

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 : 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

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 Description of main	NIC Code of the Product/ service	% to total turnover of the company
1	Ceramic Tiles	23939	100%

[illegible]

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	21,790	10,50,675	7.37	11,40,208	33,078	11,73,286	8.21	0.84
c) Any Other (specify)									
i) Trust & Foundation	442	-	442	0.00	62	-	62	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 Resident Indians	4,83,313	57	4,83,370	3.39	2,70,909	57	2,70,966	1.90	-1.49
iv) NBFCs registered with RBI	1,125	-	1,125	0.01	1,125	-	1,125	0.01	0.00
Sub-Total (B) (2)	54,74,743	2,80,115	57,54,858	40.39	51,53,154	2,49,860	54,03,014	37.83	-2.56
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 TOTAL (A)+(B)+(C)	1,39,58,495	2,90,081	1,42,48,576	100.00	1,40,31,293	2,52,783		100.00	0.00

* 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 at the beginning of the year [as on 1 st April, 2019]			Shareholding at the end of the year [as on 31 st March, 2020]			% 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	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

*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, 2019]		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 2019	84,26,414	59.14	-	-	-
				Increase - Transfer	3,81,637	2.52
2	At the end of the year – as on 31 st 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. No	For each of the top 10 Shareholder	Shareholding at the beginning of the year (as on 01.04.2019)		Increase or Decrease/ reasons	Date of Increase/ Decrease	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	Ithought Wealth Analytics LLP	324918	2.27					
				Increase - Purchase	17/01/2020	10000	334918	2.34
				Increase - Purchase	24/01/2020	4397	339315	2.38

				Increase - Purchase	31/01/20 20	276	339591	2.38
At the end of the year (as on 31.03.2020)							339591	2.38
2	Malti Nileshkumar Maisheri	179147	1.25					
At the end of the year (as on 31.03.2020)							179147	1.25
3	Equity Intelligence India Private Limited	50000	0.35					
				Increase - Purchase	08/11/20 19	53000	103000	0.72
At the end of the year (as on 31.03.2020)							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
At the end of the year (as on 31.03.2020)							96000	0.67
5	Deepak V Gala	-	-					
				Increase - Purchase	01/11/20 19	88500	88500	0.62
At the end of the year (as on 31.03.2020)							88500	0.62
6	Girish Kumar Sharda	-	-					
				Increase - Purchase	20/12/20 19	76500	76500	0.54
At the end of the year (as on 31.03.2020)							76500	0.54
7	Madhu Rani Maheswari	67121	0.47					
				-	-	-	-	-
At the end of the year (as on 31.03.2020)							67121	0.47
8	Tiru Darshanam Suppliers LLP	22006	0.15					
				Increase - Purchase	01/11/20 19	5600	27606	0.19

				Increase - Purchase	10/01/2020	4000	31606	0.22
				Increase - Purchase	13/03/2020	29728	61334	0.43
	At the end of the year (as on 31.03.2020)						61334	0.43
9	Panbai Valji Gala	-	-					
				-	20/09/2019	60000	60000	0.42
	At the end of the year (as on 31.03.2020)						60000	0.42
10	Lalit Mohan	51634	0.36					
	At the end of the year (as on 31.03.2020)						51634	0.36
11	Deepak Valji Gala	88500	0.62					
				Decrease - Sale	01/11/2019	88500	88500	-
	At the end of the year (as on 31.03.2020)						-	-
12	Girish Kumar Sharda	76032	0.53					
				Increase - Purchase	31/05/2019	468	76500	0.54
				Decrease - Sale	20/12/2019	76500	-	-
	At the end of the year (as on 31.03.2020)						-	-
13	Gala Panbai Valji	60000	0.42					
				Decrease - Sale	20/09/2019	60000	-	-
	At the end of the year (as on 31.03.2020)						-	-
14	Nileshkumar S Maisheri	50690	0.35					
				Decrease - Sale	31/03/2020	690	50000	0.35
	At the end of the year (as on 31.03.2020)						50000	0.35

*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.

**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	Shareholding at the beginning of the year [as on 1 st April, 2018]		Date of Incre ase/ Decre ase	Increase or Decrease/ reasons	Incre ase/ Decre ase in no. of share s	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 Whole Time Director							
	At the beginning of the year – 01.04.2019	30,35,625	21.30	-	-	-		
				05/04/2019	Increase - Purchase	2010	3037635	21.27
				21/06/2019	Increase - Purchase	108	3037743	21.27
				28/06/2019	Increase - Purchase	3733	3041476	21.29
				16/08/2019	Increase - Purchase	6042	3047518	21.34
				23/08/2019	Increase - Purchase	4000	3051518	21.36
				30/08/2019	Increase - Purchase	8000	3059518	21.42
				29/11/2019	Increase - Purchase	11929	3071447	21.5
				06/12/2019	Increase - Purchase	40	3071487	21.5
				20/12/2019	Increase - Purchase	7000	3078487	21.55
				27/12/2019	Increase -	2210	3080697	21.57

					Purchase			
				31/12/2019	Increase - Purchase	3984	3084681	21.60
				03/01/2020	Increase - Purchase	4386	3089067	21.63
				07/02/2020	Increase - Purchase	6514	3095581	21.67
				14/02/2020	Increase - Purchase	6000	3101581	21.71
				21/02/2020	Increase - Purchase	12341	3113922	21.80
				28/02/2020	Increase - Purchase	13659	3127581	21.90
				13/03/2020	Increase - Purchase	6240	3133821	21.94
				20/03/2020	Increase - Purchase	2667	3136488	21.96
				27/03/2020	Increase - Purchase	16273	3152761	22.07
	At the end of the year – 31.03.2020					-	3152761	22.07
2	Mr. Madhur Daga, Managing Director							
	At the beginning of the year - 01.04.2019	12,87,417	9.04					
				29/11/2019	Increase - Purchase	6000	1293417	9.06
				27/12/2019	Increase - Purchase	4000	12,97,417	9.08
	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	Decrease- Sale	2229	15771	0.11
				13/09/2019	Decrease- Sale	3573	12198	0.09
				20/09/2019	Decrease- Sale	5000	7198	0.05
				27/09/2019	Decrease- Sale	1632	5566	0.04
				29/11/2019	Decrease- Sale	1566	4000	0.03
				06/12/2019	Decrease- Sale	1000	3000	0.02
				13/12/2019	Decrease- Sale	1000	2000	0.01
	At the end of the year – 31.03.2020	-	-				2,000	0.01
5	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	Increase-	12,500	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	Increase	4000	4000	0.03
	At the end of the year – 31.03.2020						4000	0.03
10	Mr. Yogesh Mendiratta, Company Secretary &							

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

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year – 01.04.2019			
i) Principal Amount	8,404.38	1,693.53	10,097.91
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			
i) Principal Amount	3,615.80	1,500.00	5,115.80
ii) Interest due but not paid	36.83	-	36.83
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)				
Sl. No.	Particulars of Remuneration	Mr. Mahendra K. Daga	Mr. Madhur Daga	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(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	In view of inadequacy of profits, the above remuneration 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.		

B. Remuneration to other directors:**(Rs. Lakhs)**

Sl. no.	Particulars of Remuneration	Mr. P.M Mathai	Ms. Tanuja Joshi	Mr. Sameer Kamboj	Mr. K.M Pai	Total Amount
1.	Independent Directors					
	-Fee for attending board/committee meetings	3.70	2.70	2.90	-	9.30
	-Commission	-	-	-	-	-
	-others, please specify	-	-	-	-	-
	Total (1)	3.70	2.70	2.90	-	9.30
2.	Other Non Executive Directors					
	-Fee for attending board/committee meetings	-	-	-	2.80	2.80
	-Commission	-	-	-	-	-
	-others, please specify					
	Total(2)	-	-	-		-
	Total(B)=(1+2)	3.70	2.70	2.90	2.80	12.10
	Total Managerial Remuneration[@]					12.10
	Overall Ceiling as per the Act	In view of inadequacy of profits, the above remuneration 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.				

@ 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 Income-tax 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

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

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			N.A.		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

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

Place: New Delhi
Date: 17th June, 2020

Sd/-
Madhur Daga
Managing Director

Sd/-
P.M.Mathai
Director