

## **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

Email: [customercare@orientbell.com](mailto:customercare@orientbell.com), Website: [www.OrientBell.com](http://www.OrientBell.com)

CIN: L14101UP1977PLC021546

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting of the members of Orient Bell Limited will be held on Monday, the 30<sup>th</sup> day of March, 2015 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 business:

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

#### **ITEM NO. 1**

“**RESOLVED** that in modification of the resolutions passed by the Members on 27.09.2013 and on 30.09.2014 and pursuant to the provisions of Sections 196, 197 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 and in conformity with the approval of Central Government vide its letter bearing no. SRN No. B92400134/2013-CL-VII dated 31.07.2014 for reappointment up to 30.09.2016 and payment of remuneration up to 31.03.2014 to Mr. Madhur Daga and subject to the approval of Central Government, if necessary, consent of the Company be and is hereby accorded for the payment of Remuneration up to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum to Mr. Madhur Daga as Whole Time Director (designated as Joint Managing Director) of the Company, liable to retire by rotation, for a period from 01.04.2014 to 30.09.2016, on the terms and conditions as set out below:

- A) Salary: Rs. 6,40,000/- (Rupees Six Lakhs Forty Thousand only) per month.
- B) 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;
- C) Perquisites: In addition to the Salary and Commission, Mr. Madhur Daga shall be entitled, as per rules of the Company, to the following perquisites 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. Rent free furnished / unfurnished residential accommodation or HRA of maximum of 60% of salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962;
  - II. 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 including 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;
  - III. Leave Travel Concession for self and family once in a year;

- IV. Subscription to clubs, subject to a maximum of two clubs and credit card facility. In case of clubs, no admission and life membership fee shall be paid;
- V. Personal accident insurance premium;
- VI. Company maintained car with driver, telephones, mobile phones, hand held e-mail devices, computers, printers, laptops, i-pads, internet/ broadband connections and fax at residence. Use of telephones, mobile phones, hand held e-mail devices, computers, printers, laptops, i-pads, internet/ broadband connections, fax 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;
- VII. 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 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
- ii. Encashment of leave at the end of the tenure.

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

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 Whole Time Director or in any other capacity as may be decided by the Board of Directors from time to time.

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

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 shall be as aforesaid subject to the limits/ approvals 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 and shall be adjusted accordingly.

The other terms and conditions, as applicable and as set out in the special resolutions dated 27.09.2013 and 30.09.2014 shall remain unchanged.

RESOLVED further that subject to the approval of Central Government, if required, the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorised to grant further increments and other perquisites may be granted to Mr. Madhur Daga so as not to exceed the maximum limit for payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto and / or alter and vary the terms and conditions of his appointment / remuneration and / or change his designation as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Madhur Daga in compliance and conformity with the relevant provisions of the Act."

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

Place : New Delhi  
Dated : 27<sup>th</sup> February, 2015

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.**

**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 MEMBER.**

- 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 business is annexed hereto.
- v. 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 Extraordinary General Meeting.
- vi. The notice of this Extraordinary General Meeting has been sent electronically to those members whose e-mail IDs are registered with the Company. For members who have not registered their email address, physical copies of this notice is being sent through permitted mode and the same is also placed on the website of the company viz. [www.orientbell.com](http://www.orientbell.com).
- vii. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company by sending an e-mail at [investor@orientbell.com](mailto:investor@orientbell.com) for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
- viii. 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 e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - a) Open the e-mail and also open PDF file namely "Orient evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - b) Log on to e-voting website <https://www.evoting.nsdl.com>.
  - c) Click on Shareholder – Login.
  - d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - e) If you are logging in for the first time, please enter the user ID and password.
  - f) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - g) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - h) Select "EVEN" (E-Voting Event Number) of Orient Bell Limited. Now you are ready for e-voting as Cast Vote page opens.

- i) Cast your vote by selecting appropriate option and click on "Submit" 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, the Member 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 letter, 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](mailto:agc.scrutinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a Member receives physical copy of the Notice of Extraordinary General Meeting (for Members whose email addresses are not registered with the Company/Depositories):
- a) Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
  - b) Please follow all steps from Sl. No. A (b) to Sl. No. (m) above, to cast vote.
- C. Other Instructions:
- a) The e-voting period commences on 17.03.2015 (10.00 a.m. IST) and ends on 19.03.2015 (05.30p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 20.02.2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - b) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 20.02.2015.
  - c) Ms. Ashu Gupta, Practicing Company Secretary (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.
  - d) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.orientbell.com](http://www.orientbell.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the Extraordinary General Meeting of the Company to be held on 30.03.2015 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- ix. 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 Extraordinary General Meeting.
- x. Members are requested to bring their copy of the Notice to the Extraordinary General Meeting. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to this Notice for attending the meeting.
- xi. As usual, no gifts will be distributed at the meeting.

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

Place : New Delhi  
Dated : 27<sup>th</sup> February, 2015

Yogesh Mendiratta  
Company Secretary & Head- Legal

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

### **ITEM NO. 1**

The Members have, at 36<sup>th</sup> AGM held on 27.09.2013, subject to the approval of Central Government, passed the Re-appointment and payment of Remuneration to Mr. Madhur Daga as Whole Time Director (designated as Joint Managing Director) of the Company for a Period of 3 years commencing from 01.10.2013 to 30.09.2016, not liable to retire by rotation.

An application to the Central Government was filed in statutory form 25A vide SRN. No. B92400134 dated 26.12.2013, for seeking its approval for the re-appointment and payment of remuneration to Mr. Madhur Daga, as Whole Time Director (designated as Joint Managing Director) of the Company, not liable to retire by rotation, for the period of 3 years commencing from 01.10.2013 to 30.09.2016. The Central Government has vide its letter bearing no. SRN No. B92400134/2013-CL-VII dated 31.07.2014 received by the Company on 05.08.2014 extended its approval for the re-appointment of Mr. Madhur Daga up to 30.09.2016. However, the approval on payment of remuneration was accorded only for the period from 01.10.2013 to 31.03.2014 for an amount of Rs. 1.20 Crores per annum. In the Annual General Meeting held on 30.09.2014, the members also have approved the modifications to the terms of appointment of Mr. Madhur Daga to the effect that his period of office was made liable to be determined for retirement by rotation. All other terms of the said resolution dated 27.09.2013 was approved as unchanged including the payment of remuneration under the provisions of Companies Act, 2013. On 10.12.2014 the Company has filed an application with the Central Government for seeking its approval for payment of remuneration for the remaining period i.e. from 01.04.2014 to 30.09.2016 but the same was not considered in view of MCA's General Circular No. 32/2014 due to technical constraints.

Although vide Special Resolution passed by the Members on 30.09.2014 it was approved to pay remuneration to Mr. Madhur Daga in accordance with provisions of Sections 196 & 197 read with Schedule V of the Companies Act, 2013, in order to make further compliance and as a measure of good Corporate Governance this explicit and detailed remuneration which is in conformity with the relevant provisions of Companies Act, 2013, is proposed to be passed by the Members as a Special Resolution.

The Nomination & Remuneration Committee and Board of Directors have, in their respective meetings held on 27.02.2015, recommended the payment of Remuneration to Mr. Madhur Daga in terms of proposed Special Resolution.

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:

- a. 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).
- b. The Company had commenced commercial production w.e.f. 7<sup>th</sup> October 1977.
- c. The Company is an existing entity and has already commenced Commercial Production.
- d. Financial performance of the Company for the year 2013-14 is as follows :

(Rs. in Lacs)

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Gross Sales & Other Operating Income	63,441	62,049
Profit Before Tax	459	1,743
Profit After Tax	203	983
Paid up Equity Capital	1,357	1,357
Reserves & Surplus	16,309	16,182
Basic / Diluted Earning Per Share (Rs.)	1.49/1.48	7.24/7.24

- e. The company has earned Rs. 0.22 Lacs (FOB value of Exports) in foreign Exchange during the financial year 2013-14.

## II. Information about the appointee:

- i. 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 42 yrs. has over 19 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.
- ii. During FY 2013-14 Mr. Madhur Daga has received remuneration of Rs. 1,18,86,100/- in the capacity of Whole Time Director (designated as Joint Managing Director).
- iii. 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.
- iv. 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.
- v. The detail of proposed remuneration is as per special resolution.
- vi. 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.
- vii. 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.

## 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 is continuously looking at the new business opportunities and new markets to grow. The Company's main thrust is on display of its exclusive product through its Tile Boutiques which are being opened in different parts of the company rapidly. Such exclusive display areas are named as Orient Tile Boutique (OTB) for displaying 'Orient' brand and another as Bell Tile Boutique (BTB) for displaying 'Bell' Brand. During the year under review among various other initiatives taken to improve the Company's sale, the company has started online promotion / sale of its Picture tiles through which a Customer can get his/ her desired picture printed on a Tile in specified sizes. Besides above measures the Company is continuously working on new product development to catch the market sentiments and earn more profits.
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:

The details of remunerations and other information shall be given in the Corporate Governance part of the Board of Directors' Report attached to the Financial Statements for the FY 2014-15.

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

The Board of Directors recommends the passing of the Resolution at Item No. 1 as Special Resolution.

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

Place : New Delhi  
Dated : 27<sup>th</sup> February, 2015

Yogesh Mendiratta  
Company Secretary & Head- Legal

# 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.orientbell.com

## ATTENDANCE SLIP

(To be presented at the entrance)

**EXTRAORDINARY GENERAL MEETING ON MONDAY, MARCH 30, 2015 AT 11.30 A.M.**  
at 8, Industrial Area, Sikandrabad – 203 205, Distt. Bulandshahr (U.P.)

Folio No ..... No. of shares .....  
DP ID ..... Client ID .....  
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 Notice for reference at the meeting.
3. No gifts will be distributed at the meeting.



# 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  
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## 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 Extraordinary General Meeting of the Company to be held on Monday, March 30, 2015 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 resolution as are indicated below:

1. Approval of modification of remuneration payable to Mr. Madhur Daga, Whole Time Director (Designated as Joint Managing Director) of the Company for the period from 01.04.2014 to 30.09.2016 in terms of Companies Act, 2013.

Signed on this ..... day of ..... 2015

Signature of Member.....Signature of Proxyholder(s).....

Affix  
Revenue  
Stamp

### NOTES:

1. This form in order to be effective should be duly completed and deposited at the Corporate Office of the Company at IRIS House, 16, Business Centre, Nangal Raya, New Delhi – 110 046 not less than 48 hours before the commencement of the meeting.
2. Those members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy form.

