Tanuja Joshi

Independent Director

ANNEXURE – 3 TO BOARD'S REPORT

INFORMATION PURSUANT TO SECTION 134 (3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.

A. CONSERVATION OF ENERGY

(a) Energy Conservation measures taken:

At Sikandrabad Plant:

1. At glaze preparation, provided single motor for two agitators of Glaze storage tank in Glaze Preparation for reducing the power consumption. This has resulted saving of 120 Kwh/day (for six agitators).
2. Installed Variable Frequency Drive (VFD) at MP-4 Kiln hot air fan to save electrical energy, saving of 96 Kwh/day.
3. Replaced Sodium Vapor and Metal Halide Lamps with LEDs, saved power by 10 Kwh/day.
4. Replaced the BMPD agitator motor from 11KW to 5.5 KW for power saving. This has resulted saving of 150 Kwh/day.
5. In BMPD, ball mill grinding media replaced from Alumina to Flintstone to reduce power consumption, power saving of 320 Kwh/day.
6. Provided automatic dampers at Press dust collector for effective utilization of system, Power saving of 36 Kwh/day.
7. Audit has been carried out by CII for energy conservation.
8. Stopped idle running of the plant machinery.

At Hoskote Plant:

1. Daily monitoring & control of energy consumption.
2. Used VFDs at few locations for energy saving appx. 10kwh/day.
3. Carried out some modification in milling plant and replaced screw conveyors with belt conveyors for power saving and reduction in down time. Saving 5kwh/day.
4. Continuously purchasing power from Open Access Trade through Indian Energy Exchange to reduce cost of electricity, saved appx Rs. 1 crore as compared to Electricity Board Tariff.

At Dora Plant:

1. After proper Insulation and through process modification (by reprogramming) of press dryer, there is substantial saving of gas which is around 1,500 scm/day.
2. Provided VFD at SITI spray dryer, resulted power saving of 240 Kwh/day.
3. Provided capacitors at multiple locations to improve power factor & to reduce power consumption. This has resulted in saving of 140 Kwh/day.
4. Started using 20 MT capacity Ball mills instead of 14 MT ball mills, resulted power saving of 360 Kwh/day.

- (b) Additional investment on energy conservation equipment:

At Sikandrabad Plant:

1. Replacement of under-load motors with right capacity motors, expected saving will be 300 Kwh/day.
2. Ultrasonic sensor to be provided for measurement of slip in the storage tank and to control speed of the agitator as per slip level by VFD, proposed power saving will be 50 Kwh/day.
3. Replaced Sodium Vapor and Metal Halide Lamps with LEDs, proposed power saving by 150 Kwh/day.
4. Thermal insulation to be provided at Kiln blower body and ducts for fuel saving.
5. Reciprocating compressor to be changed with Screw compressor, proposed power saving by 300 Kwh/day.

At Hoskote Plant:

1. Introduction of Energy Management System (EMS) for monitoring and control of machine wise power consumption.
2. Avoid idle running of machinery.
3. Introduce LEDs in place of Sodium vapor lamps, appx saving 20kwh/day.
4. Installation of 55KW VFD for SACMI kiln hot air blower. Expected saving will be 100kwh/day.
5. Installation of 30KW VFD for SITI kiln smoke suction blower. Expected saving appx 75kwh/day.
6. Use of indirect cooling hot air to increase combustion air temperature & fuel saving. Expecting appx 2-3% saving.
7. Created awareness among team to save energy by training, posters, meetings etc.

At Dora Plant:

1. Utilization of waste heat of gas generator into spray dryer.
2. Provision of LED lightings instead of metal halide & sodium vapour lamps. Approximate saving will be 25kw/day.
3. Installation of EMS (Energy Management System) for power monitoring & saving thereafter.

B. TECHNOLOGY ABSORPTION

(a) Efforts made towards technology absorption:

At Sikandrabad Plant:

1. Trials of PGVT Body and Glaze are under progress.

2. Expansions planning for high value products like PGVT, NANO and GVT.
3. New product development as per requirement.

At Hoskote Plant:

1. Introduction of one more Digital printing machine.
2. Introduction of Paver tiles in dry process.
3. Trials of red body PGVT.
4. Expansion planning for high value products like Double charge, PGVT.
5. Introduction of one more dry edge cut machine for 300x300 paver tiles.
6. New product development as per market requirement.
7. To change glaze ball mill lining for better output and less running hours.

At Dora Plant:

1. Modified the software at various machine like press, dryer, kiln for better controlling & to improve production.

2. Installed changeover panel in LT for ease of operation & better safety.

(b) Benefit derived as a result of the above efforts:

As a result of these efforts, cost reduction, improved yield, energy saving, and quality up gradation became possible.

(c) Technology Imported: Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Foreign Exchange earned : Nil
2. Foreign Exchange outgo : ₹ 765.31 lakhs

On behalf of the Board

Place : New Delhi
Date : 27th July, 2016

Mahendra K. Daga
Chairman & Managing Director

ANNEXURE – 4 TO BOARD'S REPORT

DISCLOSURES REQUIRED UNDER THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014.

Nature of Disclosure		Particulars
A.	Summary of Status of ESOS Granted :	
	(i) The description of the existing scheme is summarized as under :	
	(a) Date of shareholder's approval	10 th July, 2013
	(b) Total number of options approved	9,40,000
	(c) Vesting requirements date of respective grant of options	The options shall vest after the expiry of one year from the
	(d) Exercise price or Pricing formula	Exercise Price is Nil
	(e) Maximum term of options granted	Three years from the date of each vesting
	(f) Source of shares	Primary
	(g) Variation in term of options	None
	(ii) The movement of options during the year is as follows :	
	(a) Number of options outstanding at the beginning of the financial year :	
	(i) Out of options granted on 02.09.2013	1,53,175
	(ii) Out of options granted on 02.09.2014	38,700
	Total	1,91,875
	(b) Number of options granted during the year	2,02,950
	(c) Number of options lapsed during the year	14,200
	(d) Number of options vested during the year	1,85,950
	(e) Number of options exercised during the year	1,86,850
	(f) Total number of shares arising as a result of exercise of options	1,86,850
	(g) Money realized by exercise of options	N.A.
	(h) Loan repaid by the Trust during the year from exercise price received	N.A.
	(i) Number of options outstanding at the end of the year	1,93,775
	(j) Number of options exercisable at the end of the year	450
B.	Employee wise details of Options granted during the financial year 2015-16 under ESOS :	
	i) Key managerial personnel	Mr. K.M. Pai - 15,000
	ii) Other Senior managerial personnel	Mr. Anil Agarwal – 14,000; Mr. Ashish Mehta – 10,500; Mr. Jaywant M. Puri – 7,000; Mr. Sanjeev Gupta – 7,000; Mr. Satyendra Pal Sharma – 7,000; Mr. Shekhar Chandra Sati – 7,000; Mr. Yashpal Soni – 7,000.
	iii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Mr. K.M. Pai – 15,000; Mr. Anil Agarwal – 14,000; Mr. Ashish Mehta – 10,500.
	iv) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	None

C.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'.	₹ 4.43
D.	Method used to Account for ESOS Difference between the employee compensation cost computed using the intrinsic value of the stock options and the employee compensation cost that shall have been recognized if the fair value of the options had been used and its impact on profits and on EPS of the Company.	Employee Compensation cost has been calculated using Intrinsic Value of Stock Options. The Employee Compensation Cost would have been lower by ₹5.11 Lacs and the profits would have been increased by ₹5.11 Lacs and the EPS would have been increased by 0.04 paise if the Fair Value method had been adopted.
E.	(i) Weighted average exercise prices and weighted average fair values of options whose exercise price equals the market price of the stock.	N.A.
	(ii) Weighted average exercise prices and weighted average fair values of options whose exercise price exceeds the market price of the stock.	N.A.
	(iii) Weighted average exercise prices and weighted average fair values of options whose exercise price is less than the market price of the stock.	Weighted average exercise price: Nil Weighted average fair value: ₹ 123.91.
F.	(i) A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information:	Black - Scholes Method
	(a) Risk-free interest rate	7.60%
	(b) Expected life of options	1 year
	(c) Expected volatility	4.66%
	(d) Expected Dividend yield	2.27%
	(e) The price of the underlying share in market at the time of option grant	₹126.76 per share.
	(f) Exercise Price	Nil
	(ii) Method used to determine expected volatility	Expected volatility is based on the Company's Share price for preceding 5 years of grant date.
	(iii) No other feature has been considered for fair valuation of options except as mentioned in Point F (i) above.	

ANNEXURE – 5 TO BOARD'S REPORT

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

As on the financial year ended on 31st March, 2016

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

CIN : L14101UP1977PLC021546

Registration Date : 18th May, 1977

Name of the Company : Orient Bell Limited

Category / Sub-Category of the Company : Public Company/ Limited by Shares

Address of the Registered office and contact details : 8, Industrial Area, Sikandrabad -203 205,
Distt. -Bulandshahr (U.P.)
Tel.: +91-5735-222203, 222424
Fax: +91-5735-222642

Whether listed company : Yes

Name, Address and Contact details of Registrar and Transfer Agent, if any : MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area, Phase-I
New Delhi – 110 020.
Tel.: +91-11-41406149
Fax: +91-11-41709881
e-mail: admin@mcsdel.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Ceramic Tiles	23939	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
Nil	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2015)				No. of Shares held at the end of the year (as on 31 st March, 2016)				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individuals / HUF	50,77,759	-	50,77,759	36.75	51,72,422	-	51,72,422	36.94	0.19
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	30,06,428	-	30,06,428	21.76	30,05,133	-	30,05,133	21.46	-0.3
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other (specify)	-	-	-	-	-	-	-	-	-
Trust	20,79,100	-	20,79,100	15.05	20,79,100	-	20,79,100	14.85	-0.02
Sub Total (A) (1)	1,01,63,287	-	1,01,63,287	73.56	1,02,56,655	-	1,02,56,655	73.25	-0.31
(2) Foreign									
a) NRIs –Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1,01,63,287	-	1,01,63,287	73.56	1,02,56,655	-	1,02,56,655	73.25	-0.31
B. Public shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	16	5,966	5,982	0.04	16	5,966	5,982	0.04	0.00
b) Banks / FI	200	4,697	4,897	0.04	4,500	4,697	9,197	0.07	0.03
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Governments	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	2,811	-	2,811	0.02	2,811	-	2,811	0.02	-
g) FIs	-	478	478	-	-	478	478	-	-
h) Foreign Venture Capital fund	-	-	-	-	-	-	-	-	-
i) Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	3,027	11,141	14,168	0.10	7,327	11,141	18,468	0.13	0.03

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2015)				No. of Shares held at the end of the year (as on 31 st March, 2016)				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non- institutions									
a) Bodies Corporate	5,15,077	9,580	5,24,657	3.80	3,98,874	9,580	4,08,454	2.92	-0.88
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i.) Individual shareholders holding nominal share capital up to ₹ 1 lakh*	17,60,413	3,42,702	21,03,115	15.22	22,70,846	3,79,672	26,50,518	18.93	3.71
ii.) Individual shareholders holding nominal share capital in excess of ₹1 lakh**	8,64,773	50,400	9,15,173	6.63	5,75,698	-	5,75,698	4.11	-2.52
c) Any Other (specify)									
i) Trust & Foundation	145	-	145	-	145	-	145	-	-
ii) Non Resident Indians	94,949	57	95,006	0.69	92,406	57	92,463	0.66	-0.03
Sub-Total (B) (2)	32,35,357	4,02,739	36,38,096	26.34	33,37,969	3,89,309	37,27,278	26.62	0.28
Total Public Shareholding (B)= (B)(1)+(B)(2)	32,38,384	4,13,880	36,52,264	26.44	33,45,296	4,00,450	37,45,746	26.75	0.31
C. Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	1,34,01,671	4,13,880	1,38,15,551	100.00	1,36,01,951	4,00,450	1,40,02,401	100.00	0.00

* This information for the year ended 31st March, 2016 is for the individual shareholders holding Nominal share capital up to ₹ 2 lakhs.

** This information for the year ended 31st March, 2016 is for the individual shareholders holding Nominal share capital in excess of ₹2 lakhs.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [as on 1 st April, 2015]			Share holding at the end of the year [as on 31 st March, 2016]			% change in share-holding during the year*
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mahendra K. Daga	28,78,079	20.83	-	28,98,716	20.70	-	-0.13
2	Good Team Investment & Trading Co. Pvt. Ltd.	23,62,914	17.11	-	23,78,914	16.99	-	-0.12
3	Orient Bell Holding Trust	20,79,100	15.05	-	20,79,100	14.85	-	-0.2
4	Madhur Daga	12,73,264	9.22	-	12,73,264	9.09	-	-0.13
5	Freesia Investment and Trading Co. Ltd.	5,36,479	3.88	-	5,36,479	3.83	-	-0.05
6	Sarla Daga	4,82,702	3.49	-	5,36,228	3.83	-	0.34
7	Mahendra K. Daga (HUF)	3,43,714	2.49	-	3,64,214	2.60	-	0.11
8	Roma Monisha Sakraney Daga	1,00,000	0.72	-	1,00,000	0.71	-	-0.01
9	Morning Glory Leasing & Finance Ltd.	87,370	0.63	-	87,370	0.62	-	-0.01
10	Iris Designs Pvt. Ltd.	19,665	0.14	-	-	-	-	-0.14
11	Alfa Mercantile Ltd.	-	-	-	2,370	0.02	-	0.02
	Total	1,01,63,287	73.56	-	1,02,56,655	73.25	-	-0.32

*The change in percentage has the impact of increase in Paid up equity share capital during the year.

(iii) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year [as on 1 st April, 2015]		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	At the beginning of the year -as on 1 st April 2015	1,01,63,287	73.56	-	-	-
2	Increase -07/05/15* Alfa Mercantile Ltd.	-	-	3,000	1,01,66,287	72.60
3	Decrease -08/05/15# Alfa Mercantile Ltd.	-	-	(630)	1,01,65,657	72.60
4	Increase -03/06/15* Mrs Sarla Daga	-	-	24,100	1,01,89,757	72.77
5	Increase -03/06/15* Good Team Investment & Trading Co. Pvt. Ltd.	-	-	15,000	1,02,04,757	72.88
6	Increase -09/06/15* Good Team Investment & Trading Co. Pvt. Ltd.	-	-	1,000	1,02,05,757	72.89
7	Increase -09/06/15* Mrs Sarla Daga	-	-	700	1,02,06,457	72.89
8	Increase -13/06/15* Mrs Sarla Daga	-	-	3,810	1,02,10,267	72.92
9	Increase -13/06/15* Mr. Mahendra K. Daga	-	-	2,444	1,02,12,711	72.94
10	Increase -15/06/15* Mr. Mahendra K. Daga	-	-	2,970	1,02,15,681	72.96
11	Increase -18/06/15* Mr. Mahendra K. Daga	-	-	2,100	1,02,17,781	72.97
12	Increase -19/06/15* Mr. Mahendra K. Daga	-	-	2,061	1,02,19,842	72.99
13	Increase -22/06/15* Mr. Mahendra K. Daga	-	-	1,238	1,02,21,080	73.00
14	Increase -25/06/15* Mr. Mahendra K. Daga	-	-	300	1,02,21,380	73.00
15	Increase -25/06/15* Mrs Sarla Daga	-	-	60	1,02,21,440	73.00
16	Increase -26/06/15* Mrs Sarla Daga	-	-	2,600	1,02,24,040	73.02
17	Increase - 03/07/15* Mrs Sarla Daga	-	-	4,856	1,02,28,896	73.05
18	Increase - 07/07/15* Mrs Sarla Daga	-	-	3,800	1,02,32,696	73.08
19	Increase - 22/07/15* Mrs Sarla Daga	-	-	13,600	1,02,46,296	73.18
20	Increase - 22/07/15* Mr. Mahendra K. Daga	-	-	1,500	1,02,47,796	73.19
21	Increase - 27/11/15* M/s. Mahendra K. Daga (HUF)	-	-	20,500	1,02,68,296	73.33
22	Decrease - 27/11/15# Iris Design Pvt. Ltd.	-	-	(19,665)	1,02,48,631	73.19
23	Increase - 26/02/16* Mr. Mahendra K. Daga	-	-	8,024	1,02,56,655	73.25
24	At the end of the year - as on 31 st March, 2016	-	-	-	1,02,56,655	73.25

* On Market Purchase

On Market Sale

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sl. No.	For each of the Top Shareholders	Shareholding at the beginning of the year [as on 01.04.2015]		Increase or Decrease/ reasons	Date of Increase/ Decrease	Increase/ decrease in no. of Shares	Cumulative Share holding during the year	
		No. of Shares	% of total Shares of the Company*				No. of Shares	% of total Shares of the Company**
1	GIRIJA SHANKAR TRIPATHY	91,328	0.66					
				Decrease - Transfer	10/4/2015	(218)	91,110	0.65
				Decrease - Transfer	17/4/2015	(200)	90,910	0.65
				Decrease - Transfer	24/4/2015	(125)	90,785	0.65
				Decrease - Transfer	26/6/2015	(50)	90,735	0.65
				Decrease - Transfer	31/7/2015	(174)	90,561	0.65
				Decrease - Transfer	07/8/2015	(10)	90,551	0.65
At the end of the year (as on 31.3.2016)							90,551	0.65
2	MADHU RANI MAHESHWARI	5,300	0.04					
				Increase - Purchase	05/6/2015	62,000	67,300	0.48
				Increase - Purchase	30/6/2015	341	67,641	0.48
At the end of the year (as on 31.3.2016)							67,641	0.48
3	LALIT MOHAN	55,000	0.40					
At the end of the year (as on 31.3.2016)							55,000	0.39
4	RAJU AJIT BHANDARI	50,000	0.36					
At the end of the year (as on 31.3.2016)							50,000	0.36
5	SHAKTI AGARWALLA	44,700	0.32					
At the end of the year (as on 31.3.2016)							44,700	0.32
6	DILSHAD TRADING COMPANY PRIVATE LIMITED	35,532	0.26					
At the end of the year (as on 31.3.2016)							35,532	0.25
7	SANGEETHA S	35,869	0.26					
				Decrease - Transfer	10/4/2015	(1779)	34,090	0.24
				Decrease - Transfer	10/5/2015	(478)	33,612	0.24
				Decrease - Transfer	15/5/2015	(612)	33,000	0.24
At the end of the year (as on 31.3.2016)							33,000	0.24
8	JYOTI HARESH SHAH	32,207	0.23					
At the end of the year (as on 31.3.2016)							32,207	0.23
9	POONAM MAHESHWARI	31,000	0.22					
At the end of the year (as on 31.3.2016)							31,000	0.22
10	ASHESH KUMAR	10,923	0.08					
				Increase - Purchase	12/6/2015	200	11,123	0.08
				Increase - Purchase	19/6/2015	1,726	12,849	0.09
				Increase - Purchase	26/6/2015	1,345	14,194	0.10
				Increase - Purchase	03/7/2015	245	14,439	0.10
				Increase - Purchase	10/7/2015	725	15,164	0.11
				Increase - Purchase	17/7/2015	575	15,739	0.11
				Increase - Purchase	24/7/2015	410	16,149	0.12

Sl. No.	For each of the Top Shareholders	Shareholding at the beginning of the year [as on 01.04.2015]		Increase or Decrease/ reasons	Date of Increase/ Decrease	Increase/ decrease in no. of Shares	Cumulative Share holding during the year	
		No. of Shares	% of total Shares of the Company*				No. of Shares	% of total Shares of the Company**
				Increase - Purchase	31/7/2015	860	17,009	0.12
				Increase - Purchase	28/8/2015	375	17,384	0.12
				Increase - Purchase	04/9/2015	2,873	20,257	0.14
				Increase - Purchase	11/9/2015	1,755	22,012	0.16
				Increase - Purchase	18/9/2015	418	22,430	0.16
				Increase - Purchase	25/9/2015	610	23,040	0.16
				Increase - Purchase	30/9/2015	280	23,320	0.17
				Increase - Purchase	09/10/2015	421	23,741	0.17
				Increase - Purchase	30/10/2015	125	23,866	0.17
				Increase - Purchase	6/11/2015	1,450	25,316	0.18
				Increase - Purchase	13/11/2015	838	26,154	0.19
				Increase - Purchase	20/11/2015	312	26,466	0.19
				Increase - Purchase	8/1/2016	125	26,591	0.19
				Increase - Purchase	15/1/2016	10	26,601	0.19
				Increase - Purchase	22/1/2016	1,863	28,464	0.20
				Increase - Purchase	5/2/2016	100	28,564	0.20
				Increase - Purchase	12/2/2016	570	29,134	0.21
				Increase - Purchase	19/2/2016	235	29,369	0.21
				Increase - Purchase	26/2/2016	635	30,004	0.21
				Increase - Purchase	4/3/2016	200	30,204	0.22
				Increase - Purchase	31/3/2016	150	30,354	0.22
At the end of the year (as on 31.3.2016)							30,354	0.22
11	AJAY RELAN	1,16,672	0.84					
				Decrease - Transfer	24/4/2015	(1,796)	1,14,876	0.82
				Decrease - Transfer	01/5/2015	(24,492)	90,384	0.65
				Decrease - Transfer	08/5/2015	(45,589)	44,795	0.32
				Decrease - Transfer	15/5/2015	(42,752)	2,043	0.01
				Decrease - Transfer	14/8/2015	(2,043)	0	0.00
At the end of the year (as on 31.3.2016)							0	0.00
12	DSE FINANCIAL SERVICES LTD.	59,349	0.43					
				Increase - Purchase	1/5/2015	8,920	68,269	0.49
				Decrease - Transfer	5/6/2015	(67,920)	349	0.00
				Increase - Purchase	12/6/2015	1,700	2,049	0.01
				Increase - Purchase	19/6/2015	1,041	3,090	0.02
				Decrease - Transfer	22/1/2016	(2,590)	500	0.00
				Increase - Purchase	5/2/2016	50	550	0.00
				Increase - Purchase	11/3/2016	3,250	3,800	0.03
At the end of the year (as on 31.3.2016)							3,800	0.03

*calculated on the basis of paid up share capital of ₹ 13,81,55,510/- as on 01.04.2015 i.e. 1,38,15,551 shares of Rs. 10/- each.

**calculated on the basis of paid up share capital of ₹ 14,00,24,010/- as on 31.03.2016 i.e. 1,40,02,401 shares of Rs. 10/- each.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year [as on 1 st April, 2015]		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
I. Directors						
1	Mr. Mahendra K. Daga, Chairman and Managing Director					
	At the beginning of the year – 01.04.15	28,78,079	20.83			
	Increase – On Market purchase on 13/06/15			2,444	28,80,523	20.57
	Increase - On Market purchase on 15/06/15			2,970	28,83,493	20.59
	Increase - On Market purchase on 18/06/15			2,100	28,85,593	20.61
	Increase - On Market purchase on 19/06/15			2,061	28,87,654	20.62
	Increase - On Market purchase on 22/06/15			1,238	28,88,892	20.63
	Increase - On Market purchase on 25/06/15			300	28,89,192	20.63
	Increase - On Market purchase on 22/07/15			1,500	28,90,692	20.64
	Increase - On Market purchase on 26/02/16			8,024	28,98,716	20.70
	At the end of the year – 31.03.2016			-	28,98,716	20.70
2	Mr. Madhur Daga, Joint Managing Director					
	At the beginning of the year – 01.04.2015	12,73,264	9.22			
	Date wise increase/decrease in sharehold- ing during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/bonus/sweat equity etc.)			-		
	At the end of the year - 31.03.2016				12,73,264	9.09
3	Mr. Ram Nath Bansal, Director					
	At the beginning of the year – 01.04.2015	-	-			
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/ bonus/sweat equity etc.)			-		
	At the end of the year – 31.03.2016				-	-
4	Mr. Narasinganatha Rajagopala Srinivasan, Director					
	At the beginning of the year – 01.04.2015	-	-			
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/ bonus/sweat equity etc.)			-		
	At the end of the year – 31.03.2016				-	-
5	Mr. K. M. Pai, Executive Director & CFO*					
	At the beginning of the year – 01.04.2015	-	-			
	Date wise increase/decrease in sharehold- ing during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/bonus/sweat equity etc.)			-		
	At the end of the year – 31.03.2016				-	-

Sl. No.	Shareholding of each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year [as on 1 st April, 2015]		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
6	Mr. P. M. Mathai, Director					
	At the beginning of the year – 01.04.2015	-	-			
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/ bonus/sweat equity etc.)			-		
	At the end of the year – 31.03.2016				-	-
7	Ms. Tanuja Joshi, Director					
	At the beginning of the year – 01.04.2015	-	-			
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/ bonus/sweat equity etc.)			-		
	At the end of the year – 31.03.2016				-	-
8	Mr. Dhruv M. Sawhney, Director[#]					
	At the beginning of the year - 01.04.2015	-	-			
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/ bonus/sweat equity etc.)			-		
	At the end of the year - 31.03.2016				-	-
II. Key Managerial Personnel						
9	Mr. K. M. Pai, Executive Director & CFO*					
	At the beginning of the year – 01.04.2015	-	-			
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/ bonus/sweat equity etc.)			-		
	At the end of the year – 31.03.2016				-	-
10	Mr. Yogesh Mendiratta, Company Secretary & Head Legal					
	At the beginning of the year – 01.04.15	2,000	0.01			
	Decrease – Sold in open market on 30.07.15			(1,500)	500	0.00
	Increase – Allotted under Orient Bell Employees Stock Option Scheme, 2013 on 18.11.15	-	-	2,800	3,300	0.02
	At the end of the year – 31.03.2016				3,300	0.02

*Mr. K.M. Pai is the Executive Director & CFO of the Company. His Shareholding is therefore depicted as Director as well as Key Managerial Personnel.

The directorship of Mr. Dhruv M. Sawhney in the Company has ended on 29.09.2015.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year – 01.04.2015				
i) Principal Amount	12,749.20	3,827.40	-	16,576.60
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4.61	-	-	4.61
Total (i + ii + iii)	12,753.81	3,827.40		16,581.21
Change in Indebtedness during the financial year (Net)				
• Addition	-	122.87	-	122.87
• Reduction	3,359.81	-	-	3,359.81
Net Change	(3,359.81)	122.87		(3,236.94)
Indebtedness at the end of the financial year – 31.03.2016				
i) Principal Amount	9,384.46	3,950.27	-	13,334.73
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	9.54	-	-	9.54
Total (i + ii + iii)	9,394.00	3,950.27	-	13,344.27

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lakhs)

Sl. No	Particulars of Remuneration	Name of MD/WT/ Manager			
		Mr. Mahendra K. Daga	Mr. Madhur Daga	Mr. K.M Pai [#]	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	149.60	115.80	88.18	353.58
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1.88	1.93	0.40	4.21
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission (as a % of profit)	-	-	-	-
5.	Others – contribution to provident fund	0.22	0.22	0.22	0.66
	Total (A)	151.70	117.95	88.80	358.45
	Ceiling as per the Act				169.49
		(being 10% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013)			

[#] Mr. K.M. Pai is the Executive Director & CFO of the Company. His Remuneration is therefore also shown in Point no. VI(C).

B. Remuneration to other Directors:

(₹ in lakhs)

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. R.N. Bansal	Mr. N.R. Srinivasan	Mr. P.M. Mathai	Ms. Tanuja Joshi	Mr. Dhruv M. Sawhney#	
1.	Independent Directors						
	- Fee for attending board /committee meetings	7.20	7.50	6.80	1.00	-	22.50
	- Commission	-	-	-	-	-	-
	- others, please specify	-	-	-	-	-	-
	Total (1)	7.20	7.50	6.80	1.00	-	22.50
2.	Other Non Executive Directors	-None-					
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	7.20	7.50	6.80	1.00	-	22.50
	Total Managerial Remuneration@						380.95
	Overall Ceiling as per the Act						16.95
		(being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

The directorship of Mr. Dhruv Manmohan Sawhney in the Company has ended on 29.09.2015.

@ Total remuneration paid to Managing Director, Whole Time Director and other Directors (being the total of A and B).

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO#	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.63	88.18	106.81
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	0.40	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option*	3.77	-	3.77
3.	Sweat Equity	-	-	-
4.	Commission -as % of profit	-	-	-
5.	Others – contribution to provident fund	0.22	0.22	0.44
	Total	22.62	88.80	111.42

* The amount indicates perquisite value of ESOPs of the Company exercised during the year.

Mr. K.M. Pai is the Executive Director & CFO of the Company. His Remuneration is therefore also shown in Point no. VI(A).

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/Punishment/Compounding Fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

On behalf of the Board

Place : New Delhi
Date : 27th July, 2016

Mahendra K. Daga
Chairman & Managing Director

ANNEXURE – 6 TO BOARD'S REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31-03-2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members
Orient Bell Limited
8, Industrial Area,
Sikandrabad-203205
Uttar Pradesh

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Orient Bell Limited. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Orient Bell Limited (the Company) books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31-03-2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31-03-2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) SEBI (Substantial Acquisition of Shares and Takeovers) (Fourth Amendment) Regulations 2015
 - (b) SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (PIT) Regulations (effective from May 15, 2015)
 - (c) SEBI (Issue of Capital and Disclosure Requirements) (Sixth Amendment) Regulations, 2015
 - (d) SEBI (Share Based Employee Benefits) (Amendment) Regulations, 2015
 - (e) SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2015
 - (f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - (g) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016
 - (h) SEBI (Buy-back of Securities) (Amendment) Regulations, 2015.
- (vi) (I) There is no specific law, which is exclusively applicable to the Company, however the following general laws significant to the Company, were examined and audited for ensuring their compliance mechanism
 - (a) The Factories Act, 1948
 - (b) The Environment (Protection) Act, 1986
 - (c) The Air (Prevention & Control of Pollution) Act, 1981
 - (d) The Water (Prevention & Control of Pollution) Act, 1974

- (II) The Company voluntarily obtained BIS (Bureau of Indian standards) certification in respect of certain plant and processes in respect of its manufactured product category of Pressed Ceramic tiles (glazed) non modular size except spacer lug tiles, conforming to Indian standards, which was also examined.
- (vii)
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with The National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE).
 - (iii) SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 pertaining to Listed equity shares of the Company at NSE and BSE.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has allotted 1,86,850 Equity Shares of ₹ 10/- each to the eligible employees under ESOP Scheme vide resolution passed by the Compensation Committee on 9th October, 2015.

for VIVEK ARORA
COMPANY SECRETARIES

Place : New Delhi
Date : 23rd May, 2016

VIVEK ARORA
(PROPRIETOR)
CP NO 8255; ACS 12222

Note:

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure 'A'

To,

The Members
Orient Bell Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

for VIVEK ARORA
COMPANY SECRETARIES

Place : New Delhi
Date : 23rd May, 2016

VIVEK ARORA
(PROPRIETOR)
CP NO 8255; ACS 12222

MANAGEMENT DISCUSSION AND ANALYSIS

As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is provided as under:

INDUSTRY STRUCTURE AND DEVELOPMENT

The global ceramic tile industry has undergone a period of significant change over the years, driven by the demands of a globalised economy. While the traditional markets of Europe and the US continue to grow, primarily led by public sector investment, the most significant developments are however to be found in the emerging economies. They have, in recent years become the most significant players in the ceramic market, in terms of consumption, growth and investment. The global ceramic tiles market report says owing to the increase in demand, ceramic tile manufacturers are investing heavily in new product development and new technology is being applied to make customized designs and add antibacterial properties. The analysts forecast global ceramic tiles market to grow at a CAGR of 9.59% during the period 2016-2020. The growing investment in the residential sector worldwide is providing an impetus to the global ceramic tiles market.

India reportedly ranks in the top three tile-producing countries worldwide (China and Brazil are the top two), and is growing at an annual growth rate of 10%. Ceramic production today is a sizeable contribution to the country's GDP (with a turnover of approx INR 24,000 crores) at 775 million sq mts p.a. According to "India Tiles Market Forecast & Opportunities, 2017", with the increasing construction activities, the tiles market in the country is set to flourish. The demand from institutional customers is outpacing the retail demand in many regions of the country.

OUTLOOK

The Government's campaign of 'Make In India' seeks to take a number of progressive steps to increase the production of India with a central goal of giving impetus to Indian economy through promoting investments and exports apart from Indian consumption. It is a National program and will affect every growing industrial area, region and sector. Every new ceramic tile factory commissioned has the latest technology that is available worldwide. The management of most of these companies believes strongly in setting up state of the art manufacturing facilities. Another common factor of the Make in India concept in relation to the Ceramic Sector is their ability to seek out totally unskilled labor and train them in house to perform highly rewarding jobs and in the process enhancing their skills. Your Company looks at the Make In India concept very much in alignment with the thought process of doing business in ceramic sector.

The Smart Cities mission is another innovative and new initiative by the Government of India to drive economic growth and improve the quality of life of people by enabling local development and harnessing technology as a means to create smart outcomes for citizens. The Mission will cover 100 cities and its duration will be five years (FY2015-16 to FY2019-20). The Smart Cities Mission of Government of India will generate more opportunities for the Ceramic Tile Industry.

The Government's emphasis on affordable housing for all and Swachh Bharat Campaigns by building toilets and revamping all public utility places would lead to increase in demand for tiles.

RISKS AND CONCERNS

The Unorganized Sector as producer of tiles in India is a major risk to the Organized Sector Tile Companies. To mitigate this risk your Company's designing Team is doing efforts to produce more and more unique and innovative designs. Also the state of the art technology used by your Company creates an edge over the Unorganized Sector tile manufacturers.

The fluctuating and uncertain pricing of RLNG, a major component of tile manufacturing process is also a great risk for the Company. Your Company's R&D team is making continuous efforts to make the optimum use of the Gas to combat this risk.

The retail and project customers' attrition is again one of the risks for the Company which impact both, revenue and prospective growth. To mitigate this risk, the Company's sales team is dedicatedly working on providing after sale service and to take prompt actions on their issues, if any. Your Company has dedicated team to deal with Government and Private Sector projects.

Attrition of employees is another risk of concern. The Company strives to keep the employer-employee relationship cordial and arrange for various programs including interaction with top management on a common platform to motivate the employees. The attrition rate of the Company is within acceptable limits.

FOREX fluctuations impact the cost of imported machinery and raw materials. Your Company always keeps a watch on such fluctuations and takes necessary timely actions to combat such risks.

Fluctuating freight is also a concern. Your Company has arrangements with a fleet of transporters across the country to curb the possibility of monopoly of transporters. The Company does surveys at regular intervals to keep the transportation costs within limits.

The Imported Tiles is also a risk for the Indian tile manufacturers as they always attract Indian customers. Your Company has dedicated Designing and R&D teams to develop and produce unique, innovative and cost effective products to compete with Imported Tiles.

OPPORTUNITIES & THREATS

Tiles, today, are perceived as a signature to the way interiors and outdoors look and, thereby, assume high importance in the matter of selection.

Factors like the durability and ease of maintenance of ceramic tiles are gaining popularity as they aid in driving market growth during the forecast period. The demand for ceramic tiles is expected to increase in hospitals, metro rail projects, laboratories, airports, and residential buildings as they are inexpensive and highly durable. Additionally, the advent of stain and germ resistant tiles is expected to incite market growth as they are more healthy and affordable when compared to regular paints. The Smart Cities Mission, Make In India, Swachh Bharat and Affordable Housing for all campaigns of the Government of India are already elaborated hereinbefore in which your Company is Optimistic about the Opportunities. The government has

imposed Anti Dumping duty on tile imports from China which would lead to increase in the demand for Indian manufactured tiles. Passing of real estate bill would unclog real estate projects which have not been completed and is expected to lead to increase in delivery of houses to the final consumer.

We see distinct possibilities to increase sales in the high value Vitrified segment.

The common threats to the India Ceramic Tile Industry remains the Unorganized Sector producers of Tiles who constitute approx 70% of the total tile market. The import of Tiles from China is another threat to the Organized sector of tile industry. The fluctuating cost of fuel (RLNG) also a major threat to the tile industry. Fluctuations in the foreign currency rates are also a major component to hit the margins. The above facts collectively prove as hindrances to the growth of the ceramic tiles industry.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your Company deals with products which come under one segment only i.e. 'ceramic tiles'.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The various processes and systems of your Company are majorly controlled by the Standard Operating Procedures (SOPs). These SOPs are meant to be prepared and issued for the systematic working of Internal systems in accordance with which various departments works. These SOPs are updated / modified at regular intervals in order to make the Internal controls more effective and stronger. Your Company finds these Internal Control Systems in the form of SOPs adequate.

The Company has a separate internal audit department with experienced staff headed by an Internal Auditor, placed under the supervision and control of the Audit Committee. The organisational set up and the system controls have been functioning efficiently. The internal controls are constantly upgraded based on Audit Committee recommendations. Every quarter, significant audit findings, internal audit reports as per audit plan; recommended corrective steps and their implementation status are placed before the Audit Committee for their information and review. The Company is continuously upgrading its internal control systems under valuable guidance of the Audit Committee and the Board.

DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act and the Accounting Standards issued by the Institute of Chartered Accountants of India.

1. **Sales:** The Company's gross turnover marginally increased during the year 2015-16.
2. **Finance charges:** Finance charges for the year amounted to ₹ 1,881 lakhs as against the previous year of ₹ 2,068 lakhs.
3. **Depreciation:** The current year depreciation amounted to ₹ 1,708 lakhs as against ₹ 1,776 lakhs of previous year.

4. Profit:

- (a) Profit before Depreciation and Taxation amounted to ₹ 3,005 lakhs as against the previous year of ₹ 2,801 lakhs.
 - (b) Net Profit after tax for the year amounted to ₹ 644 lakhs as against the previous year of ₹ 478 lakhs.
 - (c) Cash from Operation: During the year ₹ 4,230 lakhs were generated from operations as against the previous year figure of ₹ 4,283 lakhs.
5. **Fixed Assets:** Gross Block of fixed assets increased from ₹ 54,483 lakhs in the previous year to ₹ 54,541 lakhs in the year 2015-16.
 6. **Net Working Capital:**
Inventories decreased to ₹ 8,865 lakhs from ₹ 10,173 lakhs in the previous year.
Sundry Debtors increased to ₹ 10,581 lakhs as against ₹ 9,342 lakhs of previous year.
Short term Loans, Advances and other Current Assets decreased to ₹ 1,012 lakhs from ₹ 1,771 lakhs in the previous year.
Current liabilities and provisions: The amount of ₹ 12,227 lakhs includes creditors for suppliers of raw materials, stores and spares, provisions for expenses and taxes, dividend and tax payable thereon, liabilities for gratuity and leave encashment.
 7. **Borrowed funds:** As on 31.03.2016, the total borrowings of the Company were ₹ 13,335 lakhs as against ₹ 16,581 lakhs in the previous year.

HUMAN RESOURCE / INDUSTRIAL RELATIONS

Over the years, your Company has strengthened its competitive edge by reinforcing its human resource capabilities. The organization provides an exciting working environment marked by teamwork, motivation and an emphasis on knowledge accrual. Your Company regularly organizes various workshops and meetings for employee motivation. In the recent past, the Human Resource department has taken initiative to arrange for regular Open House Sessions where every employee is free to interact with the top management and place his/her suggestions. This creates harmony in the employer-employee relationship.

At the end of FY 2016, the Company had 975 permanent employees on its rolls.

CAUTIONARY STATEMENT

Statement in this report on Management Discussion and Analysis describing the projections, estimates, expectations or predictions may be "Forward looking statements" within the meaning of applicable securities law or regulations. These statements are based on certain assumptions and expectations of future events. Actual result could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost, changes in Government regulations, tax regimes, economic developments within India and other factors such as litigation and industrial relations.

CORPORATE GOVERNANCE REPORT

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. An effective and good Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control management of an Organization and lead to long term shareholder value and enhances interest of other stakeholders. Orient Bell Limited (OBL) believes that Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. In addition to complying with the statutory requirements, OBL believes in constantly effective and robust governance systems and practices towards improving transparency, disclosures, internal controls and promotion of ethics at work place. OBL believes in its core values of Integrity, Quality, Customers, Agility, Partners and Performance (IQ CAPP), which are fundamental to your Company. Your Company has complied with the requirements of Corporate Governance as laid down under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board of Directors

I. Composition of Board

OBL's Board has a very pivotal role in the Company's operations and in ensuring that the Company should run on sound and ethical business practices and that its resources are utilized for creating sustainable and healthy growth.

The Board comprises of 7 (Seven) Directors out of which 3 (three) are Executive Directors (one Executive Chairman & Managing Director and two Whole Time Directors) and 4 (four) Independent & Non-Executive Directors including one woman director. The size and composition of the Board conforms to the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of Directors and their other Directorships/Committee Memberships in other Companies are as follows:

The Composition of Directors and their other Directorships/Committee Memberships in other Companies are as follows:

Sl. No.	Name of Director	Category	Directorship in other companies*	Committee chairmanship in other Companies**	Committee membership in other Companies**
1.	Mr. Mahendra K. Daga	P-E-CMD	3	None	1
2.	Mr. Madhur Daga	P-E-WTD	None	None	None
3.	Mr. K. M. Pai	E-WTD	1	None	1
4.	Mr. R. N. Bansal	I-NED	1	None	1
5.	Mr. N. R. Srinivasan	I-NED	None	None	None
6.	Mr. P. M. Mathai	I-NED	None	None	None
7.	Ms. Tanuja Joshi***	I-NED	None	None	None
8.	Mr. Dhruv M. Sawhney#	I-NED	-	-	-

P-E-CMD Promoter & Executive Chairman and Managing Director

P-E-WTD Promoter & Executive Whole Time Director

I-NED Independent Non-Executive Director

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than five Committees as specified in Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all the Companies in which he/she is a Director.

* Excludes the directorship held in private limited Companies, foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

** For this purpose only the membership/chairmanship in Audit Committee and Stakeholders Relationship and Grievance Committee in all other public limited companies has been considered.

*** The Members of the Company has, in its Annual General Meeting held on 30.09.2015 approved the appointment of Ms. Tanuja Joshi, as Independent Director for the period up to 02.11.2019.

The Directorship of Mr. Dhruv M. Sawhney in the Company has ended on 29.09.2015.

II. Attendance of Directors at the Board Meetings held during the financial year 2015-2016 and at the last Annual General Meeting (AGM)

The attendance record of each Director at the Board Meetings held during the year 2015-2016 and at the last Annual General Meeting is as follows:

Sl. No.	Name of Director	No. of meetings		Whether attended last AGM
		Held	Attended	
1.	Mr. Mahendra K. Daga	4	4	No
2.	Mr. Madhur Daga	4	4	Yes
3.	Mr. R. N. Bansal @	4	4	No
4.	Mr. N. R. Srinivasan	4	3	No
5.	Mr. K. M. Pai	4	4	No
6.	Mr. P. M. Mathai	4	3	Yes
7.	Ms. Tanuja Joshi	4	3	No
8.	Mr. Dhruv M. Sawhney#	4	-	No

@ Mr. R.N. Bansal has not attended the AGM due to illness. However, Mr. P.M. Mathai, member of Audit Committee was available at the AGM to answer the queries of members.

The Directorship of Mr. Dhruv M. Sawhney in the Company has ended on 29.09.2015.

III. Meetings of the Board of Directors

Four Board Meetings were held during the financial year 2015-16 on 29th May 2015, 13th August 2015, 26th October 2015 and 11th February 2016 respectively. The maximum time gap between any two meetings was 107 days and the minimum time gap was 72 days. The necessary quorum was present at all the meetings. The agenda papers were circulated well in advance of each meeting of the Board of Directors.

IV. Disclosure of relationships between directors inter-se

None of the Directors is/are in any way related except Mr. Mahendra K. Daga and Mr. Madhur Daga (who is son of Mr. Mahendra K. Daga).

V. Details of shareholding of Non-Executive Directors as on 31st March 2016

Name of Non-Executive Director	No. of shares held
Mr. R. N. Bansal	Nil
Mr. N. R. Srinivasan	Nil
Mr. P. M. Mathai	Nil
Ms. Tanuja Joshi	Nil

VI. Web link where details of familiarization programs imparted to Independent Directors

The details of familiarization programs imparted to Independent Directors are available on Company's website viz. <http://www.oblcorp.com>.

COMMITTEES OF THE BOARD

(i) Audit Committee

Audit Committee of the Board is entrusted with the powers and the role that are in accordance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 as well as Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee, inter alia, include overseeing financial reporting processes, reviewing periodic financial results, reviewing with the management the financial statements and adequacy of internal control systems, reviewing the adequacy of internal control function, discussions with the Internal and Statutory Auditors about the scope of audit including the observations of Auditors and discussion with them on any significant findings.

All the members of Audit Committee are financially literate. Mr. R. N. Bansal, a senior fellow member of the Institute of Chartered Accountants of India and Independent Director of the Company, is the Chairman of the Audit Committee with

Mr. N. R. Srinivasan, Ex Officio Chairman and Mr. Mahendra K. Daga, Mr. P. M. Mathai and Mr. K. M. Pai as its members. The Company Secretary acts as the Secretary of the Committee.

During the financial year ended on 31st March 2016, four Audit Committee Meetings were held on 29th May 2015, 13th August 2015, 26th October 2015 and 11th February 2016 respectively. The summary of attendance is as under:

Sl. No.	Name of Directors	Category	No. of meetings	
			Held	Attended
1.	Mr. R. N. Bansal	Independent, Non-Executive	4	4
2.	Mr. N. R. Srinivasan	Independent, Non-Executive	4	3
3.	Mr. Mahendra K. Daga	Promoter, Executive	4	4
4.	Mr. P. M. Mathai	Independent, Non-Executive	4	3
5.	Mr. K. M. Pai	Executive Director & CFO	4	4

(ii) Nomination and Remuneration Committee

The composition of the Committee as on 31st March, 2016 was Mr. N. R. Srinivasan as Chairman and Mr. R. N. Bansal and Mr. P.M. Mathai as its members. All the members are independent directors. The Company Secretary acts as the Secretary of the committee.

During the year under review 2 (Two) meetings of Nomination and Remuneration Committee were held on 13th August 2015 and 11th February 2016 respectively. The summary of attendance is as under:

Sl. No.	Name of Directors	No. of meetings	
		Held	Attended
1.	Mr. N. R. Srinivasan	2	2
2.	Mr. R.N. Bansal	2	2
3.	Mr. P.M. Mathai	2	2

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board's diversity; and identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

Service Contracts, Notice Period, Severance Fees

The period of appointment and terms of appointment of Mr. Mahendra K. Daga, Mr. Madhur Daga and Mr. K.M. Pai is as per the respective resolution passed by the Shareholders at their meeting.

Remuneration Policy

In accordance with the principles of transparency and consistency, the Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management which has been approved by the

Board of Directors of the Company at its meeting held on 03.11.2014 and amended from time to time, based on the recommendations made by the Nomination and Remuneration Committee. The Policy is annexed as Annexure 1 to the Board's Report. The objective and broad framework of the Nomination and Remuneration policy inter alia, is to determine the remuneration taking into account parameters like financial position of the Company, industry size, company size and general practice on remuneration payout in the Tile Industry; to identify and select for Board's consideration the persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down; to carry out the evaluation of Directors, Key Managerial Personnel and Senior Management of the Company and to provide them rewards linked directly to their efforts, performance, dedication and achievement relating to the Company's operations. The said policy also provides for the performance evaluation criteria for independent Directors as well as the criteria of making payments to non executive Directors. The Nomination and Remuneration Committee recommends the remuneration of Directors and Key Managerial Personnel which is approved by the Board of Directors subject to approval of shareholders and such other approvals wherever necessary. The level and composition shall be reasonable to sufficient to attract, retain and motivate the Directors, Key Managerial Personnel and other employees of the quality required to run the Company successfully.

The detail of remuneration paid to the Directors during the financial year 2015-16 is as follows:

(In ₹)

Name of the Director	Salary	Provident fund	Perquisites	Commission	Sitting fee	Total
Mr. Mahendra K. Daga	1,49,60,000	21,600	1,87,649	-	-	1,51,69,249
Mr. Madhur Daga	1,15,80,000	21,600	1,93,060	-	-	1,17,94,660
Mr. K. M. Pai	88,17,500*	21,600	39,600	-	-	88,78,700
Mr. R. N. Bansal	-	-	-	-	7,20,000	7,20,000
Mr. N. R. Srinivasan	-	-	-	-	7,50,000	7,50,000
Mr. P. M. Mathai	-	-	-	-	6,80,000	6,80,000
Ms. Tanuja Joshi	-	-	-	-	1,00,000	1,00,000
Mr. Dhruv M. Sawhney	-	-	-	-	-	-

*It includes one time bonus of ₹ 5,00,000/-

There is no Pecuniary relationship or transaction of the non-executive directors vis-a-vis the Company except described above. Non executive Independent Directors are not entitled to any stock options. No stock options were granted to other Directors except to Mr. K.M. Pai to whom 15,000 stock options were granted on 02.09.2015 as per terms of his appointment under Orient Bell Employee Stock Option Scheme. The said stock option shall be due for vesting on 02.09.2016 and exercisable within 3 years from the actual date of vesting.

(iii) Stakeholders Relationship and Grievance Committee

The Stakeholders Relationship and Grievance Committee comprises of Mr. N.R. Srinivasan as its Chairman and Mr. Mahendra K. Daga and Mr. Madhur Daga as its other two members. The Company Secretary acts as the Secretary of the Committee and compliance officer. The Committee is entrusted with the power to approve the share transfers, issue of duplicate share certificates, issue of new share certificates upon

consolidation of shares, split of shares and also to resolve the grievances of members including complaints relating to transfer of shares, non receipt of balance sheet, non receipt of declared dividends etc.

During the year ended 31st March 2016, 5 (five) Committee Meetings were held on 29th May 2015, 20th July 2015, 2nd November 2015, 19th February 2016 and 18th March 2016 respectively. The summary of attendance is as under:

Sl. No.	Name of Directors	No. of meetings	
		Held	Attended
1.	Mr. N. R. Srinivasan	5	5
2.	Mr. Mahendra K. Daga	5	2
3.	Mr. Madhur Daga	5	4

To expedite the process of share transfers, the Board has delegated the power of share transfers to Company Secretary and to M/s MCS Share Transfer Agent Ltd., Share Transfer Agents who attend to the share transfers, promptly.

No complaint was pending at the beginning of the financial year i.e. on 01st April 2015. During the year, the Company has received 6 (six) complaints from members which was resolved and no complaint is pending for disposal as on 31st March, 2016.

(iv) Finance and Borrowing Committee

The Finance and Borrowing Committee of the Board has been delegated with the powers to manage the banking operations, to open/close bank accounts, decide on the operational limits/

matrix of the authorised signatories in addition to borrow secured/unsecured funds, otherwise than by way of debentures from potential lenders to meet out the funding needs of the Company as may be arising from time to time.

The Committee comprise of three Directors viz. Mr. Mahendra K. Daga as Chairman, Mr. Madhur Daga and Mr. N.R. Srinivasan as its members. The Company Secretary acts as the Secretary of the Committee.

During the year under review 1 (One) meeting of members of 'Finance and Borrowing Committee' was held on 25th September, 2015. The summary of attendance is as under:

Sl. No.	Name of Directors	No. of meetings	
		Held	Attended
1.	Mr. Mahendra K. Daga	1	Nil
2.	Mr. N. R. Srinivasan	1	1
3.	Mr. Madhur Daga	1	1

(v) Compensation Committee

The Company has Compensation Committee of the Board of Directors for the purpose of finalizing, administering, and supervising the matters applicable to grant, vest and exercise of options under the Employees Stock Option Scheme and the matters prescribed under the SEBI Guidelines.

The Committee comprise of the following Directors:

- a. Mr. Madhur Daga, Promoter-Executive
- b. Mr. N.R. Srinivasan, Independent-Non Executive
- c. Mr. R.N. Bansal, Independent-Non Executive
- d. Mr. P.M. Mathai, Independent-Non Executive

During the financial year 2015-16, the Committee met 3 (Three) times on 13th August 2015, 9th October 2015 and 11th February 2016 respectively. The summary of attendance is as under:

Sl. No.	Name of Directors	No. of meetings	
		Held	Attended
1.	Mr. N. R. Srinivasan	3	3
2.	Mr. Madhur Daga	3	2
3.	Mr. R.N. Bansal	3	2
4.	Mr. P.M. Mathai	3	3

(vi) Corporate Social Responsibility Committee

The composition of the Committee as on 31st March, 2016 was as under:-

- | | |
|---|----------|
| (i) Mr. Madhur Daga, Promoter-Executive | Chairman |
| (ii) Mr. K.M. Pai, Executive Director & CFO | Member |
| (iii) Mr. N.R. Srinivasan,
Independent – Non Executive | Member |
| (iv) Mr. R.N. Bansal,
Independent – Non Executive | Member |
| (v) Ms. Tanuja Joshi,
Independent-Non Executive | Member |

The Committee is authorized to formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013; recommend the amount to be spent on such activities; monitor the Company's CSR policy periodically and institute a transparent monitoring mechanism for the implementation of CSR projects.

The CSR Policy of the Company as duly approved by the Board of Directors in its meeting held on 03.11.2014 is displayed on the Company's website: <http://www.oblcorp.com>.

The Committee met twice during the year in the meetings held on 13.08.2015 and 11.02.2016. The summary of attendance is as under:

Sl. No.	Name of Directors	No. of meetings	
		Held	Attended
1.	Mr. Madhur Daga	2	2
2.	Mr. N.R. Srinivasan	2	2
3.	Mr. R.N. Bansal	2	2
4.	Mr. K.M. Pai	2	2
5.	Ms. Tanuja Joshi	2	2

General Body Meetings

Detail of last three Annual General Meetings:

Year	Location	Day and Date	Time	Special resolutions
2012-13	Regd Off.: 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)	Friday, 27 th Sept., 2013	11.30 a.m.	Re-appointment and Re-designation of Mr. Madhur Daga, Whole Time Director (designated as Joint Managing Director) of the Company for a further term of 3 years.
2013-14	-do-	Tuesday, 30 th Sept., 2014	11.30 a.m.	I. Borrowings of Funds up to a limit of Rs. 300 Crores. II. Modification in the terms of appointment of Mr. Mahendra K. Daga. III. Modification in the terms of appointment of Mr. Madhur Daga. IV. Appointment, re-designation and payment of remuneration to Mr. K.M. Pai. V. Amendment in Articles of Association.
2014-15	-do-	Wednesday, 30 th Sept., 2015	11.30 a.m.	I. Re-appointment of Mr. N.R. Srinivasan as an Independent Director. II. Creation of Charges/ Mortgages/Hypothecations in respect of Loans etc. III. Substitution of new set of Articles of Association with the existing Articles in terms of Companies Act, 2013. IV. Re-appointment of Mr. Mahendra K. Daga as Chairman & Managing Director

All the above mentioned special resolutions were passed unanimously and no resolution was put through postal ballot.

Postal ballot

During the year ended 31st March, 2016, no resolution was passed through postal ballot. No resolution whether Special/ Ordinary Resolution is proposed to be passed through postal ballot at the ensuing Annual General Meeting.

Means of communication

The quarterly, half-yearly and annual results of the Company are submitted with Bombay Stock Exchange and National Stock Exchange where the equity shares of the Company are listed

and the same are published in leading newspapers viz. Financial Express (English) and Rashtriya Sahara (Hindi) in compliance with the Listing Agreement.

The results are also posted on Company's website viz. <http://www.oblcorp.com>. The website of the Company also displays the information of the Company's products, dealers, availability among others. Presentations are also made to the institutional investors and analysts, which are also put up on the website of the Company.

The Company also dedicated an e-mail ID exclusively for redressal of investor complaints in compliance of Regulation 46 (2) (I) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 namely investor@orientbell.com which is also displayed on the Company's website viz. <http://www.oblcorp.com>.

General Shareholder Information

Annual General Meeting

Date	14 th September, 2016
Time	11.30 a.m.
Venue	8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)
Financial Year	1 st April to 31 st March

Financial reporting for financial year 2016-17 is as follows:

Un-audited financial results for the first three quarters	Will be announced within 45 days of the end of respective quarter.*
Fourth/last quarter financial results	Audited financial results will be announced within 60 days of the end of the financial year.*

*subject to change of law

Book closure dates for the purpose of dividend and Annual General Meeting

To determine the entitlement of members to receive the dividend for the year ended 31st March 2016, the Register of Members and Share Transfer Books of the Company will remain closed from 08th September, 2016 to 14th September, 2016 (both days inclusive) as well as for the purpose of Annual General Meeting.

Dividend payment for 2015-16

Dividend on equity shares as recommended by the Directors for the year ended 31st March 2016 when declared at the Annual

General Meeting will be paid within stipulated period:

- To the members, whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company on or before 07th September, 2016.
- in respect of shares held in electronic form, to those 'deemed members' whose names appear in the statements of beneficial ownership furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of the business hours on 07th September, 2016.

Listing

Presently, the Equity Shares of the Company are listed on the following Stock Exchanges:

NAME OF STOCK EXCHANGE	STOCK CODE
BSE Ltd. (BSE) Floor 25, PJ Towers, Dalal Street, Mumbai – 400001	530365
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.	ORIENTBELL

The Company has paid the requisite Annual Listing Fee to BSE and NSE for the financial year 2016–17 within stipulated time.

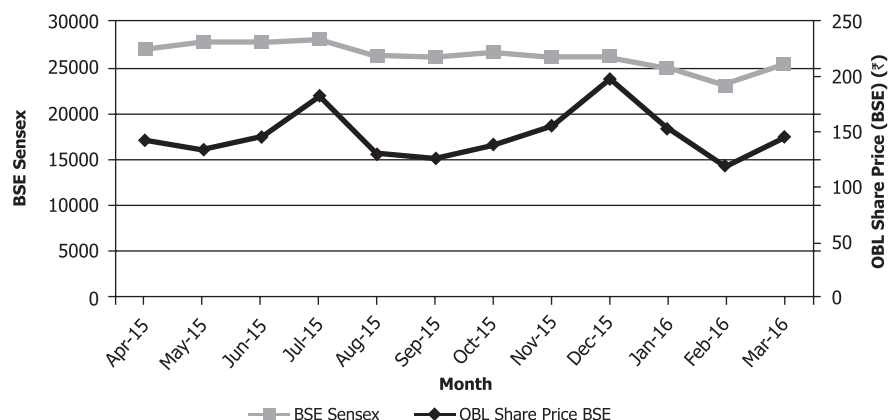
Market price data

The monthly high and low price of shares traded on the BSE Ltd and the National Stock Exchange of India Ltd are as follows:

Month	BSE Limited				BSE Sensex Month Close	National Stock Exchange of India Limited			
	High Price (₹)	Low Price (₹)	Close Price (₹)	No. of Shares Traded		High Price (₹)	Low Price (₹)	Close Price (₹)	No. of Shares Traded
Apr-15	178.00	131.00	142.70	1,55,452	27,011.31	178.80	130.00	142.95	4,71,064
May-15	147.00	126.80	134.20	1,57,261	27,828.44	148.00	125.10	134.75	3,63,010
Jun-15	169.90	124.80	145.90	1,49,403	27,780.83	161.00	123.50	146.00	2,63,324
Jul-15	211.00	138.60	182.80	3,29,346	28,114.56	215.00	139.00	182.20	6,85,001
Aug-15	201.50	112.00	130.10	1,37,773	26,283.09	207.10	111.00	129.70	2,94,637
Sep-15	130.10	105.60	126.70	79,958	26,154.83	136.90	105.65	127.20	2,05,783
Oct-15	164.60	118.00	138.60	2,47,400	26,656.83	164.80	118.00	141.85	5,62,703
Nov-15	163.40	133.40	155.10	99,806	26,145.67	164.00	131.10	154.15	2,33,993
Dec-15	204.80	138.00	197.90	3,53,712	26,117.54	205.00	139.00	176.50	16,57,224
Jan-16	180.30	136.80	153.20	1,43,077	24,870.69	181.35	136.30	152.85	4,75,759
Feb-16	155.00	114.00	119.60	1,00,727	23,002.00	156.95	114.05	119.30	2,44,216
Mar-16	150.00	120.50	145.50	1,34,161	25,341.86	151.35	121.00	146.15	1,46,124

Stock price performance

The performance of Company's Equity Shares during 2015-16 in comparison to BSE's Sensitive Index was as follows:



Share Transfer Agent

M/s. MCS Share Transfer Agent Ltd.
 F-65, Okhla Industrial Area, Phase-I
 New Delhi-110 020
 Phone No. : (011) 41406149
 Fax No. : (011) 41709881
 E-mail : admin@mcsregistrars.com

Share transfer system

Trading in equity shares of the Company through recognised Stock Exchanges is permitted only in dematerialised form. Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expedite the process of share transfers, Mr. Yogesh Mendiratta, Company Secretary of the Company and/or Registrar and Share Transfer Agents have been severally authorised to approve the transfer of shares. The Stakeholders Relationship and Grievance Committee and the Board of Directors reviews the share transfers periodically.

Distribution of shareholding as on 31st March 2016

No. of Shares	Total members	% Total members	Total shares	% Total shares
Up to 500	12,059	91.82	8,04,340	5.75
501 to 1,000	516	3.93	3,93,855	2.81
1,001 to 2,000	256	1.95	3,67,738	2.63
2,001 to 3,000	100	0.76	2,53,484	1.81
3,001 to 4,000	37	0.28	1,27,279	0.91
4,001 to 5,000	28	0.21	1,28,385	0.92
5,001 to 10,000	76	0.59	5,19,748	3.71
10,001 to 50,000	49	0.37	9,40,095	6.71
50,001 to 1,00,000	5	0.04	4,00,562	2.86
1,00,001 and above	7	0.05	1,00,66,915	71.89
Total	13,133	100.00	1,40,02,401	100.00

Shareholding pattern as on 31st March 2016

Category	No. of shares	% of total shares
Promoter and promoter group	1,02,56,655	73.25
Public - Bodies corporate	4,08,454	2.92
Public – other than Bodies Corporate	32,44,829	23.17
Public - NRIs/OCBs	92,463	0.66
Total	1,40,02,401	100.00

Dematerialisation of shares and liquidity

The Equity Shares of the Company are in compulsory DEMAT mode. In order to enable the members to hold their shares in electronic form and to facilitate scriptless trading, the Company has enlisted its shares with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Status of dematerialisation as on 31st March 2016

Electronic holdings			Physical holdings			Total		
No. of folios	No. of shares	%	No. of folios	No. of shares	%	No. of folios	No. of shares	%
9,762	1,36,01,951	97.14	3,371	4,00,450	2.86	13,133	1,40,02,401	100.00

The Company is making efforts to increase the dematerialisation of shares.

ISIN number allotted by NSDL and CDSL: INE607D01018

CIN : L14101UP1977PLC021546

Outstanding GDRs/ADR /Warrants

There are no Global Depository Receipts (GDRs)/American Depository Receipt (ADRs) or any convertible instrument pending for conversion.

Commodity price risk or foreign exchange risk and hedging activities

During the year 2015-16 the Company had managed the foreign exchange risk involving foreign currency though this was not a significant amount. The details of foreign currency exposure are disclosed in note no. 28 to the Annual Accounts.

Registered Office:

8, Industrial Area,
Sikandrabad-203 205
Distt. Bulandshahr (U.P.)

Corporate office

Iris House,
16, Business Centre
Nangal Raya
New Delhi-110 046
Phone : (011) 47119100
Fax : (011) 28521273
E-mail : investor@orientbell.com
Website: www.oblcorp.com

Address for correspondence:

Shareholder Services
Orient Bell Limited
Iris House, 16, Business Centre
Nangal Raya, New Delhi-110 046
Phone: (011) 47119100
Fax: (011) 28521273
E-mail : investor@orientbell.com
Website: www.oblcorp.com

Plants:

- (i) Industrial Area,
Sikandrabad-203 205,
Bulandshahr (U.P.)
- (iii) Village Chokkahalli,
Taluka Hoskote,
Bengaluru (Rural) - 562 114,
Karnataka

- (ii) Village Dora, Taluka Amod,
Dist. Bharuch – 392 230,
Gujarat

Disclosures

- (i) The Company does not have any material related party transactions that may have potential conflict with the interests of the Company at large. The details of related party information and transactions are placed before the Audit Committee from time to time. The disclosures regarding the transactions with the related parties are disclosed in note no. 27 forming part of the Accounts. The Company has formulated a Related Party Transactions Policy which specifies the manner of entering into related party transactions. This policy has been posted on the website of the Company at <http://www.oblcorp.com>.
- (ii) The Company has complied with all the guidelines provided by Stock Exchanges and SEBI or any other statutory authority having no non compliances and no penalties or strictures were imposed on the Company on any matter relating to the capital markets, during the last three years.
- (iii) As mandated under Section 177 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and adopted a Vigil Mechanism cum Whistle Blower Policy. Under the said policy, any communication that discloses or demonstrates information that may evidence unethical or improper activity shall be addressed to the Chairman of the Audit Committee. A copy of the same may also be addressed to the Executive Director. No personnel has been denied access to the audit committee. The Vigil Mechanism cum Whistle Blower Policy is available on the website of the Company at <http://www.oblcorp.com>.
- (iv) The discretionary requirements of unmodified opinion(s) in the audit report and reporting of internal auditor directly to the audit committee have been adopted.
- (v) The Company has formulated a Policy for determining

'material' subsidiaries as defined under Regulation 16(1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy has been posted on the website of the Company at <http://www.oblcorp.com>.

- (vi) The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Sub paras 2 to 10 of Para C of Schedule V, Regulations 17 to 27 and clauses (b) to (i) of sub of sub – regulation (2) of Regulation 46 of the said Regulations.

Subsidiary companies

The Company has no subsidiary.

Code of Conduct

The Board has adopted a Code of Conduct for the Board Members and Senior Management of the Company. The same has also been posted on the website of the Company. All Board Members and Senior Management personnel have affirmed their compliance with the code. A declaration signed by the Chairman & Managing Director is given below:

"I, Mahendra K. Daga, Chairman & Managing Director of Orient Bell Limited, do hereby confirm that all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management Personnel in respect of the financial year ended on 31st March, 2016."

Place : New Delhi
Date : 19th May, 2016

Mahendra K. Daga
Chairman & Managing Director

Auditors' certificate on Corporate Governance

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate is enclosed as Annexure-A to this Report.

Compliance Certificate issued by Managing Director and Chief Financial Officer

The Managing Director and Chief Financial Officer have furnished a Compliance Certificate to the Board of Directors under Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosures with respect to Demat suspense account / unclaimed suspense account

Aggregate number of shareholders and the outstanding shares in the suspense account lying on 01.04.2015		Number of shareholders who approached the Company for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying on 31.03.2016	
Shareholders	No. of Shares			Shareholders	No. of Shares
108	25,214	Nil	Nil	108	25,214

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Annexure 'A'

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To the Members of

M/s. ORIENT BELL LIMITED

We have examined the compliance of conditions of Corporate Governance by Orient Bell Limited for the year ended on 31st March 2016 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and best to of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.R. Dinodia & Co. LLP
Chartered Accountants

Sandeep Dinodia
Partner
M. No. 083689
Place: New Delhi
Dated : 23rd May, 2016

Independent Auditor's Report

To the Members of M/S ORIENT BELL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **Orient Bell Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on standalone financial statements.

Opinion

In our opinion and to the best of our information and according

to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its profit and cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. On the basis of written representations received from the management of the Company, the Company does not have any pending litigations which would impact its financial position; except for the cases which are disclosed under sub-note "Contingent Liabilities" under Note No. 8(a) of the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.R. Dinodia & Co. LLP
Chartered Accountants

Firm Regn. No. 001478N/N500005

(Pradeep Dinodia)

Partner

Place : New Delhi

Dated : 23rd May, 2016

M. No. 080617

Annexure 'A' to the Independent Auditor's Report

The Annexure referred to in independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2016, we report that:

- i) In respect of fixed assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified at periodic intervals. In accordance with this programme for the year, no material discrepancies were noticed on such verification. In our opinion, such periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - On the basis of written representation received from the management of the Company, the title deeds of immovable properties held in the name of the Company are mortgaged with the Banks for securing the long term borrowings and credit limits raised by the Company.
- ii) In respect of its inventory:
- On the basis of information and explanation provided by the management, inventories have been physically verified by the management during the year except the inventories in transit. In our opinion the frequency of physical verification followed by the management is reasonable.
 - No material discrepancies were noticed on verification between the physical stocks and the book records.
- iii) (a) to (c) According to the information and explanation given to us, the Company had not granted loans, secured or unsecured, to any of the Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of paragraph 3(iii) (a) to (c) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- iv) According to the information and explanation given to us, the Company has no loans, guarantees, and security
- covered under the provisions of section 185 and 186 of the Companies Act, 2013. During the year, Company has made investment in compliance with the provisions of the section 186 of the Companies Act, 2013.
- v) In our opinion and according to the information and explanation given to us, since the Company has not accepted any deposits therefore the question of the compliance of any directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under does not arise.
- vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 to the current operations carried out by the Company. Accordingly, the provisions of paragraph 3(vi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities. Further there were no undisputed outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the records of the Company examined by us and the information and explanations given to us, there were no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax, except the following, which have not been deposited on account of any dispute:

Name of the Statute	Nature of Dispute	Amount (in ₹)	Period	Forum where dispute is pending
U.P. Vat Act	Entry tax and other dues	11,91,100	2000-01 & 2003-04	Allahabad High Court
U.P. Vat Act	Sales Tax	27,40,918	2002-03	Allahabad High Court
U.P. Vat Act	Entry tax and other dues	⁽¹⁾ 3,20,813	2002-03	Ghaziabad Tribunal
U.P. Vat Act	Sales Tax	⁽¹⁾ 34,594	2003-04	Allahabad High Court
U.P. Vat Act	Sales Tax	10,98,623	2003-04	Allahabad High Court
U.P. Vat Act	Sales Tax	⁽¹⁾ 18,94,965	2003-04	Allahabad High Court
U.P. Vat Act	Sales Tax	9,73,790	2004-05	Allahabad High Court
U.P. Vat Act	Sales Tax	12,08,757	2005-06	Allahabad High Court

Name of the Statute	Name of Dispute	Amount (in ₹)	Period	Forum where dispute is pending
U.P. Vat Act	Sales Tax	⁽¹⁾ 7,65,898	2006-07	Allahabad High Court
Gujarat Vat	Sales Tax	3,30,568	2010-11	Astt. Commissioner of Commercial Tax
Gujarat Vat	Sales Tax	⁽¹⁾ 3,72,499	2006-07	Gujarat Value Added Tax Tribunal, Ahmedabad
Karnataka Vat	Sales Tax	53,87,496	2012-13	Joint Commissioner (Appeals)
Karnataka Vat	Sales Tax	11,90,173	2013-14	Joint Commissioner (Appeals)
Karnataka Vat	Sales Tax	28,46,280	2014-15	Joint Commissioner (Appeals)
A.P.VAT Act	Sales Tax	4,89,768	2005-06 & 2006-07	High Court of A.P.
A.P.VAT Act	Sales Tax	⁽¹⁾ 5,34,158	2009-10	Commissioner (Appeals)
A.P.VAT Act	Sales Tax	⁽¹⁾ 9,34,777	2009-10	Commissioner (Appeals)
Delhi Vat Act	Sales Tax	1,11,732	2009-10	Vat Officer
Delhi Vat Act	Sales Tax	2,89,470	2010-11	Vat Officer
Mumbai Vat Act	Sales Tax	27,246	2006-07	Vat Officer
Mumbai Vat Act	Sales Tax	18,394	2008-09	Commissioner of Sales Tax Appeal II
Mumbai Vat Act	Sales Tax	13,14,013	2008-09	Commissioner of Sales Tax Appeal II
Kerala Vat Act	Sales Tax	⁽¹⁾ 2,83,774	2005-06	Assistant commissioner, Ernakulam
Kerala Vat Act	Sales Tax	70,87,329	2009-10	Assistant commissioner, Ernakulam
West Bengal Vat Act	Sales Tax	1,47,45,867	2011-12	Jt. Commissioner (Appeal)
Goa Vat Act	Sales Tax	3,707	2008-09	Vat Officer
Haryana Vat Act	Sales Tax	10,433	2013-14	Excise & Taxation Officer-cum-Assessing Authority, Sonapat
Haryana Vat Act	Sales Tax	1,21,318	2015-16	Commissioner (Appeal)-Excise & Taxation Officer
Central Excise & Customs Act	Excise & other dues	⁽¹⁾ 6,80,440	2005-2010	CESTAT, Noida
Central Excise & Customs Act	Excise & other dues	6,70,460	2005-2010	Excise Tribunal, Noida
Central Excise & Customs Act	Excise & other dues	1,75,946	2008-09	Commissioner (Appeals) Noida
Central Excise & Customs Act	Excise & other dues	1,73,833	2010-2011	Commissioner (Appeals) Noida
Central Excise & Customs Act	Excise & other dues	⁽¹⁾ 43,66,321	2011-2012	Commissioner (Appeals) Noida
Central Excise & Customs Act	Excise & other dues	⁽¹⁾ 18,10,793	2010-11	Commissioner (Appeals) Noida
Central Excise & Customs Act	Excise & other dues	⁽¹⁾ 75,045	2014-15	Commissioner (Appeals) Noida
Central Excise & Customs Act	Excise & other dues	⁽¹⁾ 1,28,928	2014-15	Commissioner (Appeals) Noida
Central Excise & Customs Act	Excise & other dues	2,32,056	2005-2010	CESTAT, Ahmedabad
Central Excise & Customs Act	Excise & other dues	1,56,151	2007-2010	CESTAT, Ahmedabad

Name of the Statute	Nature of Dispute	Amount (in ₹)	Period	Forum where dispute is pending
Central Excise & Customs Act	Excise & other dues	⁽¹⁾ 46,61,297	2010-2013	Appellate Tribunal
Central Excise & Customs Act	Excise & other dues	1,11,02,931	2011-12	CESTAT, Bangalore
Custom Tariff Act, 1975	Custom Duty	85,00,000	2001-02	CEGAT, New Delhi
Income Tax Act, 1961	Income Tax	16,92,841	AY:1990-91	ITAT, Ahmedabad
Income Tax Act, 1961	Income Tax	22,37,194	AY:1995-96	Gujarat High Court
Income Tax Act, 1961	Income Tax	7,62,880	AY:2003-04	ITAT, Ahmedabad
Income Tax Act, 1961	Income Tax	16,30,483	AY:2003-04	ITAT, Ahmedabad
Income Tax Act, 1961	Income Tax	3,10,57,825	AY:2011-12	CIT (Appeals), Ahmedabad
Income Tax Act, 1961	Income Tax	10,97,511	AY:2009-10	ITAT, Delhi
Income Tax Act, 1961	Income Tax	10,97,511	AY:2009-10	CIT (Appeals), Delhi
Income Tax Act, 1961	Income Tax	8,34,757	AY:2010-11	ITAT, Delhi

⁽¹⁾Net of amounts paid under protest.

- viii) On the basis of information and explanation provided to us, Company has not defaulted in repayment of loans and borrowings to the bank. There were no dues outstanding towards debenture holders as at March 31, 2016.
- ix) The Company did not raise any money by way of initial public or further public offer (including debt instruments) during the year. The term loans taken during the year were applied for the purpose for which the same has been raised.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) The Company has paid / provided managerial remuneration to its directors during the year in accordance with provisions of section 197 read with Schedule V to the Companies Act, 2013 as applicable to the Company.
- xii) The Company is not a nidhi company hence the provisions of paragraph 3(xii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- xiii) During the course of our examination of the books and records of the Company, all transactions entered with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements etc, as required by the applicable accounting standards.
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of paragraph 3(xiv) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of paragraph 3(xv) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of paragraph 3(xvi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

For S.R. Dinodia & Co. LLP
Chartered Accountants
Firm Regn. No. 001478N/N500005

(Pradeep Dinodia)
Partner
Place : New Delhi
Dated : 23rd May, 2016
M. No. 080617

Annexure 'B' to the Independent Auditor's Report of even date on the standalone financial statement of Orient Bell Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Orient Bell Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on

the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. Dinodia & Co. LLP
Chartered Accountants
Firm Regn. No. 001478N/N500005

(Pradeep Dinodia)
Partner
M. No. 080617

Place : New Delhi
Dated : 23rd May, 2016

Balance Sheet as at March 31, 2016

(Amount in ₹)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	3	14,00,24,010	13,81,55,510
(b) Reserves and Surplus	4	173,88,24,350	167,49,97,759
		187,88,48,360	181,31,53,269
Non-Current Liabilities			
(a) Long-Term Borrowings	5	53,13,42,352	62,00,67,871
(b) Deferred Tax Liabilities (Net)	6	9,34,78,079	9,75,22,157
(c) Other Long Term Liabilities	7	23,68,306	52,08,414
(d) Long-Term Provisions	8	1,90,65,830	1,45,81,353
		64,62,54,567	73,73,79,795
Current Liabilities			
(a) Short-Term Borrowings	9	69,83,86,260	77,83,22,075
(b) Trade Payables	7		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		101,79,78,912	102,90,96,774
(c) Other Current Liabilities	7	26,20,13,262	44,62,88,882
(d) Short-Term Provisions	8	4,64,30,245	3,11,48,824
		202,48,08,679	228,48,56,555
TOTAL		454,99,11,606	483,53,89,619
II. ASSETS			
Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible Assets		208,87,16,444	222,66,98,726
(ii) Intangible Assets		13,10,671	25,02,224
(iii) Capital Work-in-Progress		64,76,294	69,99,124
(b) Non-Current Investments	11	23,34,75,807	20,22,75,807
(c) Long-Term Loans and Advances	12	10,54,19,273	13,04,88,128
(d) Other Non-Current Assets	14.2	54,22,612	2,74,21,766
		244,08,21,101	259,63,85,775
Current Assets			
(a) Inventories	13	88,65,43,711	101,72,55,798
(b) Trade Receivables	14.1	105,81,16,199	93,42,34,184
(c) Cash and Bank Balance	15	6,32,18,663	11,04,08,616
(d) Short-Term Loans and Advances	12	9,31,95,436	17,17,44,043
(e) Other Current Assets	14.2	80,16,496	53,61,203
		210,90,90,505	223,90,03,844
TOTAL		454,99,11,606	483,53,89,619
Significant Accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our Report of even date attached

For S R DINODIA & CO. LLP.

Chartered Accountants

Firm's Regn. No. 001478N/N500005

for and on behalf of Board of Directors of Orient Bell Limited

(Pradeep Dinodia)

Partner

M.NO. 080617

Mahendra K. Daga
Chairman & Managing Director
DIN 00062503

Madhur Daga
Joint Managing Director
DIN 00062149

N.R. Srinivasan
Director
DIN 00062317

Place : New Delhi
Dated : 23rd May, 2016

K M Pai
Executive Director & CFO
DIN 01171860

Yogesh Mendiratta
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2016

(Amount in ₹)

Particulars	Note No.	For the Year ended March 31, 2016	For the Year ended March 31, 2015
I. Revenue from Operations (Gross)	16	757,84,82,669	751,71,96,009
Less: Excise duty		55,29,95,200	58,49,50,663
Revenue from Operations (Net)		702,54,87,469	693,22,45,346
II. Other Income	17	1,82,31,320	2,86,76,460
III. Total Revenue (I + II)		704,37,18,789	696,09,21,806
IV. Expenses:			
(a) Cost of Materials Consumed	18	111,47,80,404	119,76,14,666
(b) Purchases of Stock-in-Trade	19	191,06,74,245	161,58,68,808
(c) Decrease/ (Increase) in Inventories	20	12,59,23,660	21,18,00,262
(d) Employee Benefits Expense	21	64,45,89,913	61,69,52,570
(e) Finance Costs	22	18,80,90,486	20,68,02,500
(f) Depreciation and Amortization Expense	23	17,07,82,410	17,76,01,566
(g) Other Expenses	24	275,91,44,332	283,16,34,078
Total expenses		691,39,85,450	685,82,74,450
V. Profit before exceptional and extraordinary items and tax (III-IV)		12,97,33,339	10,26,47,356
VI. Exceptional items (Loss on sale of investment in Subsidiary)		-	(1,32,392)
VII. Profit before tax (V - VI)		12,97,33,339	10,25,14,964
VIII. Tax expense:			
Current Tax		6,87,41,010	4,62,70,000
Deferred Tax		(40,44,078)	70,92,530
Income Tax Adjustment for Earlier Years		5,96,554	13,15,190
IX. Profit / (Loss) after tax (VII-VIII)		6,44,39,853	4,78,37,243
X. Earnings per share:	25		
(1) Basic		4.43	3.50
(2) Diluted		4.43	3.50
Significant Accounting Policies	2		
The accompanying notes are an integral part of the financial statements			

As per our Report of even date attached

For S R DINODIA & CO. LLP.

Chartered Accountants

Firm's Regn. No. 001478N/N500005

for and on behalf of Board of Directors of Orient Bell Limited

(Pradeep Dinodia)
Partner
M.NO. 080617

Mahendra K. Daga
Chairman & Managing Director
DIN 00062503

Madhur Daga
Joint Managing Director
DIN 00062149

N.R. Srinivasan
Director
DIN 00062317

Place : New Delhi
Dated : 23rd May, 2016

K M Pai
Executive Director & CFO
DIN 01171860

Yogesh Mendiratta
Company Secretary

Cash Flow Statement for the year ended March 31, 2016

(Amount in ₹)

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit before tax	12,97,33,339	10,25,14,964
Adjustments for:		
Depreciation and amortization	17,07,82,410	17,76,01,566
Interest Paid	18,80,90,486	20,68,02,500
Provision for employee benefit	96,81,719	73,00,562
Loss/(Gain) on sale of fixed assets	27,24,816	58,24,888
Interest Income	(1,35,32,792)	(1,22,60,999)
Sundry Balance Written Off	4,51,49,644	2,44,00,803
Excess Provision Written Back	12,46,913	(1,16,87,740)
Operating profit before working capital changes	53,38,76,535	50,04,96,544
Movement in working capital:		
Increase/(Decrease) in Trade Payables & Other Current Liabilities	(19,66,40,386)	(1,55,14,687)
Increase/(Decrease) in Other Long Term Liabilities	(28,40,108)	24,34,706
Increase/(Decrease) in Short Term Borrowings	(7,99,35,815)	3,86,53,267
Increase/(Decrease) in Provisions	1,69,76,602	26,65,787
(Increase)/Decrease in Trade Receivables	(12,38,82,015)	(22,85,44,371)
(Increase)/Decrease in Loans and advances	1,76,64,557	1,56,60,552
(Increase)/Decrease in Inventories	13,07,12,087	22,95,95,476
(Increase)/Decrease in Other Current Assets and other bank balances	4,42,31,553	(5,41,59,303)
(Increase)/Decrease in Other Non-Current Assets	2,19,99,154	(34,86,472)
Cash generated from operations	36,21,62,163	48,78,01,498
Direct Tax paid (Net of Refunds)	2,58,57,452	1,84,64,318
Net cash inflow from/(used in) operating activities (A)	33,63,04,711	46,93,37,180
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of CWIP and Fixed Assets	(3,93,04,299)	(2,81,26,702)
Sale of Fixed Assets	54,93,737	7,75,817
(Increase)/Decrease in Investments	(3,12,00,000)	-
Interest Income	1,35,32,792	1,22,60,999
Net cash from/ (used in) investing activities (B)	(5,14,77,770)	(1,50,89,886)

(Amount in ₹)

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital & Premium	-	-
Increase/ (Decrease) in Long Term Borrowings	(8,87,25,519)	(26,49,76,062)
Dividend Paid	(83,14,036)	(79,40,130)
Interest paid (net)	(18,80,90,486)	(20,68,02,500)
Net cash inflow from/(used in) financing activities (C)	(28,51,30,041)	(47,97,18,692)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(3,03,099)	(2,54,71,398)
Opening Balance of Cash and Cash Equivalents	31,20,405	2,85,91,803
Total Cash and Cash equivalent (Note no. 15)	28,17,306	31,20,406
Components of cash and cash equivalents		
Cash on hand	8,12,432	8,06,234
With banks - on current account	4,00,510	7,17,197
- on unpaid dividend account	16,04,364	15,96,983
- on deposit account	-	-
Total Cash and Cash equivalent (Note no. 15)	28,17,306	31,20,413
Significant Accounting Policies		

As per our Report of even date attached

For S R DINODIA & CO. LLP.

Chartered Accountants

Firm's Regn. No. 001478N/N500005

for and on behalf of Board of Directors of Orient Bell Limited

(Pradeep Dinodia)

Partner

M.NO. 080617

Mahendra K. Daga
Chairman & Managing Director
DIN 00062503

Madhur Daga
Joint Managing Director
DIN 00062149

N.R. Srinivasan
Director
DIN 00062317

Place : New Delhi
Dated : 23rd May, 2016

K M Pai
Executive Director & CFO
DIN 01171860

Yogesh Mendiratta
Company Secretary

Notes to Financial Statements for the year ended March 31, 2016

NOTE 1 : CORPORATE INFORMATION

Orient Bell Limited (the Company) is engaged in the manufacturing, trading and selling of reputed brand of ceramic and floor tiles. Company is a public company incorporated and domiciled in India and has its registered office at Sikandrabad, Uttar Pradesh, India. The Company has its primary listings on BSE Limited and the National Stock Exchange of India Limited.

NOTE 2 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNT

Note 2.1 Accounting Convention

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

NOTE 2.2: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNT

a) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires the management to make judgement, estimates and assumptions that affect the reported amounts of revenues, expenses, assets & liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could results in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

b) Tangible Assets and Capital Work-In-Progress

Tangible Assets are recorded at their original cost of acquisition less accumulated depreciation and impairment, if any. Cost is net of recoverable taxes and inclusive of freight, duties, taxes and other directly attributable costs incurred to bring the assets to their working condition for intended use. Glow-sign Boards, which have no salvage value are charged to the Statement of Profit & Loss. Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

c) Intangible Assets

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

All expenditures, qualifying as Intangible Assets are amortized over estimated useful life. Specialized softwares are amortized over a period of 3 years.

d) Depreciation and Amortization

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. Further, the Schedule II to the Companies Act, 2013 requires that useful life and depreciation for significant components of an asset should be determined separately. The identification of significant components is matter of technical judgement and is decided on case to case basis; wherever applicable. The following useful lives of the tangible fixed assets has been estimated by the management:

Particulars	As Per Schedule II	As Per Management
Plant and machinery		
Moulds *	25 years	5 years
Punches *	25 years	5 years
Others *	25 years	18 years
Office equipment		
Mobiles *	5 years	3 years

*For these classes of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the Management believes that the useful lives as given above best represent the period over which the Management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Certain plants, subassemblies at Dora and Hoskote unit having limited life span of three years which have been written off over such life span.

Notes to Financial Statements for the year ended March 31, 2016

Till March 31, 2014, in accordance with the option given in the Guidance Note on Accounting for Depreciation in Companies, the Company recoups additional depreciation out of Revaluation reserve. However during the year, as per Schedule II of the Companies Act, 2013 read with para 36 of Application Guide on the Provisions of Schedule II to the Companies Act, 2013 issued by Institute of Chartered Accountants of India, the depreciation on revalued amount has been charged to statement of the profit and loss and the amount of depreciation which relates to the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on its original cost has been transferred from the revaluation reserve to the general reserves of the company.

Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end (Refer Note 10)

e) Revenue/Purchase Recognition

Revenue is recognized to the extent that it is Probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognised when all the significant risk and rewards of ownership of the goods have been passed to the buyer, usually on the delivery of the goods. The company collects sales tax and value added tax on behalf of the government, therefore, these are not economic benefits flowing to the company, hence, these are excluded from the revenue. Further Trade discounts are excluded from the Revenue. Excise duty deducted from Revenue (Gross) is the amount that is included in the revenue (Gross) and not the entire amount of liability arising during the year.

Interest

Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable rate. Interest income is included under the head "Other Income" in the Statement of Profit and Loss.

Dividend

Dividend income from investments is recognised when the company's right to receive dividend is established by the reporting date.

Other Income

Export incentives and Rental Incomes are accounted on accrual basis.

Claims are accounted on acknowledgement from the appropriate authority.

Purchase of indigenous material is recognized on the basis of receipt of material in the factory premises.

f) Borrowing Cost

Borrowing costs include Interest, Amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are attributable to the acquisition or construction of qualifying fixed assets are capitalized as part of the cost of assets. All other borrowing costs are recognized as expense in the year in which they are incurred.

g) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments.

Initial Recognition

All investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Carrying Amount of Investments

- Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis.
- Long Term Investments are carried at cost. However, provision for diminution in value is made to recognised a decline other than temporary in the value of the investments.

Disposal of Investments

The difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Notes to Financial Statements for the year ended March 31, 2016

h) CENVAT and Excise Duty

Excise duty has been accounted for on the basis of payments made in respect of goods cleared from the factory premises and provision made in the accounts for goods manufactured, which are lying in the bonded warehouses of the company as at the end of financial year. CENVAT credit availed has been credited to the respective cost of stores & spares and capital goods.

i) Inventories

Inventories are valued at the lower of cost and net realisable value. The cost of various components of inventory is determined as follows:

Raw Materials, Stores, Spares and Packing Material	Cost includes purchase price, non refundable duties, taxes and all other costs incurred in bringing the inventories to their present location. Cost is determined on First In First Out (FIFO) basis.
Stock-in-process and Finished Goods	Cost includes material cost and also includes an appropriate portion of allocable overheads.
Traded Goods	Cost includes purchase cost, duties, taxes and all other costs incurred in bringing the inventory to their present location. Cost is determined on First In First Out (FIFO) basis.

j) Translation of Foreign Currency items

Initial Recognition

Transactions denominated in Foreign Currencies are recorded at the exchange rate prevailing at the time of the transaction.

Exchange Differences

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss in the period in which they arise except in case of long term foreign currency monetary items, where the exchange differences arising on reporting of long term foreign currency monetary items, in so far as they relate to the acquisition of a depreciable capital asset, is added to or deducted from the cost of the asset and depreciated over the balance life of the asset, and in other cases, is accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance period of such long term asset or liability, by recognition as income or expense in each of such periods.

Conversion

Items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward exchange contracts are translated at the rate ruling on the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference having been recognized over the life of the contract.

k) Taxes on Income

Tax expense comprises current tax and deferred tax.

Current Tax

Current Tax is measured and expected to be paid to the tax authorities in accordance with the provisions of the Income Tax Act, 1961, and based on the expected outcome of assessment/appeals. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current Income Tax relating to the items recognised directly in equity is recognised in equity and not in the statement of Profit and Loss.

Deferred Tax

Deferred tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current Income Tax relating to the items recognised directly in equity is recognised in equity and not in the statement of Profit and Loss. Deferred tax assets subject to consideration of prudence, are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Such assets are reviewed as at each balance sheet date to re-assess realization.

Notes to Financial Statements for the year ended March 31, 2016

Minimum Alternate Tax

Minimum Alternate Tax (MAT) paid in the year is charged to the statement of profit and loss as current tax. The company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit entitlement". The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

l) Employee Benefits

(a) Short-term employee benefit

Short-term employee benefits including short term compensated absences are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which related service is rendered. Terminal benefits are recognized as an expense immediately.

(b) Defined Contribution Plan

Contributions payable to recognised provident fund, employee state insurance scheme and superannuation scheme, which are substantially defined contribution plans, are recognised as expense in the Statement of Profit and Loss, as they incurred.

In addition to the provident fund contribution to Govt provident funds, the Company is also having its own provident fund irrevocable trust to which contributions of certain employees along with the corresponding employer contributions are deposited within the specified time.

Certain employees of Dora and Hoskote Unit are covered by a superannuation fund benefit of Life Insurance Corporation of India at a company contribution 15% of basic salary. This is a defined contribution scheme and the contributions are charged to Statement of Profit and Loss of the year when the contribution to the fund is due. There are no obligations other than the contribution payable to the fund.

(c) Defined Benefit Plan

The obligation in respect of defined benefit plans, which cover Gratuity, are provided for on the basis of an actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/losses, if any, are recognised immediately in the Statement of Profit and Loss.

The company through its trust has taken a policy, for employees of Head Office and Sikandrabad Unit, with Kotak Mahindra Old Mutual Life Insurance Ltd. to cover the gratuity liability of the employees.

For the employees at Dora and Hoskote unit, company has taken an Employees' Gratuity Scheme which is a defined benefit plan of Life Insurance Corporation of India.

(d) Other Long-term Benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains/losses, if any, are recognised immediately in the Statement of Profit and Loss.

On the basis of Company's policy, compensated absences up to 60 days are recognised as long term employee benefit and compensated absences beyond 60 day's, if any are to be recognised as short term employee benefit.

(e) Share-based payments

The Company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 amended thereto and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India using the intrinsic value method.

m) Impairment of Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the recoverable amount is determined. Where the carrying amount of an asset or CGU exceeds its recoverable amount,

Notes to Financial Statements for the year ended March 31, 2016

the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

Impairment losses of continuing operations, including impairment on Inventories, are recognised in the statements of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken to Revaluation Reserve. In this case, the impairment is also recognised in the revaluation reserve upto the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the assets's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as revaluation increase.

n) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

o) Lease

Lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight-line basis in the Statement of Profit and Loss over the lease term.

p) Earning Per Share

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues, including for changes effected prior to the approval of the financial statements by the Board of Directors.

q) Cash flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

r) Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Notes to Financial Statements for the year ended March 31, 2016

NOTE 3 : SHARE CAPITAL

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Authorised:		
4,00,00,000 (March 31,2015 : 4,00,00,000) Equity Shares of ₹ 10/- each	40,00,00,000	40,00,00,000
1,50,00,000 (March 31,2015 : 1,50,00,000) Non Convertible Redeemable Cumulative Preference Shares of ₹10/- each	15,00,00,000	15,00,00,000
	55,00,00,000	55,00,00,000
Issued, Subscribed & Paid-up:		
1,40,02,401 (March 31,2015: 1,38,15,551) Equity Shares of ₹10/- each fully paid up	14,00,24,010	13,81,55,510
	14,00,24,010	13,81,55,510

(a) Reconciliation Statement of Equity Share Capital

(Amount in ₹)

Particulars	March 31, 2016		March 31, 2015	
	No. of Shares	Amount	No. of Shares	Amount
Balances of Shares at the beginning of the year	1,38,15,551	13,81,55,510	1,35,73,451*	13,57,34,510
Add:- Addition during the year	1,86,850	18,68,500	2,42,100	24,21,000
Less:- Buy back during the year	-	-	-	-
Balances of Shares at the end of the year	1,40,02,401	14,00,24,010	1,38,15,551	13,81,55,510

* The above includes equity shares 30,43,451 nos (₹ 3,04,34,510) which were allotted during 2012-13 pursuant to the schemes of amalgamation without payments being received in cash.

(b) Terms/right attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. [During the year ended March 31, 2016, the amount of per share dividend recognized as distributions to equity shareholders was ₹ 0.50 per share (March 31, 2015: ₹ 0.50 per share). In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholder holding more than 5 percent shares in the company

Particulars	March 31, 2016		March 31, 2015	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity shares of ₹ 10 each fully paid up				
Mr. M K Daga	28,98,716	20.70%	28,78,079	20.83%
Mr. Madhur Daga	12,73,264	9.09%	12,73,264	9.22%
Good Team Investment & Trading Company Pvt Limited	23,78,914	16.99%	23,62,914	17.10%
Orient Bell Holding Trust	20,79,100	14.85%	20,79,100	15.05%

(d) Shares reserved for issue under Options

Particulars	As at March 31, 2016	As at March 31, 2015
	No. of Shares	No. of Shares
Equity Shares of ₹ 10/- each	5,11,050	6,97,900

Notes to Financial Statements for the year ended March 31, 2016

Terms and Conditions of Options Granted

- (i) Each Option entitles the holder thereof to apply for and be allotted one equity share of the company of ₹ 10/- each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the options and expires at the end of 3rd year from the date of vesting in respect of options granted under the Orient Bell Employees Stock Option Scheme-2013.
- (ii) The Employees Stock Options will be granted in three annual tranches of 30%, 35% and 35% of the total options per employee provided such employee shall fulfill the eligibility criteria for each year as decided by Compensation Committee from time to time.
- (iii) The details of the grant is as under:

	First Tranche of old employees	Second Tranche of old employees	First Tranche of new employees	Third Tranche of old employees	Second Tranche of new employees	First Tranche of final employee
Grant Date	Sept. 2, 2013	Sept. 2, 2013	Sept. 2, 2014	Sept. 2, 2013	Sept. 2, 2014	Sept. 2, 2015
No. of options granted	2,63,100	1,54,000	40,950	1,51,025	36,925	15,000
No. of options not accepted by the employees	3,600	-	-	-	-	-
No. of options accepted by the employees	2,59,500	1,54,000	40,950	1,51,025	36,925	15,000
Exercise Price	Nil	Nil	Nil	Nil	Nil	Nil
Vesting commenced on	Sept. 2, 2014	Sept. 2, 2014	Sept. 2, 2014	Sept. 2, 2015	Sept. 2, 2015	Sept. 2, 2015
Vesting end on	Sept. 1, 2014	Sept. 1, 2015	Sept. 1, 2015	Sept. 1, 2016	Sept. 1, 2016	Sept. 1, 2016
No. of Options (granted and accepted) outstanding at the beginning of the year	2,850	1,50,325	38,700	-	-	-
No. of Options granted and accepted during the year	-	-	-	1,51,025	36,925	15,000
No. of Options Lapsed during the year due to employees left pertaining to option earlier granted	1,500	1,575	1,500	-	-	-
No of Options Lapsed during the year due to employees left pertaining to options granted during the year	-	-	-	2,100	7,525	-
No of Options vested in earlier years and exercised during the year	900	-	-	-	-	-
No of Options vested and exercised during the year	-	1,48,750	37,200	-	-	-
No of Options vested in earlier years but not exercised. To be exercised till Sept 1, 2017	450	-	-	-	-	-
No of Options (granted and accepted) outstanding at the end of the year	450	-	-	1,48,925	29,400	15,000
of which-						
Option vested	450	-	-	-	-	-
Options yet to be vested	-	-	-	1,48,925	29,400	15,000

Note: Company wide resolution dated August 13, 2015 has stopped the ESOP scheme for the new employees joined w.e.f April 1, 2015 without affecting the further grant/vest/exercise of options by the existing eligible employees (i.e the employees who were granted the stock options on date September 02, 2013 & 2014 and also to Mr. K.M. Pai on September 02, 2015).

Notes to Financial Statements for the year ended March 31, 2016

- (iv) In respect of stock options granted pursuant to the Company's stock options scheme, the intrinsic value of the options (excess of market price of the share over the exercise price of the option) is treated as discount and accounted as employee compensation over the vesting period.
- (v) Expense on Employee Stock Option Schemes debited to the Statement of Profit and Loss during 2015-16 is ₹ 96,81,719 (2014-15 : ₹ 73,00,562) pursuant to employee stock option scheme. (refer Note:21)
- (vi) Had fair value method been adopted for expensing the compensation arising from employee share-based payment plans:
The employee compensation charge debited to the Statement of Profit and Loss for the year 2015-16 would have been lower by ₹ 5,10,839 [In FY 2014-15 expenses would have been higher by : ₹ 56,01,574].
Basic EPS before extraordinary items would have increased by ₹ 0.04 (2014-2015 lower by ₹ 0.41).
Basic EPS after extraordinary items would have increased by ₹ 0.04 (2014-2015 lower by ₹ 0.41).
Diluted EPS before extraordinary items would have increased by ₹ 0.04 (2014-2015 lower by ₹ 0.04).
Diluted EPS after extraordinary items would have decreased by ₹ 0.04 (2014-2015 lower by ₹ 0.04)
- (vii) Weighted average fair values of options granted during the year is ₹ 123.91 (2014-15: ₹ 81.68).
- (viii) The Fair value has been calculated using the Black-Scholes Option Pricing Model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

S.No.	Particulars	2015-2016	2014-2015
1	Weighted average risk -free interest rate	7.60%	8.80%
2	Weighted average expected life of options	1 year	1 year
3	Weighted average expected volatility	4.66%	3.96%
4	Weighted average expected dividend yield of the option	2.27%	0.61%
5	Weighted average share price (₹)	126.76	82.18
6	Weighted average exercise price (₹)	Nil	Nil
7	Method used to determine expected volatility	Expected volatility is based on the Company's share price for preceding 5 years of grant date.	

Notes to Financial Statements for the year ended March 31, 2016

NOTE 4 : RESERVES AND SURPLUS

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Capital Reserve		
Balances at the beginning of the year	25,57,050	25,57,050
Add:- Addition on account of Amalgamation	-	-
Add:- Addition on consolidation	-	-
Less:- Deletion / Utilization during the year	-	-
Balances at the end of the year (A)	25,57,050	25,57,050
Capital Restructuring		
Balances at the beginning of the year	46,15,903	46,15,903
Add:- Addition on account of Amalgamation	-	-
Less:- Deletion / Utilization during the year	-	-
Balances at the end of the year (B)	46,15,903	46,15,903
Amalgamation Reserve		
Balances at the beginning of the year	9,13,03,550	9,13,03,550
Add:- Addition on account of Amalgamation	-	-
Less:- Deletion / Utilization during the year	-	-
Balances at the end of the year (C)	9,13,03,550	9,13,03,550
Securities Premium		
Balances at the beginning of the year	10,70,20,900	10,00,00,000
Add:- Addition during the year	70,24,946	70,20,900
Less:- Deletion / Utilization during the year	-	-
Balances at the end of the year (D)	11,40,45,846	10,70,20,900
Revaluation Reserve		
Balances at the beginning of the year	61,95,88,062	62,64,54,230
Add:- Addition on account of Amalgamation	-	-
Less:- Deletion during the year	-	-
Less:- Adjusted against depreciation for the year with Statement of Profit & Loss Account	-	-
Less:- Adjusted against depreciation for the year with General Reserve	68,66,168	68,66,168
Balances at the end of the year (E)	61,27,21,894	61,95,88,062
Share Options Outstanding Account:		
Balances at the beginning of the year	91,54,191	1,35,06,975
Add:- Addition during the year	1,01,27,668	54,17,149
Less:- Lapse during the year (transfer to General Reserve)	2,43,195	3,28,033
Less:- Issued during the year	88,93,446	94,41,900
Balances at the end of the year	1,01,45,218	91,54,191
Less:Deferred employee compensation expense		
Balances at the beginning of the year	38,15,420	56,98,833
Add:- Addition during the year	42,61,369	38,15,420
Less:- Cancelled during the year	2,43,195	3,28,033
Less:- Amortised during the year	35,72,225	53,70,800
Balances at the end of the year	42,61,369	38,15,420
(F)	58,83,849	53,38,771
General Reserve		
Balances at the beginning of the year	48,08,04,161	47,36,09,961
Add:- Addition during the year on account of transfer from Share Options Outstanding account	2,43,195	3,28,033
Add:- Transfer from Revaluation Reserve	68,66,168	68,66,168
Less:- Deletion / Utilization during the year	-	-
Balances at the end of the year (G)	48,79,13,525	48,08,04,161
Surplus / (Deficit) in the statement of Profit & Loss		
Balances as per last Financial statements	36,37,69,361	32,42,46,154
Add:- Profit for the year	6,44,39,853	4,78,37,243
Less:- Appropriations during the year		
- Proposed Dividend on Equity Shares (Dividend per share ₹ 0.50 (March 31, 2015: ₹ 0.50))	70,01,201	69,07,776
- Tax on Proposed Dividend	14,25,280	14,06,261
- Transfer to General Reserve	-	-
Balance at the end of the year (H)	41,97,82,733	36,37,69,361
Total Reserves & Surplus (A+B+C+D+E+F+G+H)	173,88,24,350	167,49,97,759

Notes to Financial Statements for the year ended March 31, 2016

NOTE 5 : LONG TERM BORROWINGS

(Amount in ₹)

Particulars	Non-current		Current Maturities	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Term Loans				
From Banks				
Corporate loans (secured) (refer note a (ii))	6,00,00,000	19,07,27,789	4,00,00,000	18,08,11,500
Vehicle loans (secured)	58,78,915	73,24,140	61,03,131	49,93,664
Corporate loans (unsecured) (refer note c)	12,09,48,916	6,00,20,725	1,87,93,040	82,24,181
From Financial Institutions				
Buyers Credit (secured) (refer note a (ii))	-	4,75,00,000	-	6,52,41,098
Corporate loans (secured) (refer note a (ii))	8,92,29,304	-	3,88,49,200	-
Corporate loans (unsecured) (refer note c)	-	5,86,00,000	-	-
Other Loans And Advances				
From Related Parties (unsecured) (refer note 27)	15,00,00,000	15,00,00,000	-	-
Trade Deposits (Unsecured)	10,52,85,217	10,58,95,217	-	-
	53,13,42,352	62,00,67,871	10,37,45,371	25,92,70,443
The above amounts includes -				
Secured Borrowings	15,51,08,219	24,55,51,929	8,49,52,331	25,10,46,262
Unsecured Borrowings	37,62,34,133	37,45,15,942	1,87,93,040	82,24,181
Amount disclosed under "Other Current Liabilities" (Note 7)	-	-	(10,374,5371)	(25,92,70,443)
Total Long Term Borrowings	53,13,42,352	62,00,67,871	-	-

a. The nature of Security for Secured Loans are :

- The above secured corporate loan, ₹ 22,80,78,504 (March 31, 2015: ₹ 37,15,39,289) is secured by way of first pari passu charge on entire fixed assets excluding assets having specific charge, both present and future, and collaterally by way of second pari passu charge on the current assets of the company. These pertains to various bankers and financial institution namely, Tata Capital Financial Services Ltd. and Exim Bank.
- The buyer's credit of ₹ Nil (March 31, 2015: ₹ 11,27,41,098) is secured by way of first pari passu charge on entire fixed assets excluding assets having specific charge, both present and future, and collaterally by way of second pari passu charge on the current assets of the company. The said facility is provided by Tata Capital Financial Services Ltd. arranged through ING Vysya Bank Ltd (Now Kotak Mahindra Bank).
- Vehicle loans are secured by way of hypothecation of respective vehicles.

b. Maturity profile of Secured Term Loans are as set out below :

(Amount in ₹)

Particulars	2016-17	2017-18	2018-19	Beyond 2019-20
(i) Term loan from Banks and Financial Institution are repayable in monthly/quarterly/yearly installments.	7,88,49,200	7,92,29,304	4,00,00,000	3,00,00,000
(ii) Vehicle loans from banks are repayable in monthly installments.	61,03,131	46,29,869	12,49,046	-

c. The nature of guarantee for Unsecured Loans are :

- Unsecured loan from Bank is secured against property of Promoter at Kolkata.
- Unsecured loan from financial institution is secured by pledge of the shares belonging to Promoters, other than their holding in the Company.

Notes to Financial Statements for the year ended March 31, 2016

d. Maturity profile of Unsecured Term Loans are as set out below :

(Amount in ₹)

Particulars	2016-17	2017-18	2018-19	Beyond 2019-20
(i) Term loan from bank is repayable in monthly/ quarterly installments.	1,87,93,040	2,09,15,862	2,32,78,479	7,67,54,575

(ii) Loans & Advances from Related Parties are repayable at the prerogative of the Company.

(iii) Trade deposits are repayable on cessation of business transaction with dealers.

e. The term loan(s) carries interest ranging between 10% to 13.5%.

NOTE 6 : DEFERRED TAX LIABILITIES / (ASSETS) (NET)

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred Tax Liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting	11,79,65,888	11,54,98,055
Gross Deferred Tax Liability	11,79,65,888	11,54,98,055
Deferred Tax Assets		
Provision for Doubtful Debts	44,35,989	43,56,775
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	2,00,51,820	1,36,19,123
Gross Deferred Tax Assets	2,44,87,809	1,79,75,898
Net Deferred Tax Liabilities/ (Assets)	9,34,78,079	9,75,22,157

NOTE 7 : OTHER LIABILITIES

(Amount in ₹)

Particulars	Non-current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Trade Payables				
Amount due to Micro Small and Medium Enterprise				
- Principal Amount	-	-	-	-
- Interest Payable on Outstanding Amount	-	-	-	-
Amount Due To Others	-	10,00,000	101,79,78,912	102,90,96,774
(refer note (a) below for details of dues to micro and small enterprises)				
Others				
Current maturities of long-term borrowings (Refer note 5)	-	-	10,37,45,371	25,92,70,443
Interest Accrued but not due	-	-	9,54,181	4,60,789
Advance from customers	-	-	4,03,70,756	5,58,73,894
Unpaid dividends (refer note (b) below)	-	-	16,04,364	15,93,070
Other Payables				
- Statutory Dues Payable	-	-	11,46,11,773	12,65,55,109
- Other Liabilities	23,68,306	42,08,414	7,26,817	25,35,578
	23,68,306	42,08,414	26,20,13,262	44,62,88,882
	2,368,306	5,208,414	127,99,92,174	147,53,85,656

Notes to Financial Statements for the year ended March 31, 2016

- a) As per Schedule III of the Companies Act, 2013 and notification number GSR 719 (E) dated November 16, 2007, the amount due as at the year end due to micro, small and medium enterprises as defined in Industries (Development and Regulation) Act, 1951 is as given below :

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payments made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

- (b) It does not include any amount due to be transferred to Investor Education and Protection Fund.

NOTE 8 : PROVISIONS

(Amount in ₹)

Particulars	Non-current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Provisions for Employee Benefits				
Leave Encashment	1,75,24,043	1,33,70,378	40,62,687	35,47,354
Provision for Gratuity	-	-	2,84,52,537	1,60,03,789
Other Provisions				
Proposed Dividend	-	-	70,01,201	69,07,776
Provision for tax on Proposed dividend	-	-	14,25,280	14,06,261
Provision for equalised rent	15,41,787	12,10,975	1,24,805	5,96,761
Provision for Income Tax [Net of Advance Tax ₹ 2,43,25,972 (March 31, 2015 ₹1,82,98,118)]	-	-	53,63,735	25,02,484
Provision for Wealth Tax	-	-	-	1,84,400
	1,90,65,830	1,45,81,353	4,64,30,245	3,11,48,824

- a) **Contingent liabilities**

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Claims against company not acknowledged as debt *	19,19,34,226	19,23,28,743
- interest on above	2,32,62,954	49,66,946
Letter of Credit	15,51,44,939	13,60,80,221
Bank Guarantee (Net of Margin)	64,34,411	77,39,190
Other money for which the Company is contingently liable *		
Disputed liability under Income Tax	4,04,11,003	4,09,80,748
Disputed liability under Sales Tax	4,20,83,502	3,35,42,479
- interest on Sales Tax dispute	30,60,824	-
Disputed liability under Excise/Service Tax	3,27,34,201	3,01,64,344

Notes to Financial Statements for the year ended March 31, 2016

During the year, Company has not made the provision of bonus for the F.Y. 2014-15 on account of retrospective amendment made by The Payment of Bonus (Amendment) Act, 2015 keeping in view the disposal of writ petition vide order no. WP(C) NO. 3024/2016 (C) dated 27th January 2016 passed by the Hon'ble Kerala High Court.

* The Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

b) Commitments

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil

- c) Regarding the demand of ₹ 1,653 lacs against under drawl of RLNG for the calendar year 2014 (as mentioned in note 8 (b) of financial statements for the year ended March 31, 2015), the Company has entered into settlement agreements dated August 11, 2015 & August 26, 2015 with the seller. According to the agreements, the said demand has been settled by the Company with the seller by paying lump-sum amount of ₹ 279.41 lacs and rescinding its right to receive Make-up gas against such lump-sum payment for the calendar year 2014. Further as per side letter dated January 21, 2016, GAIL has agreed not to charge any amount against under drawl of RLNG for the calendar year 2015.

NOTE 9 : SHORT TERM BORROWINGS

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Loans from Banks (secured)		
Cash Credit	31,83,86,260	13,83,22,075
Working Capital demand loan	38,00,00,000	64,00,00,000
Total Short Term Borrowings	69,83,86,260	77,83,22,075

The nature of Security for borrowings are as under:

- The Company has a consortium of Various bankers namely State Bank of India, Punjab National Bank, IDBI Bank, Indus Ind Bank and Axis Bank (hereafter called the "Consortium") for secured loans borrowings.
- The above loans are primarily secured by way of first pari passu charge on entire current assets of the company and collaterally by way of second pari passu charge on the entire fixed assets excluding assets having specific charge, both present & future.
- Loans from Banks is repayable on demand and carries interest rate ranges from 10.00% to 12.00% p.a.

Notes to Financial Statements for the year ended March 31, 2016

NOTE 10 : FIXED ASSETS

NOTE 10 : FIXED ASSETS										(Amount in ₹)
Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
	As at April 1, 2015	Additions During the Year	Deductions / Adjustments During the Year	As at March 31, 2016	As at April 1, 2015	For the Year	Deductions / Adjustments During the Year	Unplanned Adjustments as per Schedule II	As at March 31, 2016	As at March 31, 2015
A. Tangible Assets										
Land										
- Freehold	58,41,48,458	-	-	58,41,48,458	-	-	-	-	58,41,48,458	58,41,48,458
- Leasehold	2,25,40,061	-	-	2,25,40,061	39,06,280	2,73,925	-	-	1,83,59,857	1,86,33,782
Buildings										
- Factory	76,28,50,250	-	-	76,28,50,250	31,36,25,050	2,31,73,819	-	-	33,67,98,869	42,60,51,381
- Others	6,04,90,260	-	-	6,04,90,260	1,21,44,762	11,54,567	-	-	1,32,99,329	4,71,90,931
- Roads	1,78,70,162	6,07,052	-	1,84,77,214	1,26,68,271	10,04,079	-	-	1,36,72,350	48,04,864
Leasehold Improvements	5,18,16,814	58,95,385	-	5,77,12,199	3,76,86,749	81,68,232	-	-	4,58,54,981	1,18,57,218
Plant and Equipment (Refer note (b) below)	373,86,79,492	2,24,19,980	2,25,89,045	373,85,10,427	269,47,72,838	12,02,58,143	2,01,33,131	-	279,48,97,850	94,36,12,577
Furniture and fixtures	3,84,61,001	1,55,300	1,18,786	3,84,97,515	2,72,50,430	26,08,115	1,12,198	-	2,97,46,348	87,51,168
Vehicles	5,33,79,542	74,17,145	1,07,32,564	5,00,64,124	1,93,58,096	57,78,633	49,94,716	-	2,01,42,013	2,99,22,111
Office Equipments	2,11,96,621	12,00,230	27,967	2,23,68,884	1,52,73,623	23,60,746	22,922	-	1,76,12,147	47,56,737
Electrical Installations & Equipment	1,05,94,486	9,03,182	-	1,14,97,668	68,55,332	9,07,210	-	-	77,62,542	37,35,126
Computers	4,89,74,969	5,98,855	84,072	4,94,89,752	4,07,61,958	32,73,388	71,611	-	4,39,63,736	55,26,016
Total	541,10,02,117	3,91,97,129	3,35,52,433	541,66,46,813	318,43,03,390	16,89,60,857	2,53,33,878	-	332,79,30,370	208,87,16,444
B. Intangible Assets										
Computer software	3,03,45,698	6,30,000	8,768	3,09,66,930	2,78,43,474	18,21,553	8,768	-	2,96,56,259	25,02,224
Patents	-	-	-	-	-	-	-	-	-	-
Total	3,03,45,698	6,30,000	8,768	3,09,66,930	2,78,43,474	18,21,553	8,768	-	2,96,56,259	25,02,224
C. Capital Work in Progress										
CWIP(Refer Note (c) below)	69,99,124	2,47,43,796	2,52,66,626	64,76,294	-	-	-	-	64,76,294	69,99,124
Total	69,99,124	2,47,43,796	2,52,66,626	64,76,294	-	-	-	-	64,76,294	69,99,124
Year ended March 31, 2015	542,75,46,531	12,75,56,216	10,67,55,808	544,83,46,939	304,03,02,863	16,97,06,466	57,57,564	78,95,100	321,21,46,865	238,72,43,666

Notes:

- Assets acquired on account of Amalgamation includes Land & Building (Dora & Hoskote units) of Bell Ceramics Limited which was revalued based on the report by certified valuers as at December 31, 2010 (Other Land & Buildings being insignificant and not having change in value). The historical cost of Land and Building was ₹ 2,24,65,291 and ₹ 31,87,04,446 and their fair values were determined as ₹ 44,49,02,600 and ₹ 56,11,59,900 respectively and therefore an equivalent amount has been credited to Revaluation Reserve account. The method adopted by the certified valuer for both the units for revaluation purpose, was Fair Market Value Method. Till March 31, 2014, in accordance with the option given in the Guidance Note on Accounting for Depreciation in Companies, the Company recoups additional depreciation out of Revaluation reserve. From the FY 2014-15, as per Schedule II of the Companies Act, 2013 read with para 36 of Application Guide on the Provisions of Schedule II to the Companies Act, 2013 issued by Institute of Chartered Accountants of India, the depreciation on revalued amount has been charged to statement of the profit and loss and the amount of depreciation which relates to the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on its original cost has been transferred from the revaluation reserve to the general reserves of the company.
- Plant and Machinery includes ₹ 74,35,002 (net loss) [March 31, 2015: ₹ 2,51,60,387 (net profit)] on account of exchange difference during the year.
- Details of Capital Work in Progress:

Particulars	As at March 31, 2016	As at March 31, 2015
Buildings- Others	8,82,924	-
Plant and Equipment	22,23,981	41,54,546
Lease Hold Improvement	26,83,389	2,38,461
Roads	-	5,81,367
Royalty	-	13,38,750
Patents	6,86,000	6,86,000
Total	64,76,294	69,99,124

- During the year, management has reviewed estimated life of some of its tangible assets which is different from the useful life given in Schedule II of the Companies Act, 2013. Due to change in estimate depreciation for the year has increased by ₹ 77,54,703/-

Notes to Financial Statements for the year ended March 31, 2016

NOTE 11 : NON-CURRENT INVESTMENTS

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Trade investments (Valued at Cost, unless stated otherwise)		
Investment In equity instruments		
Unquoted		
31,20,000 (March 31 2015: NIL) Equity Shares of Proton Granito Pvt. Ltd. of ₹ 10 each, fully paid up	3,12,00,000	-
Non-Trade investments (Valued at Cost, unless stated otherwise)		
Investment in Controlled Entity		
Investment in Orient Bell Holding Trust	20,22,75,807	20,22,75,807
	23,34,75,807	20,22,75,807

NOTE 12 : LOANS AND ADVANCES

(Amount in ₹)

Particulars	Non-current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Security Deposits				
Unsecured, considered good*	3,33,56,613	3,46,40,195	28,90,480	5,93,69,221
(A)	3,33,56,613	3,46,40,195	28,90,480	5,93,69,221
Loan and Advances to Related Parties (Refer Note No. 27)				
Unsecured, considered good	-	-	-	-
(B)	-	-	-	-
Advance Recoverable in cash or in Kind				
Unsecured - considered good	-	-	1,89,78,332	1,87,63,051
(C)	-	-	1,89,78,332	1,87,63,051
Other Loans and Advances				
Advance Income Tax [Net of Provisions ₹ NIL (March 31, 2015 : ₹ NIL)]	1,51,65,671	1,74,41,945	-	-
Advance Wealth Tax	50,516	50,516	-	-
Balance with Government Authorities	5,55,29,828	5,38,60,808	83,31,882	57,84,656
MAT Credit Entitlement	-	2,40,17,047	3,47,22,070	4,97,57,703
Prepaid expenses	5,69,184	4,77,617	1,44,51,090	1,65,81,208
Advances to Suppliers	4,30,335	-	1,22,37,149	1,90,59,241
Advances to Employees	3,17,126	-	15,84,433	24,28,962
(D)	7,20,62,660	9,58,47,933	7,13,26,624	9,36,11,770
Total Loans & Advances (A+B+C+D)	10,54,19,273	13,04,88,128	9,31,95,436	17,17,44,043

* Out of the above security deposit ₹10,00,000/- (March 31, 2015 : ₹8,38,035/-) pertains to the related Parties.

Notes to Financial Statements for the year ended March 31, 2016

NOTE 13 : INVENTORIES

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Raw Materials	9,79,89,793	10,05,13,048
Work In Progress	1,10,30,950	2,90,75,455
Finished Goods	61,27,20,207	66,30,24,514
Traded Goods	2,88,66,070	8,64,40,918
Packing Material	1,30,43,787	1,69,53,439
Stores and Spares	12,12,32,309	12,06,41,654
Good In Transit-Stores & Spares	16,60,595	6,06,769
	88,65,43,711	101,72,55,798

NOTE 14 : TRADE RECEIVABLES & OTHER ASSETS

(Amount in ₹)

Particulars	Non-current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
14.1 - TRADE RECEIVABLES				
(Unsecured, considered good unless stated otherwise)				
Outstanding for a period exceeding six months from the date they are due for payment				
Secured, considered good	-	-	92,01,282	26,66,530
Unsecured, considered good	-	-	17,84,304	62,97,891
Unsecured, Doubtful	-	-	1,28,17,814	1,28,17,814
	-	-	2,38,03,400	2,17,82,236
Less: Provision for doubtful receivables	-	-	1,28,17,814	1,28,17,814
(A)	-	-	1,09,85,586	89,64,422
Other Receivables				
Secured, considered good	-	-	2,99,33,717	3,48,15,814
Unsecured, considered good	-	-	101,71,96,896	89,04,53,948
(B)	-	-	104,71,30,613	92,52,69,762
Total (A+B)	-	-	105,81,16,199	93,42,34,184
14.2 - OTHER ASSETS				
(Unsecured, considered good unless stated otherwise)				
Non-current bank balances (refer note 15)	47,74,329	2,49,92,860	-	-
Others				
Interest accrued on fixed deposits	6,48,283	24,28,906	55,96,008	36,04,516
Interest Accrued on Security Deposit	-	-	24,20,488	17,56,687
	54,22,612	2,74,21,766	80,16,496	53,61,203

Notes to Financial Statements for the year ended March 31, 2016

NOTE 15 : CASH & BANK BALANCES

(Amount in ₹)

Particulars	Non-current		Current	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Cash & Cash Equivalents				
Balances with Banks				
In Current Account	-	-	4,00,510	4,95,197
Deposits with original maturity of less than three months	-	-	-	2,22,000
In Unpaid Dividend Account	-	-	16,04,364	15,96,983
Cash on hand	-	-	7,07,888	7,96,266
Foreign Currency on Hand	-	-	1,04,544	9,968
Sub Total (A)	-	-	28,17,306	31,20,413
Others Bank Balances				
Deposits with original maturity of more than 3 months but less than 12 months (refer note a & b)	-	-	3,61,00,021	49,58,915
Deposits with original maturity of more than 12 months (refer note a & b)	47,74,329	2,49,92,860	2,43,01,336	10,23,29,288
	47,74,329	2,49,92,860	6,04,01,357	10,72,88,203
Amount disclosed under non-current assets (refer note 14.2)	47,74,329	2,49,92,860	-	-
Sub Total (B)	-	-	6,04,01,357	10,72,88,203
Total (A+B)	-	-	6,32,18,663	11,04,08,616

- a) Fixed Deposits with a carrying amount of ₹ 6,47,46,726 (March 31, 2015: ₹ 13,21,34,649) are subject to first charge to secure the Company's loans from banks.
- b) Fixed Deposits with a carrying amount of ₹ 4,28,960 (March 31, 2015: ₹ 3,68,414) are pledged with Government Authorities.

NOTE 16 : REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Sale of Product		
Finished Goods	541,33,14,898	566,13,53,333
Traded Goods	215,86,08,378	183,58,87,458
Other Operating Revenues		
Miscellaneous Sale	65,51,775	98,11,731
Export Incentives	-	17,507
Insurance Claim	7,618	1,01,25,981
Revenue from operations (gross)	757,84,82,669	751,71,96,009
Less: Excise duty*	55,29,95,200	58,49,50,663
Revenue from operations (Net)	702,54,87,469	693,22,45,346

* Excise Duty on Sales amounting to ₹ 55,29,95,200 (March 31, 2015: ₹ 58,49,50,663) has been reduced from Sales and Excise Duty on increase/(decrease) in stock amounting to (₹ 77,60,927) (March 31, 2015: ₹ 1,78,34,215) has been considered as Expense in Note No. 24 of Financial Statement.

Notes to Financial Statements for the year ended March 31, 2016

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
a) Details of products sold		
Finished goods sold		
Tiles	541,33,14,898	566,13,53,333
Traded goods sold		
Tiles	215,86,08,378	183,58,87,458
b) FOB Value of exports	-	5,30,667

NOTE 17 : OTHER INCOME

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Interest Income		
On Fixed deposits	1,18,69,362	1,00,89,670
Others	16,63,430	21,71,329
Other non-operating income	34,51,615	47,27,721
Excess Provision written back (refer sub note "a" below)	12,46,913	1,16,87,740
	1,82,31,320	2,86,76,460

- a) It includes amount of ₹ 10,00,000 for accrual of directors remuneration in earlier year which has now been written back due to renunciation of the commission by the concerned Non Executive Directors.

NOTE 18 : COST OF RAW MATERIAL CONSUMED

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Raw Material		
Balances of Raw Material at the beginning of the Year	10,05,13,048	9,46,90,800
Add:- Purchases during the year	111,22,57,149	120,34,36,914
Less:- Balances of Raw Material at the end of the Year	9,79,89,793	10,05,13,048
Total Raw Material Consumption	111,47,80,404	119,76,14,666
a) Details of Raw Materials Consumed		
Clay & Minerals	46,84,20,870	50,34,00,982
Chemicals & Glaze Materials	64,63,59,534	69,42,13,684
	111,47,80,404	119,76,14,666
b) C.I.F. Value of Imports		
Raw Material	4,68,11,871	6,33,71,699
Stores & Spares	2,74,73,646	3,82,74,675
	7,42,85,517	10,16,46,374

c) Consumption of indigenous & imported raw material

(Amount in ₹)

Particulars	For the year ended March 31, 2016		For the year ended March 31, 2015	
	Percentage	Amount	Percentage	Amount
Indigenous	95.24	106,17,21,685	94.52	113,20,42,027
Imported	4.76	5,30,58,720	5.48	6,55,72,639

Notes to Financial Statements for the year ended March 31, 2016

NOTE 19 : PURCHASE OF STOCK IN TRADE

Particulars	(Amount in ₹)	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Purchases during the year	191,06,74,245	161,58,68,808
	191,06,74,245	161,58,68,808

Purchase of Stock in Trade

Particulars	(Amount in ₹)			
	For the year ended March 31, 2016		For the year ended March 31, 2015	
	Percentage	Amount	Percentage	Amount
Indigenous	100.00	191,06,74,245	100.00	161,58,68,808
Imported	-	-	-	-

NOTE 20 : (INCREASE) / DECREASE IN INVENTORIES

Particulars	(Amount in ₹)	
	For the year ended March 31, 2016	For the year ended March 31, 2015
Inventories at the beginning of the year		
Work-in-progress	2,90,75,455	4,67,22,280
Finished goods		
Manufacturing Goods	66,30,24,514	77,49,81,956
Traded Goods	8,64,40,918	16,86,36,913
(A)	77,85,40,887	99,03,41,149
Inventories at the end of the year		
Work-in-progress	1,10,30,950	2,90,75,455
Finished goods		
Manufacturing Goods	61,27,20,207	66,30,24,514
Traded Goods	2,88,66,070	8,64,40,918
(B)	65,26,17,227	77,85,40,887
(Increase) / Decrease in Inventory	(B-A)	12,59,23,660
a) Details of Inventories		
Work In Progress		
Tiles	1,10,30,950	2,90,75,455
Traded Goods		
Tiles	2,88,66,070	8,64,40,918
Manufactured		
Tiles	61,27,20,207	66,30,24,514

Notes to Financial Statements for the year ended March 31, 2016

NOTE 21 : EMPLOYEE BENEFIT EXPENSE

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Salaries, Wages & Bonus	56,99,52,683	54,82,10,283
Contribution to Provident and Other fund	2,11,68,367	2,22,36,432
Expense on employee stock option schemes	96,81,719	73,00,562
Gratuity Expense (Refer note below)	1,77,16,757	1,38,68,707
Staff Welfare Expenses	2,60,70,387	2,53,36,587
	64,45,89,913	61,69,52,570

a) Employees Benefits

The company has classified the various benefit provided to employees as under

(i) Defined Contribution Plans

The company makes contribution towards Employees Provident Fund and Employee's State Insurance scheme. Under the rules of these schemes, the company is required to contribute a specified percentage of payroll costs. The company during the year recognised the following amount in the Statement of profit and loss account under company's contribution to defined contribution plan.

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Employer's Contribution to Provident Fund/ Pension Fund	1,85,75,360	1,81,33,120
Employer's Contribution to State Insurance	17,34,045	33,21,648

The contribution payable to these schemes by the Company are at the rates specified in the rules of the schemes.

(ii) Defined Benefit plans and Other Long term Benefits

- Contribution to Gratuity Funds- Employee's Gratuity Fund.
- Leave encashment/ Compensated absence (Long Term).

In accordance with Accounting Standard 15 (revised 2005), an actuarial valuation was carried out in respect of the aforesaid defined benefit plans and other long term benefits based on the following assumptions.

Note:

- Actuarial's valuation is based on escalation in future salary on account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- On account of short term leave encashment benefit, which is being recognised on the basis of actual eligibility of earned leave beyond 60 days, an expense of ₹ 36,42,834 (year ended March, 31 2015: ₹ 19,32,376) has been recognised in addition to the expense recognised by Actuarial and a provision of ₹ Nil (year ended March, 31 2015: ₹ NIL) has been recognised in addition to the obligation recognised by Actuarial.

Notes to Financial Statements for the year ended March 31, 2016

Actuarial Valuation is as under:-

	As at / for the year ended on March 31, 2016	Gratuity (funded)					Earned Leave (unfunded)					(Amount in ₹)
		2016	2015	2014	2013	2012*	2016	2015	2014	2013	2012*	
I. Change in Defined Benefit Obligations (DBO)												
Present value of DBO at beginning of year		5,94,25,285	4,69,82,964	4,96,63,100	4,95,34,779	5,16,01,998	1,69,17,732	1,36,85,933	1,62,10,818	1,50,82,130		1,46,18,616
Current service cost		69,20,159	56,93,388	48,06,759	49,91,518	59,41,936	47,17,300	36,15,702	30,25,772	36,16,246		19,38,250
Interest cost		46,58,942	36,50,576	44,69,679	39,62,782	42,57,165	13,26,350	10,63,397	14,58,974	12,06,570		12,15,506
Actuarial (gains)/losses		95,28,676	96,42,869	(69,01,808)	28,82,058	(1,05,63,339)	50,58,993	41,03,403	(32,196)	33,77,513		(9,60,487)
Benefits paid		(61,52,649)	(65,44,512)	(50,54,766)	(1,17,08,037)	(17,02,981)	(64,33,645)	(55,50,703)	(69,77,435)	(70,71,641)		(17,29,755)
Present value of DBO at the end of year		7,43,80,413	5,94,25,285	4,69,82,964	4,96,63,100	4,95,34,779	2,15,86,730	1,69,17,732	1,36,85,933	1,62,10,818		1,50,82,130
II. Change in fair value of assets												
Plan assets at beginning of year		4,34,21,496	3,86,41,498	3,72,45,389	3,64,87,290	3,53,41,323	N.A.	N.A.	N.A.	N.A.		N.A.
Actual return on plan assets		31,48,058	34,77,735	32,58,972	29,55,470	29,15,660	-	-	-	-		-
Actual company contributions		-	30,116	299	3,25,981	16,57,071	-	-	-	-		-
Benefits paid		(8,84,640)	(3,68,244)	(7,70,187)	(25,23,029)	(17,02,981)	-	-	-	-		-
Actuarial gain/(loss) on plan assets		2,42,962	16,40,391	(10,92,975)	(323)	(17,35,169)	-	-	-	-		-
Plan assets at the end of year		4,59,27,876	4,34,21,496	3,86,41,498	3,72,45,389	3,64,75,904	N.A.	N.A.	N.A.	N.A.		N.A.
III. Net asset/(liability) recognised in Balance Sheet												
Present value of Defined Benefit Obligation		7,43,80,413	5,94,25,285	4,69,82,964	4,96,63,100	4,95,34,779	2,15,86,730	1,69,17,732	1,36,85,933	1,62,10,818		1,50,82,130
Fair value of plan assets		4,59,27,876	4,34,21,496	3,86,41,498	3,72,45,389	3,64,75,904	N.A.	N.A.	N.A.	N.A.		N.A.
Net asset/(liability) recognised in Balance Sheet		(2,84,52,537)	(1,60,03,789)	(83,41,466)	(1,24,17,711)	(1,30,58,875)	(2,15,86,730)	(1,69,17,732)	(1,36,85,933)	(1,62,10,818)		(1,50,82,130)
IV. Components of employer expense recognized during the year												
Current service cost		69,20,159	56,93,388	48,06,759	49,91,518	59,41,936	47,17,300	36,15,702	30,25,772	36,16,246		19,38,250
Interest cost		46,58,942	36,50,576	44,69,679	39,62,782	42,57,165	13,26,350	10,63,397	14,58,974	12,06,570		12,15,506
Expected return on plan assets		31,48,058	34,77,735	32,58,972	(29,55,470)	(29,15,660)	-	-	-	-		-
Past service cost		-	-	-	-	-	-	-	-	-		-
Actuarial losses / (gains)		92,85,714	80,02,478	(58,08,833)	28,82,381	(88,28,170)	50,58,993	41,03,403	(32,196)	61,69,589		(9,17,212)
Total expense recognised in the Profit and Loss Statement		1,77,16,757	1,38,68,707	2,08,633	88,81,211	(15,44,729)	1,11,02,643	87,82,502	44,52,550	1,09,92,405		22,36,544
V. Actual contribution and benefit payments												
Actual benefit payments		(8,84,640)	(3,68,244)	(7,70,187)	(25,23,029)	(17,02,981)	N.A.	N.A.	N.A.	N.A.		N.A.
Actual contributions		-	30,116	299	3,25,981	16,57,071	-	-	-	-		-
VI. Actuarial assumptions												
Discount rate (p. a.)		7.84%	7.77%	9.00%	8.00%	8.50%	7.84%	7.77%	9.00%	8.00%		8.50%
Future increase in compensation		6.00%	4.50%	5.60%	5.50%	6.00%	6.00%	4.50%	5.60%	5.50%		6.00%
Expected return on plan assets		7.25%	9.00%	8.75%	8.10%	8.50%	N.A.	N.A.	N.A.	N.A.		N.A.
In Service Mortality		IALM(2006-08)	IALM(2006-08)	IALM(2006-08)	IALM(1994-96)	IALM(1994-96)	IALM(2006-08)	IALM(2006-08)	IALM(2006-08)	IALM(1994-96)		IALM(1994-96)
Retirement age		58 years	58 years	58 years	55 years	55 years	58 years	58 years	58 years	55 years		55 years
Withdrawal Rates (p.a.)		5%	5%	3% to 1%	3% to 1%	1%	5%	5%	3% to 1%	3% to 1%		1%

Note :

* : In 2012, the effect of merger of erstwhile Bell Ceramics Limited has been taken into consideration.

The salary has been escalated after considering inflation, seniority, promotion, demand & supply in employment market and other related factors on long term basis.

Notes to Financial Statements for the year ended March 31, 2016**NOTE 22 : FINANCE COST**

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Interest Expense	16,03,50,771	18,76,87,492
Other borrowing costs	2,77,39,715	1,91,15,008
	18,80,90,486	20,68,02,500

NOTE 23 : DEPRECIATION AND AMORTISATION EXPENSE

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Depreciation and Amortisation	17,07,82,410	17,76,01,566
	17,07,82,410	17,76,01,566

NOTE 24 : OTHER EXPENSES

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Stores & Spares consumed	13,59,82,492	13,85,98,412
Packing Material Consumed	24,80,66,081	24,14,36,819
Increase/(Decrease) in Excise Duty	(77,60,927)	(1,78,34,215)
Gas & fuel	133,12,92,059	146,97,51,525
Electricity	17,03,50,151	19,56,01,177
Rent (Refer Note (d) below)	5,29,36,886	4,99,01,733
Hire Charges	3,51,35,996	3,43,16,336
Rates & Taxes	73,87,252	51,86,826
Insurance	31,71,502	34,69,836
Repair & Maintenance		
Plant & Machinery	2,29,65,392	1,82,69,357
Buildings	42,17,554	31,03,027
Other	1,34,07,758	1,33,32,896
Designing & Processing	39,74,263	25,96,418
Freight & Forwarding Charges	17,85,81,622	17,21,15,408
Advertisement and Sales Promotion	11,50,46,205	8,08,85,005
Discount	17,27,61,038	17,77,39,205
Sales Commission	6,46,88,958	5,87,80,453
Travelling & Conveyance	8,33,28,726	8,55,85,117
Communication Costs	1,39,46,290	1,37,75,215
Director Sitting fees	22,50,000	19,95,000
Printing & Stationery	37,09,957	42,22,691
Bank charges	4,07,838	3,42,319
Legal & Professional Expenses	1,53,38,263	1,40,84,912
Payment to the Auditors (refer note (b) below)	18,67,775	16,71,930
Bad debts written off	4,51,49,644	2,44,00,803
Loss on sale of fixed assets	27,24,816	7,92,911
Loss on sale of vehicle held for sale	-	50,31,977
Prior Period Expenses (refer note (e) below)	96,94,975	-
Corporate Social Responsibility (Refer Note No. 29)	17,50,000	19,77,742
Miscellaneous expenses	2,67,71,766	3,05,03,242
	275,91,44,332	283,16,34,078

Notes to Financial Statements for the year ended March 31, 2016

a) Consumption of stores and spares

(Amount in ₹)

Particulars	For the year ended March 31, 2016		For the year ended March 31, 2015	
	Percentage	Amount	Percentage	Amount
Indigenous	71.19	9,68,03,014	70.16	9,72,33,721
Imported	28.81	3,91,79,478	29.84	4,13,64,691

b) Payment to the Auditors

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
As Auditors	11,75,000	10,00,000
For Tax Audit Fees	2,50,000	2,00,000
For other services	4,15,000	4,32,500
Reimbursement of Expenses	27,775	39,430
	18,67,775	16,71,930

c) Gross expenditures in foreign currency

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Travelling	7,09,765	9,64,860
Designing & Processing	15,35,227	21,69,160
Software Maintenance expense	-	1,66,602
Sales Promotion expense	-	1,93,930
Legal & Professional	-	8
	22,44,992	34,94,560

d) Operating Lease

The Company's significant lease agreements are in the nature of operating leases for premises used at various depots and showrooms. These lease agreements are cancellable by either parties thereto as per the terms and conditions of the agreements. In respect of these leases, lease rent of ₹ 5,29,36,886 (March 31, 2015: ₹ 4,99,01,733) including ₹ 1,41,144 (March 31, 2015: ₹ 5,66,012) on account of lease equalisation reserve as per the lease agreement, has been recognised on a straight line basis. Amount of lease equalisation reserve of ₹ 16,66,592 (March 31, 2015 : ₹ 18,07,736) is accounted as provision under Note: 8.

e) Prior Period Expenditures include

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Ground Rent & Other Charges	96,94,975	-
	96,94,975	-

NOTE 25 : EARNING PER SHARE (EPS)

(Amount in ₹)

Particulars		For the year ended March 31, 2016	For the year ended March 31, 2015
Basic Earnings per share			
Profit/Loss attributable to the equity shareholders	(A)	6,44,39,853	4,78,37,244
Weighted Average number of equity shares outstanding at the end of the year	(B)	1,45,47,973	1,36,54,564
Basic Earnings per share	(A/B)	4.43	3.50
Diluted Earnings per share			
Profit/Loss attributable to the equity shareholders		6,44,39,853	4,78,37,244
Diluted Earnings	(C)	6,44,39,853	4,78,37,244

Notes to Financial Statements for the year ended March 31, 2016

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Weighted Average number of equity shares in calculating basic EPS	1,45,47,973	1,36,54,564
Effect of Dilution:		
Diluted no. of employee stock options	450	1,655
Weighted Average number of equity shares in calculating Diluted EPS (D)	1,45,48,423	1,36,56,220
Diluted Earnings per share (C/D)	4.43	3.50

NOTE 26 :

In the opinion of the Board, the Current Assets, Loans & Advances are approximate to the value stated, if realised in the ordinary course of business.

NOTE 27 :**RELATED PARTY DISCLOSURE**

As per Accounting Standard 18 "Related Party Disclosures" issued by the Companies (Accounting Standard) Rules, 2006 related parties and transactions with related parties are as follows:

(i) Related Parties :**A Enterprise over which Key Managerial Personnel (KMP) exercise Control and/or Significant Influence**

- (a) Freesia Investment and Trading Co. Ltd.
- (b) Goodteam Investment & Trading Co. Pvt. Ltd.
- (c) Alfa Mercantile Ltd.
- (d) Morning Glory Leasing & Finance Ltd.
- (e) Iris Designs Pvt. Ltd.
- (f) Mahendra K. Daga - HUF

B Key Managerial Personnel

- (a) Mahendra K. Daga, Chairman and Managing director
- (b) Madhur Daga, Joint Managing Director
- (c) Kashinath Martu Pai, Executive Director and Chief Financial Officer
- (d) Yogesh Mendiratta, Company Secretary

C Relatives of Key Managerial Personnel

- (a) Sarla Daga w/o Mahendra Kumar Daga
- (b) Roma Monisha Sakraney Daga w/o Madhur Daga

(ii) Disclosure of transactions between the Company and related parties and status of outstandings as on March 31st, 2016

(Amount in ₹)

Particulars	Subsidiary Company	Enterprises owned or significantly influenced by KMP or their relatives	Key Managerial Personnel	Relatives of Key Managerial Personnel
Nature of Transaction :				
(i) Loan received	-	3,50,000	-	18,00,000
	(-)	(36,50,000)	(82,50,000)	(76,00,000)
(ii) Loan repaid	-	12,00,000	9,50,000	-
	(-)	(-)	(1,95,00,000)	(-)
(iii) Interest payment	-	22,32,157	83,94,426	44,11,028
	(-)	(20,95,520)	(88,96,356)	(41,62,301)
(iv) Hire Charges paid	-	-	-	-
	(-)	(37,000)	(-)	(-)
(v) Rent paid	-	39,78,471	12,00,000	24,000
	(-)	(25,51,503)	(12,00,000)	(24,000)
(vi) Managerial Remuneration	-	-	3,81,04,613	-
	(-)	(-)	(3,56,55,205)	(-)
(vii) Refund received against Security Deposit	-	8,38,035	-	-
	(-)	(-)	(-)	(-)

Notes to Financial Statements for the year ended March 31, 2016

Particulars	Subsidiary Company	Enterprises owned or significantly influenced by KMP or their relatives	Key Managerial Personnel	Relatives of Key Managerial Personnel
(viii) Security Deposit Paid	-	10,00,000	-	-
	(-)	(-)	(-)	(-)
(ix) Sale of Shares of Investment Company	-	-	-	-
	(1,32,400)	(-)	(-)	(-)
Outstandings as on 31.03.2016				
(i) Unsecured Loans Payable	-	2,25,00,000	8,28,00,000	4,47,00,000
	(-)	(2,33,50,000)	(8,37,50,000)	(4,29,00,000)
(ii) Other Non-Current Assets	-	10,00,000	-	-
	(-)	(8,38,035)	(-)	(-)

Figures in brackets represents amounts for the year ended March 31, 2015.

Disclosure in respect of Material transaction with related parties

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
a) Loan received		
Key Managerial Persons		
Mr. Mahendra K. Daga	-	73,00,000
Mr. Madhur Daga	-	9,50,000
Relatives of Key Managerial Persons		
Mrs. Sarla Daga	11,00,000	51,00,000
Mrs. Roma Monisha Sakraney Daga	7,00,000	25,00,000
Enterprises owned or significantly influenced by KMP or their relatives		
M/s Mahendra K. Daga - HUF	3,50,000	36,50,000
b) Loan Repaid		
Key Managerial Persons		
Mr. Mahendra K. Daga	-	48,50,000
M/s Mahendra K. Daga - HUF	12,00,000	-
Mr. Madhur Daga	9,50,000	1,46,50,000
c) Interest Payments		
Key Managerial Persons		
Mahendra K. Daga	83,00,763	86,59,767
Madhur Daga	93,663	2,36,589
Relative of Key Managerial Persons		
Sarla Daga	40,49,607	38,69,398
Roma Monisha Sakraney Daga	3,61,421	2,92,903
Enterprises owned or significantly influenced by KMP or their relatives		
M/s Mahendra K. Daga - HUF	22,32,157	20,95,520
d) Hire Charges Paid		
Enterprises owned or significantly influenced by KMP or their relatives		
M/s Freesia Investments and Trading Co. Ltd	-	37,000

Notes to Financial Statements for the year ended March 31, 2016

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
e) Rent Paid		
Key Managerial Persons		
Mahendra K. Daga	12,00,000	12,00,000
Enterprises owned or significantly influenced by KMP or their relatives		
Freesia Investments and Trading Co. Ltd	39,09,564	17,54,157
Alfa Mercantile Ltd.	27,563	3,18,939
Morning Glory Leasing & Finance Ltd.	13,781	1,59,468
Iris Designs Pvt Limited	27,563	3,18,939
Relative of Key Managerial Persons		
Sarla Daga	24,000	24,000
f) Refund Received Against Security Deposit		
Enterprises owned or significantly influenced by KMP or their relatives		
Alfa Mercantile Ltd.	12,000	-
Morning Glory Leasing & Finance Ltd.	13,035	-
Iris Designs Pvt Limited	16,500	-
Freesia Investments and Trading Co. Ltd	7,96,500	-
g) Security Deposit Paid		
Freesia Investments and Trading Co. Ltd	10,00,000	-
h) Managerial & KMP Remuneration		
Mr. Mahendra K. Daga (CMD)		
Salary	1,49,60,000	1,44,00,000
Contribution to Provident Fund	21,600	16,500
Perquisites	1,87,649	2,20,553
Mr. Madhur Daga (JMD)		
Salary	1,15,80,000	1,14,75,000
Contribution to Provident Fund	21,600	16,500
Perquisites	1,93,060	2,00,750
Mr. K.M.Pai (ED & CFO)		
Salary	88,17,500	74,70,167
Contribution to Provident Fund	21,600	15,902
Perquisites	39,600	
Mr. Yogesh Mendiratta (CS)		
Salary	18,63,380	16,35,353
Contribution to Provident Fund	21,600	16,500
Perquisites	3,77,024	1,87,980

NOTE 28 : DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

a. Particulars of Unhedged foreign currency exposures as at the reporting date

Particulars	Purpose
(Euro 45,561 (March 31, 2015 Euro 16,84,362) against INR amounting to ₹ 33,03,464 (March 31, 2015 ₹ 11,38,24,839))	Import of Raw Material, Stores and Capital items
(US \$ 4,525 (March 31, 2015 US \$ 65,001) against INR amounting to ₹ 3,08,088 (March 31, 2015 ₹ 40,49,678))	

Notes to Financial Statements for the year ended March 31, 2016

NOTE 29 :

The details of Corporate Social Responsibility as per Section 135 of the Companies Act 2013 read with Schedule VII thereof is as under:

- (a) Gross amount required to be spent by the company during the year: 17,30,474
(i.e. 2% of Average Net profits of last three years)
- (b) Amount spent during the year on:

S. No.	Purpose for which expenditure incurred	In cash/ Cheque	Remarks	Yet to be paid	Total
1	Construction/acquisition of any asset	-	-	-	-
2	On purposes other than (1) above	16,96,701	Paid to Godavari foundation	-	16,96,701
		53,299	Paid to Rotary Club Sikandrabad & Others Institutions for Health Check-up, Agriculture & Education Activity etc.	-	53,299

NOTE 30 :

- (i) The Company is engaged in manufacture of Ceramic and Vitrified tiles. The entire operations are governed by same set of risk and returns. Hence, the same has been considered representing a single primary segment. The said treatment is in accordance with the guiding principles enunciated in the Accounting Standard-17 on Segment Reporting.
- (ii) The Company sells its products mostly within India with insignificant export income and does not have any operations in economic environments with different risk and returns, hence, its considered operating in single geographical segment.

NOTE 31 :

Figures have been rounded off to the nearest rupee.

NOTE 32 :

Balances of Sundry Creditors and Debtors are subject to confirmation.

NOTE 33 :

Figures for the previous year have been reclassified/ regrouped wherever considered necessary.

for and on behalf of Board of Directors of Orient Bell Limited

Mahendra K. Daga
Chairman & Managing Director
DIN 00062503

Madhur Daga
Joint Managing Director
DIN 00062149

N.R. Srinivasan
Director
DIN 00062317

Place : New Delhi
Dated : 23rd May, 2016

K M Pai
Executive Director & CFO
DIN 01171860

Yogesh Mendiratta
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of the members of Orient Bell Limited will be held on Wednesday, the 14th day of September, 2016 at 11:30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2016, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of Directors' and Statutory Auditors' thereon.
2. To appoint a director in place of Mr. Madhur Daga (DIN: 00062149), who retires by rotation and being eligible has offered himself for re-appointment.
3. To declare dividend on equity shares.
4. To appoint M/s S.R. Dinodia & Co. LLP, Chartered Accountants (firm registration no. 01478N/N500005) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to authorize Board of Directors to fix their remuneration based on the recommendation of the Audit committee.

SPECIAL BUSINESS:

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 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 there under and any amendments thereto or statutory modifications or re-enactment thereof, Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors and subject to the approval of 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. Madhur Daga (DIN: 00062149) as Whole Time Director (designated as Joint Managing Director) of the Company for a further period from 1st October 2016 to 31st March 2019, liable to retire by rotation, on the remuneration and terms and conditions as set out below, with liberty and powers to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions in such manner as the Board may deem fit and is acceptable to Mr. Madhur Daga and/or to change his remuneration, within the overall limits specified in Schedule V to the Act or any statutory amendment, modification, re-enactment thereof:-

- A. Salary: ₹ 6,00,000/- (Rupees Six Lakhs) per month;
- 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 Board from time to time provided that the total remuneration including salary, commission and other perquisites shall be subject to the overall ceilings laid down in the relevant provisions of the Act or any amendments thereto;

- D. In addition to the above, Mr. Madhur Daga shall be entitled, as per rules of the Company, to the following perquisites (not exceeding Rs. 1.50 Lakhs p.m. during 01.10.2016 to 31.03.2017 and Rs. 18 Lakhs p.a. thereafter till 31.03.2019) with an authority to the Board to grant, alter or vary from time to time, the amount and type of perquisites payable to him:

- i. The expenditure pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company;
- ii. Such furniture and furnishings as may be required by Mr. Madhur Daga;
- iii. Full reimbursement of all medical expenses incurred for self and family, including hospitalization, membership of any hospital and / or doctors' scheme and medical insurance. 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 the foreign country, with an attendant, shall be borne by the Company in addition to the aforesaid remuneration;
- iv. Leave Travel Concession for self and family;
- v. Reimbursement of membership fee/ Subscription to clubs, in India and/or abroad including admission and life membership fee. Use of Corporate credit card facility;
- vi. Personal accident insurance premium;
- vii. Employer's contribution to National Pension Scheme (NPS);
- viii. Company maintained car with driver, telephones, computers, printers, internet 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 a 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;
- ix. Mr. Madhur 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:

- i. 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, 1961;

- ii. Payment of Gratuity and other retiral benefits as per policies/ rules of the Company;
 - iii. Encashment of leave as per policy of the Company;
- The above perquisites shall be valued as per Income Tax Rules, 1962.

E. Other Terms and Conditions:

Minimum Remuneration:

Notwithstanding anything contained herein, in case of no profits or inadequate profits in any financial year in terms of section 197 and 198 of the Act, the payment of remuneration shall be made to Mr. Madhur Daga in terms of and within the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable (hereinafter called Schedule V). The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. Madhur Daga after obtaining necessary statutory approval(s) including approval of the Central Government as referred to in the Act.

Others:

- a) The Company shall reimburse travelling, 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. Madhur 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 Director or in any other capacity as may be decided by the Board of Directors from time to time.
- c) Mr. Madhur 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. Madhur Daga shall while he continues to hold office as Whole Time Director (designated as Joint Managing Director), be subject to retirement by rotation. However, Mr. Madhur Daga re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of Whole time Director (designated as Joint Managing Director) and such re-appointment as such Director shall not be deemed to constitute a break in his appointment / service as Whole time Director (designated as Joint Managing Director) of the Company.

RESOLVED FURTHER that the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorised to approve annually or otherwise increment of the above remuneration (within the overall maximum limits) subject to their conformity with the Act and if required with any statutory approvals including the approval of Central Government to grant remuneration in excess of the limits prescribed under the Act.

RESOLVED FURTHER that the Board of Directors / Nomination & Remuneration Committee be and is also hereby authorised to alter and vary the terms and conditions of the appointment of Mr. Madhur Daga and / or change his designation as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Madhur 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."

- 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 Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereafter called the 'Act') and rules made there under and any amendments thereto or statutory modifications or re-enactment thereof, Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors and subject to the approval Central Government, if necessary and such other approvals, permissions and sanctions as may be required in this regard, consent of the company is hereby accorded for re-appointment of Mr. K.M. Pai (DIN:01171860) as Whole Time Director (designated as Executive Director & Chief Financial Officer) of the Company in the category of Key Managerial Personnel, liable to retire by rotation, for a period from 1st April 2017 to 31st March, 2020, on the remuneration and terms and conditions as set out below:

- a) **Basic Salary:**
Rs. 3,75,000/- (Rupees Three lakhs seventy five thousand only) per month.
- b) **House Rent Allowance (HRA):**
Up to Rs. 1,50,000/- (Rupees One lakh fifty thousand only) per month.
- c) **Transport Allowance:**
Rs. 5,000/- (Rupees Five thousand only) per month.
- d) **Special Allowance:**
Rs. 1,72,500/- (Rupees One lakh seventy two thousand five hundred only) per month.
- e) **Leave Travel Allowance:**
Rs. 5,00,000/- (Rupees Five lakhs only) annually, Mr. Pai can avail it according to the Company policy and procedures.
- f) **Reimbursement of Medical Expenses:**
Upto Rs. 15,000/- (Rupees Fifteen thousand only) annually, Mr. Pai can avail it quarterly after producing the Medical bills, according to the Company policy and procedures. In addition, the Company will reimburse Mr. Pai expenses for medical checks as stipulated by the Company.
- g) **Reimbursement of Books & Periodicals:**
Rs. 5,000/- (Rupees Five thousand only) annually, Mr. Pai can avail it quarterly after producing the respective bills, according to the Company policy and procedures.
- h) **Commission/ Profit & Performance Linked Bonus:**
Mr. Pai may also be paid remuneration by way of commission/ profit & performance linked Bonus (in addition to salary, house rent allowance, perquisites, reimbursements or other allowances) calculated with reference to the Net Profits of the Company for a particular financial year based on his performance appraisal and Company's performance and on

recommendation of Mr. Madhur Daga, Joint Managing Director and approved by Nomination & Remuneration Committee and Board of Directors, subject to the overall ceilings laid down under the provisions of Section 197 of the Companies Act, 2013.

i) Perquisites and Other Entitlements:

Mr. K. M. Pai will be entitled to the below mentioned perquisites and other entitlements for official purposes (subject to applicable Standard Operating Procedures (SOPs) of the Company):

- i) Car with chauffeur in Bengaluru with on-road value not exceeding ₹ 35 Lakhs;
- ii) iPad Tablet;
- iii) 1 Mobile Phone of value not to exceed Rs.50,000/-;
- iv) Reimbursement of call and data usage expenses for Mobile Phones and iPad;
- v) Bengaluru Club entrance fee, subscription fee with official expenses;
- vi) Official Transport & Lodging during his visits & stay in Delhi;
- vii) Air Travel for official purposes;
- viii) Leaves as per Company Policy;
- ix) Mediclaim, Group Personal Accident (GPA) Insurance and Group Term Insurance;
- x) Reimbursement of traveling, entertainment and other business promotion expenses actually incurred for the business of the Company.

Mr. K. M. Pai shall be entitled to such other benefits or amounts as may be permissible within the limits under Section 197 read with Schedule V of the Companies Act, 2013 subject to approval of Nomination & Remuneration Committee and Board of Directors, and Central Government, if required.

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

- I. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- II. Payment of Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- III. Encashment of leave at the end of the tenure.

For the purpose of Gratuity and other benefits, the services of Mr. K.M. Pai will be considered continuous service with the Company from the date he joined the services of this Company as Whole Time Director as may be decided by the Board of Directors from time to time.

Perquisites and allowances shall be evaluated as per Income Tax Rules, 1962 wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. The payment of remuneration including perquisites and allowances are subject to provisions under the laws applicable at that time.

Minimum Remuneration:

Notwithstanding anything herein contained, in case of no profits or inadequate profits in any financial year, the payment of salary, perquisites and other allowances as aforesaid shall be made subject to any statutory approval(s) under the Act and/or the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable. The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. K.M. Pai after obtaining necessary statutory approval(s) including approval of the Central Government as referred to in the Act.

Mr. K.M. Pai shall not be paid any fee for attending meeting(s) of the Board or Committee(s) thereof.

RESOLVED FURTHER that the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorised to approve 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 any statutory approvals including the approval of Central Government to grant remuneration in excess of the limits prescribed under the Act.

RESOLVED FURTHER that the Board of Directors / Nomination & Remuneration Committee be and is also hereby authorised to alter and vary the terms and conditions of the appointment of Mr. K.M. Pai and / or change his designation as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. K.M. Pai 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."

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 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), Mr. R.N. Bansal (DIN: 00270908), Independent Director of the Company, whose first term of appointment shall expire on 29.09.2016, and who has submitted necessary declarations and consent under relevant provisions of the Act and Rules with regard to his re-appointment and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for the period of 2 (two) years with effect from 30.09.2016 to 29.09.2018."

8. 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 149, 152, 161 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 Articles of Association of the Company and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications or re-enactment for the time being in force, Nomination & Remuneration Policy, Policy on Board Diversity, Mr. Sameer Kamboj (DIN: 01033071), who was appointed as additional director (category-Independent Director) of the Company w.e.f. 27.07.2016 and who holds office up to the date of this Annual General Meeting and who has submitted necessary declarations under relevant provisions of the Act and Rules and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period up to 26.07.2021."

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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by such member for delivery of such document to him, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company from such member at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Executive Director or Key Managerial Personnel of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

By order of the Board
For Orient Bell Limited

Place : New Delhi
Dated : 27th July, 2016

Yogesh Mendiratta
Company Secretary & Head- Legal

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF /HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE APPOINTMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, IN THE FORM ENCLOSED HERETO, DULY FILLED AND AUTHENTICATED. IT IS ADVISABLE THAT THE PROXY HOLDER'S SIGNATURE MAY ALSO BE FURNISHED IN THE PROXY FORM, FOR IDENTIFICATION PURPOSES.

A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- ii. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- iii. In case of joint holders attending the meeting, only the first holder will be entitled to vote.
- iv. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of special businesses is annexed hereto.
- v. The register of members and share transfer books will remain closed from 08th September, 2016 to 14th September, 2016 (both days inclusive) for the purpose of determining the names of members eligible for dividend on equity shares, if declared by the members at the Meeting.
- vi. The dividend, if declared, will be paid to those members whose name appear on the register of members of the Company after giving effect to all valid transfers in physical form lodged with the Company on or before 07th September, 2016; 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 07th September, 2016 as per the list to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories").
- vii. Members holding shares in physical form who have not yet provided their Bank details are requested to provide their Bank Account Number, name and address of the Bank, folio number, so that the same can be printed on dividend instrument, to avoid the incidence of fraudulent encashment of the instrument. In respect of members who are holding shares in electronic form, their bank particulars registered against their respective depository accounts, will be used by the Company for payment of dividend. Any change in bank particulars, will therefore be intimated to

Depository Participants.

- viii. The shares of the Company are traded in DEMAT segment only. Members who still hold the shares of Company in physical form are advised to contact their Depository Participant for dematerialization of their holdings in their own interest. The ISIN No. allotted to Company is INE607D01018.
- ix. Members holding equity shares in physical form are requested to notify any change in address, bank mandate or e-mail ID to the Company's Share Transfer Agents i.e. MCS Share Transfer Agent Ltd. at F-65, Okhla Industrial Area, Phase-I, New Delhi 110020 or at Company's Corporate Office at IRIS House, 16, Business Centre, Nangal Raya, New Delhi-110 046. Members holding equity shares in electronic form are requested to notify any change in address, bank mandate or e-mail ID to their Depository Participants (DPs).
- x. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Sundays and Holidays during business hours up to the date of Annual General Meeting.
- xi. Pursuant to section 124 of the Companies Act, 2013 (Corresponding section 205A of the Companies Act, 1956) any money transferred to unpaid dividend, which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred to the Investor Education and Protection Fund. Accordingly, the money will be transferred to the said fund as and when it becomes due and no claim relating to such amount shall lie against the Company or the said fund after such transfer.

The detail of unpaid dividend, which is due for transfer in the next seven years, is as follows:

Period	Date of Declaration	Due date for Transfer
2008-2009	25.09.2009	24.10.2016
2009-2010	31.08.2010	29.09.2017
2010-2011	02.09.2011	01.10.2018
2011-2012	28.09.2012	27.10.2019
2012-2013	27.09.2013	26.10.2020
2013-2014	30.09.2014	29.10.2021
2014-2015	30.09.2015	29.10.2022

Members who have not encashed their dividend cheque(s)/ warrant(s) pertaining to the aforesaid years may approach the Company's Corporate Office.

- xii. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH.13 either to the Company or its Share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.

- xiii. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have in physical mode are requested to provide their PAN details to the company or its share transfer agent.
- xiv. Members (Transferees) who wish to get the shares held by them in physical form transferred in their name are advised to send copy of their PAN card along with the request for share transfer.
- xv. The Annual Report for the FY 2015-16 has been sent electronically to those members whose e-mail IDs are registered with the Company/ Depositories Participant(s) for communication purpose unless any such member has requested for a hard copy of the same. For members who have not registered their email address with Company/ Depository Participant(s), physical copies of the Annual Report for FY 2015-16 is being sent through permitted mode and the same is also placed on the website of the company viz. www.oblcorp.com and also on the websites of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
- xvi. Members who have not registered their e-mail addresses with Company/ Depository Participant(s) so far are requested to register their e-mail address with the Company/ Depository Participant(s).
- xvii. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / MCS Share Transfer Agent Limited, for consolidation into a single folio.
- xviii. In compliance with the provisions of section 108 of the Act and Rules framed there under, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- xix. "Electronic voting system" means a secured system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cyber security.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

The facility for voting, through ballot/polling paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The instructions for remote e-voting are as under:

- A. In case an e-mail from NSDL is received (for Members

whose e-mail addresses are registered with the Company/Depositories),

- a) Open e-mail and also open PDF file namely "Orient evoting.pdf" with Client ID or Folio No. as password. The said PDF file contains user ID and password for remote e-voting. The password is an initial password.
 - b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
 - c) Click on Shareholder – Login.
 - d) Type User ID and password as initial password/ PIN noted in step (a) above. Click Login.
 - e) Password Change Menu will appear on screen. Change the password / PIN with a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both.
 - f) Home page of remote e-voting opens. Click on remote e-voting > Active Voting Cycles.
 - g) Select "EVEN" (Remote E-Voting Event Number) of Orient Bell Limited.
 - h) Now you are ready for remote e-voting as cast vote page opens.
 - i) Cast your vote by selecting appropriate option and click on "Submit" button and also "Confirm" when prompted.
 - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k) Once the vote on the resolution is cast, you shall not be allowed to change it subsequently.
 - l) 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 letters, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agc_scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - m) In case of any queries, the member may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- a) EVEN (Remote e-Voting Event Number), user ID and password are provided in the enclosed Remote e-voting instruction sheet.

- b) Follow all steps from Sl. No. A (b) to (m) above in order to cast your vote.

C. Other Instructions:

- a) If you are already registered with NSDL for e-voting then you can use your existing User ID and password/PIN for casting your vote.
- b) The "cut-off date" for determining the eligibility for voting either through remote electronic voting system or ballot is fixed as 07th September, 2016. The remote e-voting period commences on 11th September, 2016 at 9:00 a.m. and ends on 13th September, 2016 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., 07th September, 2016, shall be entitled to avail the facility of remote e-voting.
- c) 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. 07th September, 2016.
- d) Members who have already exercised their voting through Remote e-voting can attend the Annual General Meeting but cannot vote again.
- e) 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. 07th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free no.: 1800-222-990.

- f) 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.
- g) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter 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.

- h) 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 48 hours of the conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.oblcorp.com and the website of NSDL.
- i) 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.

- xx. Members are requested to send their queries, if any, to the Company Secretary at Corporate Office at least 10 days before the date of the Annual General Meeting.
- xxi. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the Annual Report for attending the meeting.
- xxii. The route map of the venue of the meeting is given in the notice. The prominent landmark for the venue is near to over bridge in Sikandrabad industrial area and 1 K.M. from Sikandrabad toll collection centre on NH-91.
- xxiii. As usual, no gifts will be distributed at the meeting.

By order of the Board
For Orient Bell Limited

Place : New Delhi
Dated : 27th July, 2016

Yogesh Mendiratta
Company Secretary & Head- Legal

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

Item No. 5

Mr. Madhur Daga was appointed as Joint Managing Director for a period of three years effective 01st October, 2013 and his tenure would end on 30th September, 2016. The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 23rd May, 2016, subject to the approvals of Members, Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. Madhur Daga as Joint Managing Director of the Company for a further period from 01st October 2016 to 31st March 2019 and also the remuneration as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Mr. Madhur Daga, BBA (University of Southern California, US), PG and degree holder in International Corporate Finance (University of New South Wales, Sydney, Australia), aged about 43 yrs. has over 20 years of rich experience. He had joined the Company as Executive Director in the year 1998 and since then with his dedicated and timeless efforts the Company has seen a sea change in the Company's products in terms of innovations and designs. He is a driving force behind the continual growth of the organization. Under his valuable guidance the takeover and merger of Bell Ceramics Limited was made possible and thus the Company has become one of the biggest in the tile industry in terms of production capacity. Although responsible for the overall management of the Company in his present role as Joint Managing Director, Mr. Daga spends most of his time leading the Company's Product Innovation Team & interacting with customers.

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. 5 of the accompanying notice.

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

In terms of Section 190 of the Companies Act, 2013, this may be construed as a memorandum setting out the terms of appointment of Mr. Madhur Daga and shall be open for inspection of the members of the Company at its Registered Office between 11.00 am to 1.00 pm on all working days except Saturday, Sunday and public holidays.

The following disclosures are being made in this Explanatory Statement in compliance with Section II in Part II of Schedule V to the Companies Act, 2013:

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) with an aggregate production capacity of 28 Million sq. meters.

2. The Company commenced commercial production w.e.f. 7th October 1977.
3. The Company is an existing entity and has already commenced Commercial Production.
4. Financial performance of the Company for the Financial year 2015-16 is as follows :

(₹ in Lakhs)		
Particulars	2015-16	2014-15
Net Sales & Other Income	70,437	69,609
Profit Before Tax	1,297	1,025
Profit After Tax	644	478
Paid up Equity Capital	1,400	1,382
Reserves & Surplus	17,388	16,750
Basic / Diluted Earning Per Share (₹)	4.43	3.50

5. The company has earned Nil (FOB value of Exports) foreign Exchange during the financial year 2015-16.

II. Information about the appointee:

1. Mr. Madhur Daga, BBA (University of Southern California, US), PG with a degree in International Corporate Finance (University of New South Wales, Sydney, Australia), aged about 43 yrs. has over 20 years of successful experience. 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. Madhur Daga for the Financial Year 2015-16 was ₹ 1,17,94,660/-.
3. Mr. Madhur Daga had joined the Company on 01.01.1998 as the Whole Time Director (designated as Executive Director) and since then Mr. Daga has been serving the Company. Mr. Madhur Daga was re-designated as Joint Managing Director w.e.f. 01.10.2013. Mr. Daga although responsible for the overall management of the company in his present role, spends most of his time leading the Company's Product Innovation Team & interacting with customers.
4. Mr. Madhur Daga's role in the Company as Joint Managing Director of the Company is most suitable considering his present role in the Company's day to day management. Under his valuable guidance and leadership, the Company has achieved significant growth in a considerable less span of time and has carved a niche for itself in the industry.
5. The detail of proposed remuneration is as per special resolution at item no. 5.
6. The remuneration proposed to be paid to Mr. Madhur Daga is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.
7. Mr. Madhur Daga is a Promoter - Director of the Company and falls under the category of Related Party as per the provisions of the Companies Act, 2013 and Accounting

Standards (AS-18) issued by ICAI. Mr. Madhur Daga is the son of Mr. Mahendra K. Daga, Managing Director of the Company. Mr. Madhur Daga has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company except Mr. Mahendra K. Daga who is his father.

III. Other Information:

- At present, the performance of the Company is satisfactory as compared to the industry norms. However, in the event of any unforeseen circumstances and conditions beyond its control, the profitability of the Company may be affected.
- The Company aims to sell more of bigger size and high value tiles and to reduce the cost of production substantially. The Company is also trying up additional manufacturing capacities in West Zone to cater to the demand of relevant market. With the integration of Brand 'Orient' and 'Bell' your Company own only one Brand i.e. 'Orient Bell'. 'Orient Tile Boutique' and 'Bell Tile Boutique' have been replaced with 'Orient Bell Tile Boutique'. The Company thrust on augmenting more and more high value customers and increase sale of High Value Products. To boost the sales, the Company is increasing spends on its branding and advertising and also to have more of Orient Bell Tile Boutiques this year.
- It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and Profitability may improve and would be comparable with the industry average.

IV. Disclosures:

- The shareholders are being informed of the remuneration package by way of explanatory statement as given above.
- The details of remuneration etc. of other Directors are included in the Corporate Governance Report and forming part of the Annual Report of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Madhur Daga and Mr. Mahendra K. Daga (father of Mr. Madhur 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.5 as a **Special Resolution**.

Item No. 6

Mr. K.M. Pai was appointed as Executive Director & CFO for a period from 24th April, 2014 to 31st March, 2017. The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 23rd May, 2016, subject to the approvals of Members, Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. K.M. Pai, as Executive Director & CFO of the Company for a further period of three years from 01st April 2017 to 31st March, 2020 and also the remuneration as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Mr. Pai is M.Sc. from IIT, Bombay, MBA (Finance) from IIM,

Bangalore, ACMA, ACS with around 41 years of rich experience across finance, costing, systems, operations, marketing and general management having worked at ABB, BHEL, Bajaj Tempo and Murudeshwar Ceramics.

It is proposed to re-appoint Mr. K. M. Pai as Whole Time Director (designated as Executive Director and Chief Financial Officer) of the Company for a period from 01.04.2017 to 31.03.2020, subject to the approval of Central Government, if necessary. The remuneration proposed to be paid to Mr. K. M. Pai is justified having regard to the responsibility entrusted on him and as Executive Director and Chief Financial Officer of the Company.

Subject to the provisions contained under sections 196 and 197 read with schedule V of the Companies Act, 2013, member's approval by way of Special Resolution is required for the appointment of Mr. K. M. Pai as Whole Time Director (designated as Executive Director and Chief Financial Officer) and payment of his remuneration for an amount as stated in the Special Resolution at item no. 6 of the accompanying notice.

In terms of Section 190 of the Companies Act, 2013, this may be construed as a memorandum setting out the terms of appointment of Mr. K.M. Pai and shall be open for inspection of the members of the Company at its Registered Office between 11.00 am to 1.00 pm on all working days except Saturday, Sunday and Public holidays.

The following disclosures are being made in this Explanatory Statement in compliance with Section II in Part II of Schedule V to the Companies Act, 2013:

I. General Information:

- 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) with an aggregate production capacity of 28 Million sq. meter.
- The Company commenced commercial production w.e.f. 7th October 1977.
- The Company is an existing entity and has already commenced Commercial Production.
- Financial performance of the Company for the Financial year 2015-16 is as follows :

(₹ in Lakhs)		
Particulars	2015-16	2014-15
Net Sales & Other Income	70,437	69,609
Profit Before Tax	1,297	1,025
Profit After Tax	644	478
Paid up Equity Capital	1,400	1,382
Reserves & Surplus	17,388	16,750
Basic / Diluted Earning Per Share (₹)	4.43	3.50

- The company has earned Nil (FOB value of Exports) in foreign Exchange during the financial year 2015-16.

II. Information about the appointee:

1. Mr. Pai is M.Sc. from IIT, Bombay, MBA (Finance) from IIM, Bangalore, ACMA, ACS with around 41 years of rich experience across finance, costing, systems, operations, marketing and general management having worked at ABB, BHEL, Bajaj Tempo and Murudeshwar Ceramics.
2. During FY 2015-16 Mr. K. M. Pai has received remuneration of ₹ 88.79 lakhs.
3. As an Executive Director and Chief Financial Officer of the Company Mr. K.M. Pai is responsible for day to day management of the affairs of the Company. His major area of operations includes Sales & Distribution of Products, New product development, Costing, Finance, Accounts, Materials, Supply chain, Business Development and Maintaining Systems. He is working under the superintendence, control and directions of the Board of Directors.
4. Based on his past rich experience in Ceramic Industry, Mr. K.M. Pai's appointment as Executive Director and Chief Financial Officer of the Company is most suitable considering his present role in the Company's day to day management. Under his valuable guidance and leadership duly assisted by Senior Executives, the Company foresees significant growth in its profitability and operations.
5. The detail of proposed remuneration is as per special resolution at item no. 6.
6. The remuneration proposed to be paid to Mr. K. M. Pai 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. K. M. Pai do not have any other pecuniary relationship with the Company. Mr. K.M. Pai has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company.

III. Other Information:

1. At present, the performance of the Company is satisfactory as compared to the industry norms. However, in the event of any unforeseen circumstances and conditions beyond its control, the profitability of the Company may be affected.
2. The Company aims to sell more of bigger size and high value tiles and to reduce the cost of production substantially. The Company is also trying up additional manufacturing capacities in West Zone to cater to the demand of relevant market. With the integration of Brand 'Orient' and 'Bell' your Company own only one Brand i.e. 'Orient Bell'. 'Orient Tile Boutique' and 'Bell Tile Boutique' have been replaced with 'Orient Bell Tile Boutique'. The Company thrust on augmenting more and more high value customers and increase sale of High Value Products. To boost the sales, the Company is increasing spends on its branding and advertising and also to have more of Orient Bell Tile Boutiques this year.
3. It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

IV. Disclosures:

1. The details of remuneration etc. of all the Directors are included in the Corporate Governance Report and forming part of the Annual Report of the Company.
2. The detail of fixed component and performance link incentives has been completely described in the special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. K. M. Pai is in any way concerned or interested financially or otherwise in the special resolution.

The Board recommends the passing of the Resolution at Item No.6 as a **Special Resolution**.

Item No. 7

Section 149 of the Companies Act, 2013 provides that subject to the provisions of Section 152, an independent director shall hold office for an initial term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. It further provides that no independent director shall hold office for more than two consecutive terms of up to five years each.

The members had in the Annual General Meeting held on 30.09.2014, pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Rules made there under, approved the appointment of Mr. R.N. Bansal as Independent Director of the Company for an initial term of two years from 30.09.2014 to 29.09.2016. Mr. Bansal has submitted the necessary declarations and consents with regard to his re-appointment for another consecutive term of two years from 30.09.2016 to 29.09.2018. In the opinion of the Board, Mr. R.N. Bansal fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 23rd May, 2016 recommended the re-appointment of Mr. R.N. Bansal for another consecutive term of two years effective from 30.09.2016 to 29.09.2018 as Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from a member of the Company proposing Mr. R.N. Bansal for the office of Independent Director of the Company.

Copy of the letter of appointment of Mr. R.N. Bansal as an Independent Director setting out the terms and conditions are available for inspection of the Members in physical or in electronic form at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m., on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at IRIS House, 16, Business Centre, Nangal Raya, New Delhi – 110046 as well as during the AGM at the venue thereof.

The Board deliberated and decided that owing to the rich and varied experience of R.N. Bansal in Finance and Company Law, his association would be of immense benefit to the Company

and it is desirable to avail services of Mr. R.N. Bansal as an Independent Director. The total remuneration of Mr. R.N. Bansal for the Financial Year 2015-16 was Rs. 7,20,000/- paid by way of sitting fee only.

Mr. R.N. Bansal hold directorship in M/s Hindoostan Mills Ltd. as per declaration given by him.

Mr. R.N. Bansal does not hold any shares either by himself or for any other person on a beneficial basis as per declaration given by him.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of Mr. R.N. Bansal as Independent Director for the said period is now being placed before the Members for their approval.

Mr. R.N. Bansal 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. R.N. Bansal.

The Board recommends the passing of the Resolution at Item No. 7 as a **Special Resolution**.

Item No. 8

Mr. Sameer Kamboj, on the recommendation of Nomination & Remuneration Committee, was appointed as an Additional Director by the Board of Directors at its meeting held on 27th July, 2016.

Mr. Sameer Kamboj aged about 46 years is a qualified Chartered Accountant. Mr. Kamboj has expert knowledge in the fields of Finance, General Management and Business Processes and has a deep understanding of the "Human Capital with the Emotional Quotient".

Mr. Kamboj is a Strategy Consultant and Business Coach. He is a Counsel and advisor to organizations helping them reach their potential holistically, empowers and prepares organizations fundamentally to use challenges and convert them into opportunities, helps in dealing with issues at micro level while maintaining the macro view. With this he uses his diverse experience of the past while preparing organizations for the future. Mr. Kamboj is a Leadership Coach and is a partner of Leadership Management International Inc., USA (LMI) which is the world's oldest and largest professional development company.

In terms of Sections 149, 150, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made there under, Mr. Sameer Kamboj being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director of the Company for a period up to 26th July, 2021. A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from a member of the Company proposing Mr. Sameer Kamboj for the office of the Independent Director of the Company.

Mr. Sameer Kamboj has given declaration under section 149(7) of the Companies Act, 2013 that he fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 read with the Rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the letter of appointment of Mr. Sameer Kamboj as an Independent Director setting out the terms

and conditions are available for inspection of the Members in physical and in electronic form at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays), up to the date of Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company situated at IRIS House, 16, Business Centre, Nangal Raya, New Delhi-110046 as well as during the AGM at the venue thereof.

Mr. Sameer Kamboj has given declarations that he is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and also given his consent to hold office as Director.

The Board based on the experience/expertise declared by Mr. Sameer Kamboj, is of the opinion that Mr. Sameer Kamboj has the requisite qualification to act as an Independent Director of the Company. The Board deliberated and decided that owing to the rich and varied experiences, his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sameer Kamboj as an Independent Director. Accordingly, the Board recommends the resolution at Item No. 8 for the appointment of Mr. Sameer Kamboj as an Independent Director, for the approval by the members of the Company.

Mr. Sameer Kamboj also hold directorship in Yearn Life Essentials Private Limited and Eexcel Konnect India Private Limited. Mr. Sameer Kamboj do not hold any shares either by himself or for any other person on a beneficial basis as per declaration given by him. Mr. Sameer Kamboj has no relationship with any Managerial Personnel, Director, Key Managerial Personnel of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Sameer Kamboj.

The Board recommends the passing of the resolution at Item No. 8 as **Ordinary Resolution**.

Item No. 9

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of the Resolution at Item No. 9 as **Ordinary Resolution**.

By order of the Board
For Orient Bell Limited

Place : New Delhi
Dated : 27th July, 2016

Yogesh Mendiratta
Company Secretary & Head- Legal

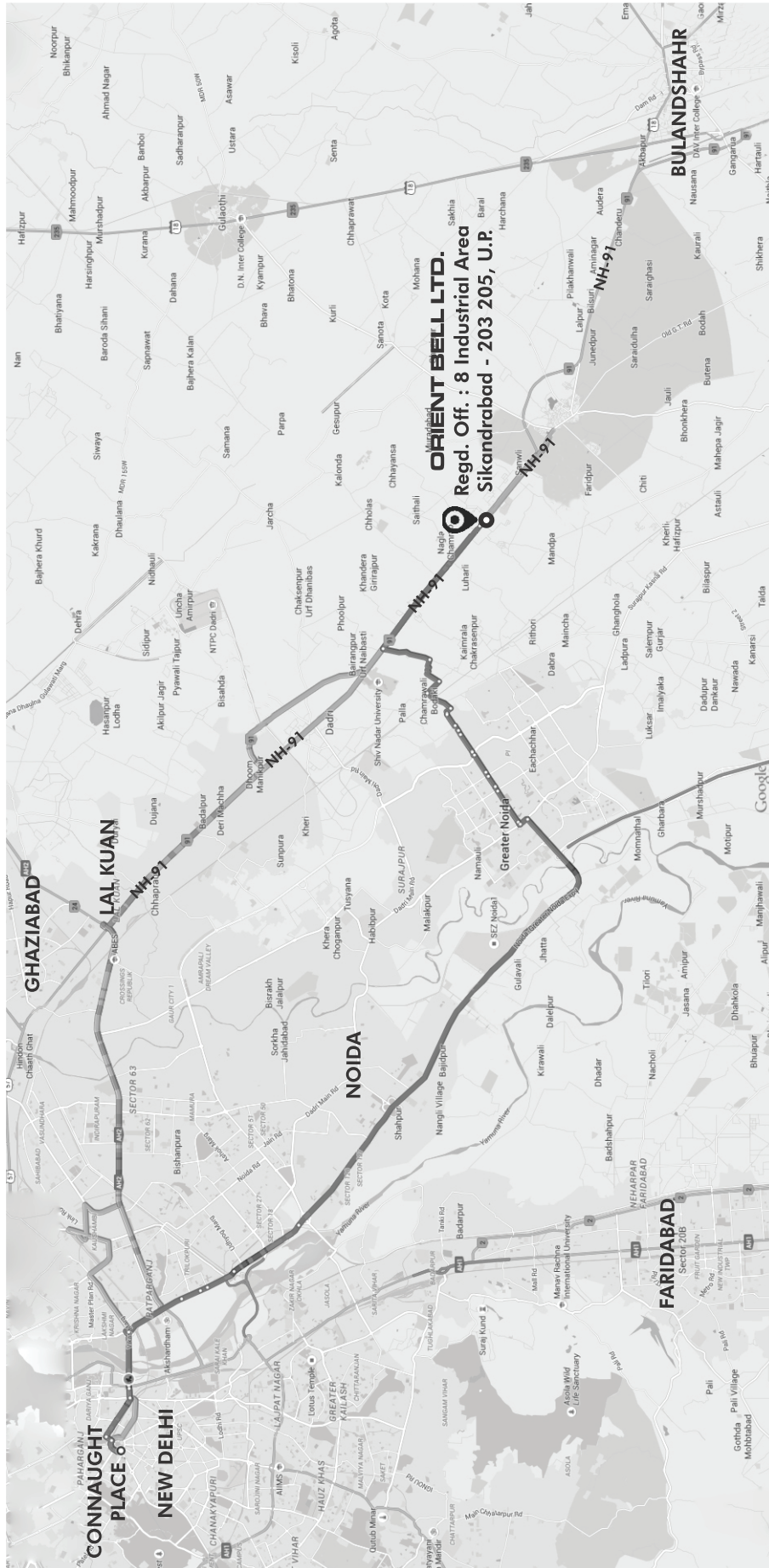
INFORMATION REQUIRED TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required under Resolution 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting are as follows:

Name of Director	Mr. R. N. Bansal	Mr. K.M. Pai	Mr. Madhur Daga	Mr. Sameer Kamboj
DIN	00270908	01171860	00062149	01033071
Date of Birth	15.07.1930	25.08.1952	06.09.1972	12.01.1970
Date of Appointment	08.03.1989	02.04.2012*	01.01.1998	27.07.2016
No. of Shares held	Nil	Nil	12,73,264	Nil
Expertise in Specific Functional area	Finance and Company Law	Finance, Costing, Managing General Commercial Operations of a Company.	An eminent Industrialist, spends most of his time in leading product innovation team with an overall Management and supervision of affairs of the Company.	Finance, General Management, and Business Processes
Qualification	M.A., F.C.A, A.C.S., A.C.I.S.	MBA Finance from IIM, Bengaluru, ACMA,ACS	BBA (University of Southern California, US), PG with a degree in International Corporate Finance (University of New South Wales, Sydney, Australia).	Chartered Accountant
No. of board meetings attended during FY 2015-16.	4	4	4	N.A.
List of Companies in which outside Directorship held as on 31.03.2016	Hindoostan Mills Ltd.	V.S.T. Tillers Tractors Ltd.	1. Good Team Investment & Trading Co. Pvt. Ltd. 2. Mithleash Infrastructure Pvt. Ltd. 3. Orchid Farmscapes Pvt. Ltd.	1. Yearn Life Essentials Private Limited 2. Eexcel Konnect India Private Limited
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director	Member – Audit Committee: Hindoostan Mills Ltd.	Member – Audit Committee: V.S.T. Tillers Tractors Ltd.	-	-

* Mr. K.M. Pai was appointed as Non Executive Non Independent Director on 02.04.2012 and on 24.04.2014 he was appointed as Whole Time Director (designated as Executive Director and CFO) of Orient Bell Ltd.

Route Map to the venue of the AGM



ORIENT BELL LIMITED

Registered Office: 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)

Corporate Office: Iris House, 16 Business Centre, Nangal Raya, New Delhi-110 046

CIN: L14101UP1977PLC021546 Tel.: 011-47119100 Fax: 011-28521273

Email: customercare@orientbell.com Website: www.oblcorp.com

ATTENDANCE SLIP

(To be presented at the entrance)

39TH ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 14, 2016 AT 11.30 A.M.

at 8, Industrial Area, Sikandrabad – 203 205, Distt. Bulandshahr (U.P.)

Folio No. / Client ID. DP ID No. of shares.....

Name of the Member.....Signature.....

Name of the Proxyholder.....Signature.....

1. Only Member/Proxyholder can attend the meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the meeting.
3. No gifts will be distributed at the meeting.

ORIENT BELL LIMITED

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Corporate Office: Iris House, 16 Business Centre, Nangal Raya, New Delhi-110 046

CIN: L14101UP1977PLC021546 Tel.: 011-47119100 Fax: 011-28521273

Email: customercare@orientbell.com Website: www.oblcorp.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID: DP ID :

I / We, being the member(s) of Shares of Orient Bell Limited, hereby appoint:

1. Name.....E-mail Id:.....
Address:
.....Signature:.....

or failing him

2. Name.....E-mail Id:.....
Address:
.....Signature:.....

or failing him

3. Name.....E-mail Id:.....
Address:
.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on Wednesday, September 14, 2016 at 11.30 a.m. at its Registered Office at 8, Industrial Area, Sikandrabad – 203 205, Distt. Bulandshahr (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of the audited Balance Sheet as at 31st March 2016, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of Directors' and Statutory Auditors' thereon.
2. Approval for re-appointment of Mr. Madhur Daga (DIN: 00062149) as Director retiring by rotation.
3. Declaration of dividend on equity shares.
4. Approval of appointment of M/s S.R. Dinodia & Co., LLP, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.
5. Approval for re-appointment and remuneration of Mr. Madhur Daga (DIN: 00062149) as Whole Time Director (designated as Joint Managing Director) for a period from 01.10.2016 to 31.03.2019.
6. Approval for re-appointment and remuneration of Mr. K.M. Pai (DIN: 01171860) as Whole Time Director (designated as Executive Director & CFO) for a period from 01.04.2017 to 31.03.2020.
7. Approval for re-appointment of Mr. R.N. Bansal (DIN: 00270908) as Independent Director for his term from 30.09.2016 to 29.09.2018.
8. Approval for appointment of Mr. Sameer Kamboj (DIN: 01033071) as Independent Director, not liable to retire by rotation for a period upto 26.07.2021.
9. Approval of charges towards delivery of documents through a particular mode of service as required by member u/s 20 of the Companies Act, 2013.

Signed on this day of 2016

Signature of Member..... Signature of Proxy holder(s).....

Affix
Revenue
Stamp

NOTES: 1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. Those members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy form.

Corporate Social Responsibility

OBL CSR INITIATIVE

प्राथमिक विद्यालय
तिल बेगमपुर सिकन्दराबाद
जिला-बुलन्दशहर,
उत्तरप्रदेश



There is no better way for a nation to grow than to have its youth literate. So we thought of catching young minds and took up the task of giving a 84 year old government primary school a face lift under our CSR initiative. It is in close vicinity of our factory situated in Sikandarabad industrial area. The school has a strength of 674 students and we were delighted to note that girls and boys are almost in the same ratio. We thought of making learning more interesting and pleasurable and came up with a series of Interactive and Educational tiles with a primary focus to make learning easier.

We are not only going to create the infrastructure but shall be handholding them through the entire process for which we have lined up a whole lot of workshops and active learning sessions which would help the children in their personal growth and in turn the growth of the nation.

ORIENT BELL TILE BOUTIQUE

BANGALORE

Sreevaru Arcade, 1341/33, 2nd floor, 32nd E Cross Road, 4th T Block Jayanagar (Near Sanjay Gandhi Hospital), Bangalore - 560 041 Tel.: +91 888 445 0390 / 0391

CHANDIGARH

SCO 812, 1st Floor, NAC, Manimajra, Chandigarh - 160 101 Tel.: +91 172 401 4347 / 4435

COCHIN

"SURYA GAYATRI", Building No. 32/8, B3, Puthiya Road, New Junction (Opposite Holiday Inn Hotel), Ernakulam By Pass Road, Cochin - 682 031 Tel.: +91 484 306 4217

COIMBATORE

Orient Bell Tile Boutique, No. 245/1, VJ Centre, Race Course, Coimbatore - 641 018 Tel.: +91 422 433 7122

DEHRADUN

Orient Bell Tile Boutique, Duggal Complex (Near Kamla Palace Hotel), GMS Road, Dehradun - 248 001 Tel.: +91 865 050 4593

KOLKATA

Orient Bell Tile Boutique, 8/1, Burdwan Road, Alipore, Kolkata - 700 027 Tel.: +91 33 4068 4047

NEW DELHI

Orient Bell Tile Boutique, M47, M Block Market GK II, New Delhi - 110 048 Tel.: +91 11 4068 7468 / 9

PUNE

Shop No. 1-2-3-4, Santosh Height, Opposite Apsara Talkies, Market Yard Road, Gultekdi, Pune - 411 037 Tel.: +91 855 499 0859

CHENNAI

New No. 85, old No.30, Maharaja Tower, 2nd Floor, 1st Avenue, Ashoke Nagar, (Above Kotak Mahindra Bank), Chennai - 600 048 Tel.: +91 44 4213 8687

LUCKNOW

Raj Rani Apartment, Ground Floor, Near Beej Nigam, Badshah Nagar Railway Station, Lucknow - 226 006 Tel.: +91 998 4786 404

ORIENT BELL LIMITED

CORPORATE OFFICE:

Iris House, 16 Business Centre, Nangal Raya, New Delhi – 110 046, India. Tel.: +91 11 4711 9100. Fax: +91 11 2852 1273

REGD. OFFICE:

8 Industrial Area Sikandrabad – 203 205 (U.P.), India. Tel.: +91 5735 222 203 / 222 / 424, +91 819 100 4575 / 76. Fax: + 91 5735 222 642

CUSTOMER CARE:

Email : customercare@orientbell.com
Toll Free : 1800 208 1015
SMS : TLE to 54242
Website : www.oblcorp.com
CIN : L14101UP1977PLCO21546

OBL/AR/8/K.8.16