#### EXTRACT OF ANNUAL RETURN

#### Form No. MGT-9

## As on the financial year ended on 31st March 2020

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 : 18<sup>th</sup> 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

Whether listed company : Yes

Name, Address and Contact details of Registrar

and Transfer Agent, if any

: MCS Share Transfer Agent

Limited

F-65, First Floor, Okhla Industrial

Area, Phase-I,

New Delhi – 110 020. Tel.: +91-11-41406149 Fax: +91-11-41709881

e-mail: admin@mcsregistrars.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	NIC Code of the	% to total turnover
	Description of main	Product/ service	of the company
1	Ceramic Tiles	23939	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

	NAME AND	CIN/GLN	HOLDING/	% of shares	Applicabl
S.	ADDRESS OF THE		SUBSIDIARY	held	e
N0	COMPANY		/ASSOCIATE		Section
1.	Corial Ceramic Private Limited	U26999GJ2017PTC096842	Associate	26%	2(6)
2.	Proton Granito Private Limited	U26955GJ2014PTC081337	Associate	19.5%	2(6)

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

-/	No. of Sha the yea	res held	at the beginr 1 <sup>st</sup> April, 201	ning of [9]			the end of tharch, 2020]	e year	% Chan
Category of Shareholders	Demat	Physi cal	Total	% of Total Shar es	Demat	Physical	Total	% of Total Shar es	ge durin g the _ year#
A. Promoters									
(1) Indian									
a) Individuals / HUF	53,73,212	1	53,73,212	37.71	57,21,785	-	57,21,785	40.06	2.35
b) Central	-	-	-	-	-	-	-	-	-
Government									
c) State	-	-	-	-	-	-	-	-	-
Governments									
d) Bodies Corporate	30,53,202	-	30,53,202	21.43	30,86,266	-	30,86,266	21.61	0.18
e) Banks/FI	-	-	ı	_	-	-	ı	-	-
f) Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub Total (A)	84,26,414	_	84,26,414	59.14	88,08,051	_	88,08,051	61.66	2.52
(1)	04,20,414		04,20,414	37.14	00,00,031		00,00,031	01.00	2.52
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-

d) Banks/FI	-	-	-	_	-	-	_	_	-
e) Any Other (specify)	-	-	-	1	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total	84,26,414	-	84,26,414	59.14	88,08,051	-	88,08,051	61.66	2.52
Shareholding									
of Promoter									
(A)=									
(A)(1)+(A)(2)									
B. Public									
shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	5,603	5,966	11,569	0.08	328	-	328	0.00	(0.08)
b) Banks / FI	10,063	3,522	13,585	0.10	200	2,923	3,123	0.02	(0.08)
c) Central Government @	38,861	-	38,861	0.27	66,749	-	66,749	0.47	0.20
d) State	-	-	-	-	-	-	-	-	-
Governments									
e) Venture Capital Funds	-	-	-	ı	-	-	-	-	-
f) Insurance Companies	2,811	-	2,811	0.02	2,811	+	2,811	0.02	0.00
g) FIIs	-	478	478	0.00	-	-	-	-	0.00
h) Foreign Venture Capital fund	-	-	_	-	-	-	-	-	-
i) Other(specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	57,338	9,966	67,304	0.47	70,088	2923	73,011	0.51	0.04
(2) Non-institutions									
a) Bodies									
Corporate									
i) Indian	7,28,511	4,151	7,32,662	5.14	7,56,788	3,046	7,59,834	5.32	0.18
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals							_		

i) Individual shareholders holding nominal share capital up to Rs 2 lakh*	32,09,565	2,54, 117	34,63,682	24.31	28,04,915	2,13,679	30,18,594	21.13	(3.18)
ii.) Individual shareholders holding nominal share capital in excess of Rs 2 lakh**	10,28,885	21,79	10,50,675	7.37	11,40,208	33,078	11,73,286	8.21	0.84
c) Any Other									
(specify) i) Trust &	442		442	0.00	62		62	0.00	0.00
Foundation	442	-	442	0.00	62	-	02	0.00	0.00
ii) Unclaimed Shares Suspense Account	22,902	-	22,902	0.16	22,902	-	22,902	0.16	0.00
iii) Non	4,83,313	57	4,83,370	3.39	2,70,909	57	2,70,966	1.90	-1.49
Resident Indians	,,-		, ,		, ,		, ,		
iv) NBFCs registered with RBI	1,125	-	1,125	0.01	1,125	-	1,125	0.01	0.00
Sub-Total	54,74,743	2,80,	57,54,858	40.39	51,53,154	2,49,860	54,03,014	37.83	-2.56
(B) (2)		115							
Total Public Shareholding (B)= (B)(1)+(B)(2)	55,32,081	2,90, 081	58,22,162	40.86	52,23,242	2,52,783	54,76,025	38.34	-2.52
C. Shares	-	-	-	-	-	-	-	-	-
held by									
Custodians									
for GDRs									
&ADRs GRAND	1 20 50 40	2.00	1 42 49 57	100.0	1 40 21 20	2 52 792		100.0	0.00
TOTAL	1,39,58,49 5	2,90, 081	1,42,48,57 6	100.0	1,40,31,29	2,52,783		100.0	0.00
(A)+(B)+(C)	information		-	)				)	

<sup>\*</sup> This information for the year ended 31st March, 2019 is for the individual shareholders holding Nominal share capital up to Rs 2 lakhs.

- \*\*This information for the year ended 31st March, 2019 is for the individual shareholders holding Nominal share capital in excess of Rs 2 lakhs.
- @ During the year 28113 shares transferred to Ministry of Corporate Affairs (MCA) IEPF Account.
- # The change in percentage has the impact of increase in Paid up Equity Share Capital during the year.

### (ii)Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding of the year			Shareholdi		%	
No.	Name	•	tas on 1 2019]	Aprii,	las on	31 <sup>st</sup> March, 2	020]	% change
		No. of Shares	% of total Share s of the comp any	% of Shares Pledged / encumb e red to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumb e red to total shares	in share holdin g during the year*
1	Mahendra K. Daga	30,35,625	21.30	-	31,52,761	22.07	-	0.77
2	Good Team Investment & Trading Co. Pvt. Ltd.	23,88,973	16.77	-	23,88,973	16.72	-	(0.05)
3	Madhur Daga	12,87,417	9.04	-	12,97,417	9.08	-	0.04
4	Freesia Investment and Trading Co. Ltd.	5,51,261	3.87	-	5,54,545	3.88	-	0.01
5	Sarla Daga	5,57,874	3.92	-	7,09,224	4.97	-	1.05
6	Mahendra K. Daga (HUF)	3,79,367	2.66	-	4,49,454	3.15	-	0.49
7	Roma Monisha Sakraney Daga	1,12,929	0.79	-	1,12,929	0.79	-	0.00
8	Morning Glory Leasing & Finance Ltd.	88,820	0.62	-	88,820	0.62	-	0.00
9	Alfa Mercantile Ltd.	5,060	0.04	-	34,840	0.24	-	0.20
10	Iris Designs Pvt. Ltd.	19,088	0.13	-	19,088	0.13	-	0.00
	Total	84,26,414	59.14	-	88,08,051	61.66	-	2.52

<sup>\*</sup>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	beginnin	lding at the g of the year April, 2019]	Increase/ Decrease in no. of	Cumulative S during t	Shareholding the year
		No. of shares	% of total shares of the company	shares	No. of shares	% of total shares of the company
1	At the beginning of the year -as on 1st April 2019	84,26,414	59.14	-	-	-
				Increase - Transfer	3,81,637	2.52
2	At the end of the year – as on 31 <sup>st</sup> March 2020			-	88,08,051	61.66

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

S. N o	For each of the top 10 Shareholder	Sharehol the begin the year 01.04.2	ning of (as on	Increase or Decrease/ reasons	Date of Increase/ Decrease	Increas e / Decreas e in no. of Shares	Share	nulative eholding g the year
		No. of Shares	% of total Share s of the Company*				No. of Shares	% of total Shares of the Company **
1	Ithought Wealth Analytics LLP	324918	2.27					
				Increase - Purchase	17/01/20 20	10000	334918	2.34
				Increase - Purchase	24/01/20 20	4397	339315	2.38

				Increase - Purchase	31/01/20 20	276	339591	2.38
			At the e	end of the year	ar (as on 31	.03.2020)	339591	2.38
2	Malti Nileshkumar Maisheri	179147	1.25					
		•	At the	end of the ye	ear (as on 31	1.03.2020)	179147	1.25
3	Equity Intelligence	50000	0.35					
	India Private Limited							
				Increase - Purchase	08/11/20 19	53000	103000	0.72
		, ,		end of the ye	ear (as on 3	1.03.2020)	103000	0.72
4	Seema Dilip Vora	96000	0.67					
				Decrease  – Sale -	02/08/20 19	4900	91100	0.64
				Increase - Purchase	31/03/20 20	4900	96000	0.67
		1 1	At the	end of the ye	ear (as on 31	1.03.2020)	96000	0.67
5	Deepak V Gala	-	-					
				Increase - Purchase	01/11/20 19	88500	88500	0.62
			At the e	nd of the yea	ar (as on 31.	03.2020)	88500	0.62
6	Girish Kumar Sharda	-	-					
				Increase - Purchase	20/12/20 19	76500	76500	0.54
			At the e	end of the yea	ar (as on 31	.03.2020)	76500	0.54
7	Madhu Rani Maheswari	67121	0.47					
			A	1 0.1	-	-	- (7101	- 0.47
8	Tiru Darshanam Suppliers LLP	22006	At the 0.15	e end of the y	rear (as on 3)	1.03.2020)	67121	0.47
				Increase - Purchase	01/11/20 19	5600	27606	0.19

				Increase -	10/01/20	4000	31606	0.22
				Purchase	20			
				Increase -	13/03/20	29728	61334	0.43
				Purchase	20			
			At the	e end of the y	ear (as on 3)	1.03.2020)	61334	0.43
9	Panbai Valji Gala	-	-					
				-	20/09/20 19	60000	60000	0.42
		•	At the	e end of the y	ear (as on 3	1.03.2020)	60000	0.42
10	Lalit Mohan	51634	0.36					
		ı	At the	e end of the y	ear (as on 3)	1.03.2020)	51634	0.36
11	Deepak Valji Gala	88500	0.62	,				
				Decrease	01/11/20	88500	88500	-
				– Sale	19			
			At the	e end of the y	ear (as on 3)	1.03.2020)	-	-
12	Girish Kumar Sharda	76032	0.53					
				Increase - Purchase	31/05/20 19	468	76500	0.54
				Decrease -	20/12/20	76500	-	_
				Sale	19	70200		
		1	At the	end of the y		.03.2020)	_	-
13	Gala Panbai Valji	60000	0.42	<u> </u>				
				Decrease - Sale	20/09/20 19	60000	-	-
		At	the end o	f the year (as	on 31.03.20	20)	-	-
14	Nileshkumar S Maisheri	50690	0.35					
				Decrease - Sale	20	690	50000	0.35
		At	the end o	f the year (as	on 31.03.20	20)	50000	0.35

<sup>\*</sup>calculated on the basis of paid up share capital of Rs. 14,24,85,760/- as on 01.04.2019 i.e. 1,42,48,576 shares of Rs. 10/- each.

<sup>\*\*</sup>calculated on the basis of paid up share capital of Rs. 14,28,40,760/- as on 31.03.2020 i.e. 1,42,84,076 shares of Rs. 10/- each.

# (v) Shareholding of Directors and Key Managerial Personnel:

Sl. N o.	Shareholding of each of the Directors and Key Managerial Personnel	Sharehold beginning [as on 1 <sup>st</sup> A	of the year pril, 2018]	Date of Incre	Increase Decrease reasons	e/ a	ncre ase/ S ecre	Cumu harehold the	ing during
		No. of Shares	% of total Shares of the company	ase/ Decre ase		n		No. of Shares	% of total Shares of the company
I.	Directors					<b></b>	Л		
1	Mr. Mahendra K. Daga, Chairman and Whole Time Director								
	At the beginning of the year – 01.04.2019	30,35,625	21.30		-			-	
					05/04/2019	Increase	s s	30376	535 21.27
				21/06/2	019	Increase	-	3 30377	743 21.27
				28/06/2	019	Purchase Increase	e	3 30414	76 21.29
				16/08/2	019	Purchas Increase	e	2 30475	518 21.34
						Purcha	-		
				23/08/2	019	Increase Purchase	-	30515	21.36
				30/08/2	019	Increase	-	30595	518 21.42
				29/11/2	019	Increase	e 11929	30714	21.5
				06/12/2	019	Increase	e 40	30714	21.5
				20/12/2	019	Increase	e 7000 - s	30784	21.55
				27/12/2	019	Increase	e   2210 -	30806	597 21.57

					Purchas			
					e			
				31/12/2019	Increase	3984	3084681	21.60
					- Purchas			
					e			
				03/01/2020	Increase	4386	3089067	21.63
					- D 1			
					Purchas e			
				07/02/2020	Increase	6514	3095581	21.67
					-			
					Purchas			
				14/02/2020	e Increase	6000	3101581	21.71
				14/02/2020	-	6000	3101381	21./1
					Purchas			
					e			
				21/02/2020	Increase	12341	3113922	21.80
					- Purchas			
					e			
				28/02/2020	Increase	13659	3127581	21.90
					-			
					Purchas e			
				13/03/2020	Increase	6240	3133821	21.94
					-			
					Purchas			
				20/03/2020	e Increase	2667	3136488	21.96
				20/03/2020	-	2007	3130400	21.90
					Purchas			
					e			
				27/03/2020	Increase	16273	3152761	22.07
					Purchas			
					e			
	At the end of the year – 31.03.2020					-	3152761	22.07
2	Mr. Madhur Daga, Managing Director							
	At the beginning of the year -	12,87,417	9.04					
	01.04.2019	12,07,717	7.0 <del>1</del>					
				29/11/2019	Increase	6000	1293417	9.06
					Purchas			
					e e			
				27/12/2019	Increase	4000	12,97,41 7	9.08
					Purchas		,	
					e			
	At the end of the year -		_				12,97,41	9.08

	31.03.2020						7	
3	Mr. Sameer Kamboj, Director							
	At the beginning of the year – 01.04.2019	-	-				-	-
	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 – 31.03.2020	-	-				-	-
4	Mr. K. M. Pai, Director*							
	At the beginning of the year – 01.04.2019	18,000	0.13				-	-
				30/08/2019	Decreas e- Sale	2229	15771	0.11
				13/09/2019	Decreas e- Sale	3573	12198	0.09
				20/09/2019	Decreas e- Sale	5000	7198	0.05
				27/09/2019	Decreas e- Sale	1632	5566	0.04
				29/11/2019	Decreas e- Sale	1566	4000	0.03
				06/12/2019	Decreas e- Sale	1000	3000	0.02
	At the end of the year –	_		13/12/2019	Decreas e- Sale	1000	2,000	0.01
	31.03.2020							
5	Mr. D. M. Mothoi							
3	Mr. P. M. Mathai, Director							
	At the beginning of the year – 01.04.2019	-	-				-	-
	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 – 31.03.2020	-	-				-	=
6	Mrs. Tanuja Joshi, Director							
	At the beginning of the year – 01.04.2019	-	-				-	-
	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 – 31.03.2020	-	-				-	-
8	Mr. Aditya Gupta, CEO							
	At the beginning of the year – 01.04.2019	-	-					
	Increase – Allotted under Orient Bell Employees Stock Option Scheme, 2018 on 27.04.19			24/05/2019	Incre ase-	12,50	12,500	0.09
	At the end of the year – 31.03.2020						12,500	0.09
9	Mr. Himanshu Jindal, CFO **							
	At the beginning of the year – 01.04.2019	-	-					
	Increase – Allotted under Orient Bell Employees Stock Option Scheme, 2018 on 08.01.20			07/02/2020	Incr ease	4000	4000	0.03
	At the end of the year – 31.03.2020						4000	0.03
1 0	Mr. Yogesh Mendiratta, Company Secretary &							

Head Legal							
At the beginning of the	510	0.00					
year – 01.04.19							
Date wise			21/02/2010	Decr	17	493	0.00
increase/decrease in				ease-			
shareholding during the				Sale			
year specifying the							
reasons for							
increase/decrease (e.g.							
allotment							
/transfer/bonus/sweat							
equity etc.)							
At the end of the year –						493	0.00
31.03.2020							

#### V. INDEBTEDNESS

# Indebtedness of the Company including interest outstanding/accrued but not due for payment: (Rs. Lakhs)

Total Secured Unsecured **Indebtedness** Loans Loans excluding deposits Indebtedness at the beginning of the financial year -01.04.201910,097.91 i) Principal Amount 8,404.38 1,693.53 ii) Interest due but not paid 14.50 14.50 iii) Interest accrued but not due Total (i+ii+iii) 8,418.88 1,693.53 10,112.41 **Change in Indebtedness during** the financial year (Net) · Addition · Reduction -4766.25 -193.53 -4959.78 **Net Change** (4,766.25)(193.53)(4,959.78)Indebtedness at the end of the financial year -31.03.2020 3,615.80 1,500.00 5,115.80 i) Principal Amount 36.83 36.83 ii) Interest due but not paid iii) Interest accrued but not due Total (i+ii+iii) 3,652.63 1,500.00 5,152.63

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. Lakhs)

CI No	Particulars of	Mr. Mahendra Mr. Madhur Total					
51. 110.	Remuneration						
		K. Daga	Daga	Amount			
1.	Gross salary (a) Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	166.80	89.10	255.9			
	(b) Value of perquisites u/s 17(2) of the Income- tax Act, 1961	1.85	2.50	4.35			
	(c)Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961						
2.	Stock Option						
3.	National Pension Scheme (NPS)		5.94	5.94			
4.	Sweat Equity						
5.	Commission (as a % of profit)						
6.	Others – contribution to provident fund	0.22	0.22	0.44			
	Total (A)	168.87	97.76	266.63			
	Ceiling as per the Act	above remuner 'minimum remuner with the Special I shareholders uprovisions of the	neration' in accordance Resolutions passed by the nder the applicable e Companies Act, 2013 pproval of the Central				

### **B.** Remuneration to other directors:

(Rs. Lakhs)

- CI		(KS						
Sl.	Particulars of	Mr. P.M	Ms.	Mr. Sameer	Mr. K.M	Total		
no.	Remuneration	Mathai	Tanuja	Kamboj	Pai	Amount		
			Joshi					
1.	Independent							
	Directors							
	-Fee for attending				_			
	board/committee	3.70	2.70	2.90		9.30		
	meetings							
	-Commission				=			
		-	-	-		-		
	-others, please				_			
	specify							
		-	-	-		-		
	Total (1)	3.70	2.70	2.90	-	9.30		
	0.1 17			5				
2.	Other Non							
	Executive							
	Directors							
	-Fee for attending	-	-	-	2.80	2.80		
	board/committee							
	meetings							
	-Commission	-	_	-	-	-		
	-others, please							
	specify							
	Total(2)	3.70	2.70	2.90	2.80	12.10		
	Total(B)=(1+2) Total Managerial	3.70	2.70	2.90	2.80	12.10		
	Remuneration <sup>®</sup>					12.10		
		In view of	inodoaro	ov of profits the	a abova #a=	unoretica		
				cy of profits, the				
	_ <del>_</del>	was paid as 'minimum remuneration' in accordance with the						
		Special Resolutions passed by the shareholders under the						
		applicable provisions of the Companies Act, 2013 and also						
		the approval of the Central Government, wherever						
		applicable.						

<sup>@</sup> 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

(Rs. Lakhs)

Sl. no.	Particulars of Remuneration	Company Secretary	CFO	CEO	Total
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Incometax Act, 1961	22.10	71.13	184.44	277.67
	(b)Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.16	-	0.21	0.37
	(c)Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
2.	Stock Option*		4.91	57.73	62.64
3.	Sweat Equity				
4.	Commission -as % of profit				
5.	Others – contribution to provident fund	0.21	0.22	9.72	10.15
	Total	22.47	76.26	252.11	350.84

<sup>\*</sup> The amount indicates perquisite value of ESOPs of the Company exercised during the year.

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

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

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

Sd/- Sd/Place: New Delhi Madhur Daga P.M.Mathai
Date: 17<sup>th</sup> June, 2020 Managing Director Director