

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

As on the financial year ended on 31st March 2021

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%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

i) Individual shareholders holding nominal share capital up to Rs 2 lakh	28,04,915	2,13,679	30,18,594	21.13	26,98,811	1,74,098	28,72,909	20.02	(1.11)
ii.) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	11,40,208	33,078	11,73,286	8.21	8,92,149	53,078	9,45,227	6.59	1.62
c) Any Other (specify)									
i) Trust & Foundation	62	-	62	0.00	62	-	62	0.00	0.00
ii) Unclaimed Shares Suspense Account	22,902	-	22,902	0.16	2,265	-	2,265	0.02	(0.14)
iii) Non Resident Indians	2,70,909	57	2,70,966	1.90	1,69,794	57	1,69,851	1.18	(0.72)
iv) NBFCs registered with RBI	1,125	-	1,125	0.01	1,125	-	1,125	0.01	0.00
Sub-Total (B) (2)	49,96,909	2,49,860	52,46,769	36.73	48,40,905	2,27,912	50,68,817	35.33	1.84
Total Public Shareholding (B)= (B)(1)+(B)(2)	50,66,997	2,52,783	53,19,780	37.24	49,84,294	2,28,205	51,78,929	36.10	(1.14)
C. Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	1,40,31,293	2,52,783		100.00	1,40,31,293	2,52,783		100.00	0.00

@ During the year 37319 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, 2020]			Shareholding at the end of the year [as on 31 st March, 2021]			% 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	31,52,761	22.07	-	32,40,062	22.57	-	0.50
2	Good Team Investment & Trading Co. Pvt. Ltd.	23,88,973	16.72	-	24,07,499	16.77	-	0.05
3	Madhur Daga	12,97,417	9.08	-	13,17,933	9.18	-	0.10
4	Freesia Investment and Trading Co. Ltd.	5,54,545	3.88	-	6,31,492	4.40	-	0.52
5	Sarla Daga	7,09,224	4.97	-	7,45,867	5.20	-	0.23
6	Mahendra K. Daga (HUF)	4,49,454	3.15	-	4,64,804	3.24	-	0.09
7	Roma Monisha Sakraney Daga	1,12,929	0.79	-	1,24,929	0.87	-	0.08
8	Morning Glory Leasing & Finance Ltd.	88,820	0.62	-	88,820	0.62	-	0.00
9	Alfa Mercantile Ltd.	34,840	0.24	-	1,08,780	0.76	-	0.52
10	Iris Designs Pvt. Ltd.	19,088	0.13	-	46,588	0.32	-	0.19
	Total	88,08,051	61.66	-	91,76,774	63.93	-	2.27

*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, 2020]		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 2020	88,08,051	61.66	-	-	-
				Increase - Transfer	3,68,723	2.27
2	At the end of the year – as on 31 st March 2021			-	91,76,774	63.93

(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 01.04.2020)		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	Equity Intelligence India Private Limited	103000	0.72					
				Increase - Purchase	12/06/2020	17565	120565	0.84
				Increase - Purchase	26/06/2020	104435	225000	1.57
				Increase - Purchase	24/07/2020	25000	250000	1.74

				Increase - Purchase	14/08/2020	45000	295000	2.05
				Increase - Purchase	21/08/2020	35000	330000	2.30
				Increase - Purchase	28/08/2020	80000	410000	2.85
				Increase - Purchase	09/10/2020	20000	430000	2.99
				Increase - Purchase	23/10/2020	20000	450000	3.13
				Increase - Purchase	06/11/2020	70000	520000	3.62
				Increase - Purchase	13/11/2020	10000	530000	3.69
				Increase - Purchase	20/11/2020	25000	555000	3.86
				Increase - Purchase	11/12/2020	18500	573500	3.99
				Increase - Purchase	18/12/2020	14000	587500	4.09
				Increase - Purchase	25/12/2020	6012	593512	4.13
				Increase - Purchase	31/12/2020	16000	609512	4.24
				Increase - Purchase	05/03/2021	50000	559512	3.89
At the end of the year (as on 31.03.2021)							559512	3.89
2	Ithoughtweal th Analytics LLP	339591	2.36					
At the end of the year (as on 31.03.2021)							339591	2.36
3	Porinju V Veliyath	-	-					
				Increase - Purchase	24/07/2020	60000	60000	0.42
				Increase - Purchase	21/08/2020	20000	80000	0.56
				Increase - Purchase	13/11/2020	20000	100000	0.70
At the end of the year (as on 31.03.2021)							100000	0.70
4	Girish Kumar Sharda	76500	0.53					

	At the end of the year (as on 31.03.2021)						76500	0.53
5	Madhu Rani Maheshwari	67121	0.47					
	At the end of the year (as on 31.03.2021)						67121	0.47
6	Ashesh Kumar	34296	0.24					
				Increase - Purchase	03/04/2020	202	34498	0.24
				Increase - Purchase	10/04/2020	2443	36941	0.26
				Increase - Purchase	17/04/2020	1456	38397	0.27
				Increase - Purchase	24/04/2020	3920	42317	0.29
				Increase - Purchase	01/05/2020	2739	45056	0.31
				Increase - Purchase	08/05/2020	965	46021	0.32
				Increase - Purchase	15/05/2020	4262	50283	0.35
				Increase - Purchase	22/05/2020	2185	52468	0.37
				Increase - Purchase	29/05/2020	400	52868	0.37
				Increase - Purchase	05/06/2020	800	53668	0.37
				Increase - Purchase	19/06/2020	400	54068	0.38
				Increase - Purchase	30/06/2020	100	54168	0.38
				Increase - Purchase	03/07/2020	70	54238	0.38
				Increase - Purchase	10/07/2020	150	54388	0.38
				Increase - Purchase	17/07/2020	376	54764	0.38
				Increase - Purchase	24/07/2020	115	54879	0.38
				Increase - Purchase	31/07/2020	560	55439	0.39
				Increase - Purchase	07/08/2020	290	55729	0.39
				Increase - Purchase	21/08/2020	115	55844	0.39

				Increase - Purchase	18/09/2020	75	55919	0.39
				Decrease - Sale	23/10/2020	291	55628	0.39
At the end of the year (as on 31.03.2021)							55628	0.24
7	Updesh Kumar Kushal	20844	0.15					
				Increase - Purchase	10/04/2020	1300	22144	0.15
				Increase - Purchase	17/04/2020	3941	26085	0.18
				Increase - Purchase	24/04/2020	765	26850	0.19
				Increase - Purchase	08/05/2020	250	27100	0.19
				Increase - Purchase	15/05/2020	11620	38720	0.27
				Increase - Purchase	22/05/2020	8795	47515	0.33
				Increase - Purchase	29/05/2020	3185	50700	0.35
				Increase - Purchase	12/06/2020	2100	52800	0.37
				Increase - Purchase	19/06/2020	2800	50000	0.35
				Decrease - Sale	30/10/2020	200	49800	0.35
				Decrease - Sale	25/12/2020	200	49600	0.35
				Decrease - Sale	31/12/2020	300	49300	0.34
				Decrease - Sale	22/01/2021	300	49000	0.34
				Decrease - Sale	29/01/2021	1000	48000	0.33
				Decrease - Sale	05/02/2021	100	47900	0.33
				Decrease - Sale	12/02/2021	500	47400	0.33
				Decrease - Sale	19/02/2021	50	47350	0.33
				Decrease - Sale	26/02/2021	150	47200	0.33
At the end of the year (as on 31.03.2021)							47200	0.33

8	K Naresh Kumar	12848	0.09						
				Increase – Purchase	15/01/2021	5500	18348	0.13	
				Increase – Purchase	05/02/2021	9300	27648	0.19	
				Increase – Purchase	12/02/2021	2800	30448	0.21	
				Increase – Purchase	05/03/2021	2003	32451	0.23	
				Increase – Purchase	19/03/2021	3800	36251	0.25	
				Increase – Purchase	26/03/2021	5800	42051	0.29	
				Increase – Purchase	31/03/2021	1268	43319	0.30	
	At the end of the year (as on 31.03.2021)							43319	0.30
9	Tiru Darshanam Suppliers LLP	61334	0.43	Decrease – Sale	05/02/2021	1750	59584	0.41	
				Decrease – Sale	12/02/2021	15000	44584	0.31	
				Decrease – Sale	05/03/2021	3500	41084	0.29	
	At the end of the year (as on 31.03.2021)							41084	0.29
10	Ashesh Kumar	36220	0.25						
				Increase - Purchase	10/04/2020	50	36270	0.25	
				Increase - Purchase	24/04/2020	25	36295	0.25	
				Increase - Purchase	08/05/2020	1075	37370	0.26	
				Increase - Purchase	15/05/2020	720	38090	0.27	
				Increase - Purchase	22/05/2020	600	38690	0.27	
				Increase - Purchase	29/05/2020	100	38790	0.27	
				Increase -	05/06/2020	105	38895	0.27	

				Purchase	20			
				Decrease - Sale	19/06/2020	1550	37345	0.26
				Increase - Purchase	26/06/2020	472	37817	0.26
				Increase - Purchase	17/07/2020	100	37917	0.26
				Increase - Purchase	14/08/2020	200	38117	0.27
				Increase - Purchase	21/08/2020	168	38285	0.27
				Decrease - Sale	28/08/2020	200	38085	0.27
				Decrease - Sale	06/11/2020	200	37885	0.26
				Decrease - Sale	15/01/2021	50	37835	0.26
				Decrease - Sale	29/01/2021	200	37635	0.26
				Decrease - Sale	12/02/2021	100	37535	0.26
				Decrease - Sale	12/03/2021	100	37435	0.26
At the end of the year (as on 31.03.2021)							37435	0.26

*calculated on the basis of paid up share capital of Rs. 1,42,84,076 /- as on 01.04.2020 i.e. 14,28,40,760 of Rs. 10/- each.

**calculated on the basis of paid up share capital of Rs. 1,43,53,576/- as on 31.03.2021 i.e.14,3535760 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, 2020]		Date of Increase/Decrease	Increase or Decrease/reasons	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 Whole Time Director							
	At the beginning of the year – 01.04.2020	3152761	21.95	-	-	-		

				10/04/2020	Increase-Purchase	22307	3175068	22.1
				25/09/2020	Increase-Purchase	20058	3195126	22.24
				11/12/2020	Increase-Purchase	12046	3207172	22.32
				18/12/2020	Increase-Purchase	12100	3219272	22.41
				12/03/2021	Increase-Purchase	16000	3235272	22.52
				26/03/2021	Increase-Purchase	4650	3239922	22.55
				31/03/2021	Increase-Purchase	140	3240062	22.55
	At the end of the year – 31.03.2021					-	3240062	22.55
2	Mr. Madhur Daga, Managing Director							
	At the beginning of the year - 01.04.2020	1297417	9.03					
				11/09/2020	Increase-Purchase	7323	1304740	9.08
				18/09/2020	Increase-Purchase	876	1305616	9.09
				25/09/2020	Increase-Purchase	1940	1307556	9.1
				05/03/2021	Increase-Purchase	1750	1309306	9.11
				19/03/2021	Increase-Purchase	5052	1314358	9.15
				26/03/2021	Increase-Purchase	3500	1317858	9.17
				31/03/2021	Increase-Purchase	75	1317933	9.17
	At the end of the year - 31.03.2021						1317933	9.17
3	Mr. Sameer Kamboj, Director							
	At the beginning of the year – 01.04.2020	-	-				-	-
	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 – 31.03.2021	-	-				-	-
4	Mr. K. M. Pai, Director*							
	At the beginning of the year – 01.04.2020	-	-				-	-
				-			-	-
	At the end of the year – 31.03.2021	-	-				-	-
5	Mr. P. M. Mathai, Director							
	At the beginning of the year – 01.04.2020	-	-				-	-
	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 – 31.03.2021	-	-				-	-
6	Mrs. Tanuja Joshi, Director							
	At the beginning of the year – 01.04.2020	-	-				-	-
	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 – 31.03.2021	-	-				-	-
8	Mr. Aditya Gupta, CEO							

	At the beginning of the year – 01.04.2020	12500	0.09					
	Increase – Allotted under Orient Bell Employees Stock Option Scheme, 2018 on 18.05.2020			05/06/2020	Increase-	12500	25000	0.17
	Increase – Purchase			06/11/2020		5000	30000	0.21
	At the end of the year – 31.03.2021						30000	0.21
9	Mr. Himanshu Jindal, CFO **							
	At the beginning of the year – 01.04.2020	4000	0.27					
	Increase – Allotted under Orient Bell Employees Stock Option Scheme, 2018 on 28.01.21			19/02/2021	Increase	6000	10000	0.69
	At the end of the year – 31.03.2021						10000	0.69
10	Mr. Yogesh Mendiratta, Company Secretary & Head Legal							
	At the beginning of the year – 01.04.20	493	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.)			28/08/2020	Decrease-Sale	300	193	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.)			06/11/2020	Increase	307	500	0.00
	At the end of the year –						500	0.00

31.03.2021							
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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 – 01.04.2020			
i) Principal Amount	3,615.80	1500.00	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
Change in Indebtedness during the financial year (Net)			
· Addition	-	-	-
· Reduction	-1,970.80	-	-1,970.80
Net Change	(1,970.80)	-	(1,970.80)
Indebtedness at the end of the financial year – 31.03.2021			
i) Principal Amount	1,681.83	1,500.00	3,181.83
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	1,681.83	1,500.00	3181.83

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
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1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	141.52	75.60	217.12
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1.34	2.97	4.31
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	--	--	--
2.	Stock Option	--	--	--
3.	National Pension Scheme (NPS)	--	5.04	5.04
4.	Sweat Equity	--	--	--
5.	Commission (as a % of profit)	--	--	--
6.	Others – contribution to provident fund	0.22	0.22	0.44
	Total (A)	143.08	83.83	226.91
	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
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1.	Independent Directors					
	-Fee for attending board/committee meetings	3.50	2.70	3.50	-	9.70
	-Commission	-	-	-	-	-
	-others, please specify	-	-	-	-	-
	Total (1)	3.50	2.70	3.50	-	9.70
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)	3.50	2.70	3.50	2.80	12.50
	Total Managerial Remuneration[@]					12.50
	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 (b)Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	23.54 - --	90.15 - --	200.26 6.97 --	313.95 6.97 --
2.	Stock Option*	--	11.05	6.22	17.27
3.	Sweat Equity	--	--	--	--
4.	Commission -as % of profit	--	--	--	--
5.	Others – contribution to provident fund	0.22	0.22	9.72	10.16
	Total	23.76	101.42	223.17	348.35

* 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: 13th May, 2021

Sd/-
Madhur Daga
Managing Director

Sd/-
P.M.Mathai
Director