



ANNUAL REPORT

2016-2017

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“ The best interiors are a reflection of where you have come from and a signifier where you want to go. ”



Corporate information

BOARD OF DIRECTORS

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

AUDIT COMMITTEE

Mr. Sameer Kamboj (Chairman)
 Mr. K.M. Pai
 Mr. P.M. Mathai
 Mr. R.N. Bansal

STAKEHOLDERS RELATIONSHIP AND GRIEVANCE COMMITTEE

Ms. Tanuja Joshi (Chairperson)
 Mr. Madhur Daga
 Mr. K.M. Pai

NOMINATION AND REMUNERATION COMMITTEE

Mr. P.M. Mathai (Chairman)
 Mr. R.N. Bansal
 Ms. Tanuja Joshi

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Madhur Daga (Chairman)
 Mr. R.N. Bansal
 Mr. Sameer Kamboj
 Ms. Tanuja Joshi

COMPENSATION COMMITTEE

Mr. P.M. Mathai (Chairman)
 Mr. Mahendra K. Daga
 Mr. R.N. Bansal
 Mr. Sameer Kamboj

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
 ICICI Bank
 IDFC Bank
 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

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 Fourteenth Annual Report and the audited accounts for the financial year ended March 31, 2017.

Financial Results

(₹ in lakhs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016*
Gross Income	70,694.20	75,967.14
Profit before finance cost, depreciation, taxation and exceptional item	5,512.22	4,886.06
Finance Cost	1,334.67	1,880.90
Depreciation	1,732.42	1,707.82
Profit before taxation	2,445.13	1,297.33
Tax expense	1,340.84	652.93
Profit after tax	1,104.29	644.40
Earning per share (₹)	7.84	4.43

*regrouped

Operations and Business Review

The financial year 2016-17 has been a mix of good and not so good happenings. It was a difficult year for the tile industry and real estate sector. While your Company has not grown in terms of Sales Turnover but has registered a growth of 88% in the Profit Before Tax (PBT) from ₹1,297 Lakhs in the previous year to ₹2,445 Lakhs in the current year. The drop in fuel prices and major savings in finance cost by better working capital management helped us to post reasonable profits during the year under review despite drop in sale numbers.

Your Company is constantly working on its brand building and product display for our tiles. During the year under review, your Company has opened Company Owned Company Operated Boutiques as well as thirty Franchise Boutiques at very conspicuous locations across the Country viz., Chandigarh, Pune (Maharashtra), Bhatinda (Punjab), Agra (U.P.), Ranchi (Jharkhand), Sangrur (Punjab), Varanasi (U.P.), Haldwani (Uttarakhand), Patiala (Punjab) and many more. The opening of such Boutiques at prestigious locations in different parts of Country will pave way for the professionals as well as retail customers to drop in and make their selection of tiles out of huge range as per their likings.

Your Company has increased engagements with architects, channel partners and tile experts manifold. The social media campaigns have been made live since January, 2017 and are seeing success in the online space. These campaigns, your Company feels, will continue with full force during times to come. Your Company has also appointed Print media and Advertising agency which will support brand promotion of the Company and is believed to add value in customer pull and strengthen our brand. Your company has made arrangements

with the local bus operators in various metropolitan cities carrying our branding and also installed hoardings in such cities at prominent places like bus shelters etc.

Several new designs / SKUs have been introduced by the Company during the year under review. Your Company has launched 600 mm x 600 mm GVT and PGVT tiles in over 50 designs that are now manufactured at Sikandrabad (U.P.) plant. Digital pavers manufactured at your Company's Hoskote plant have been well accepted by the market. The product portfolio of your Company is much more complete and compares favorably with the best in the Industry. New products like digital pavers and PGVT/ DGVV from our plants have widened our product portfolio. Various attractive schemes against annual / quarterly sales target launched by the Company from time to time are welcomed by the channel partners.

Your Company continued its drive to map the Government (GPS) and Private (PPS) Projects and sell more and more of its High Value Products in these projects. 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 NBCC, NTPC, CPWD, State PWDs, Military Engineer Services (MES), State Housing Boards, State Police Housing Boards, Airports Authority of India, Delhi Metro, Air India, HUDCO, Engineers India Limited, ONGC, Chennai Metro, Delhi University, Aam Aadmi Mohalla Clinic, Aam Aadmi Polyclinic, Delhi Government Schools, AIIMS (Raibareilly) etc. Your Company has also bagged orders from prestigious private Projects like Thapar University, Bennett University, PVR Cinemas, HLL Hospital, Medanta Hospital, Simplex, Nagarjuna Construction Company, Ansals, L&T, DLF, Gannon Dunkerley, Experion, Ajnara etc.

Dividend

Your Directors have recommended a dividend of ₹ 0.50 per equity share for the financial year ended March 31, 2017. The total outgo of dividend (inclusive of tax of ₹ 14.44 lakhs) would amount to ₹ 85.39 lakhs as against ₹ 84.26 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 ₹ 78,95,888/- to Securities Premium and ₹ 61,27,21,894/- from Revaluation Reserve to General Reserve and ₹ 3,77,329/- from Employee Stock Option Reserve to General Reserve.

Particulars of Contracts or Arrangements made with Related Parties

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under the Listing Regulations. All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website. Details of the transactions with Related Parties are provided in the accompanying financial statements. There were no transactions during the year which would require to be reported in Form AOC-2.

Directors and Key Managerial Personnel

During the year under review Mr. N.R. Srinivasan's term of office as Independent Director of the Company ended on 29.09.2016. His outstanding contribution and support is appreciated by the Board of Directors.

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, has offered himself for re-appointment.

The present term of appointment of Mr. Mahendra K. Daga as Chairman & Managing Director of the Company will end on 31st March, 2018. 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. Mahendra K. Daga as Chairman & Managing Director of the Company for a further term of three years from 01st April, 2018 to 31st March, 2021.

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:

- that in the preparation of annual accounts for the financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 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, 2017 and of the profit of your Company for the year ended on that date;
- 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;
- that the accounts for the financial year ended March 31, 2017 have been prepared on a 'going concern' basis;
- that internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;
- 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 Audit Committee comprises of three Independent Directors namely Mr. Sameer Kamboj (Chairman), Mr. R.N. Bansal (Member) and Mr. P.M. Mathai (Member) and one Non Independent- Executive Director 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 the Nomination & Remuneration Policy of the Company.

Risk Management Policy

Pursuant to the requirement of Clause 49 of the Listing Agreement, 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 <http://www.oblcorp.com>.

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 <http://www.oblcorp.com>.

Corporate Social Responsibility

The Corporate Social Responsibility Committee comprises Mr. Madhur Daga (Chairman), Mr. R.N. Bansal, Ms. Tanuja Joshi and 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 <http://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 continues to undertake 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).

The Company undertakes initiatives in compliance with Schedule VII to the Act.

The average net profit of the Company, computed as per Section 198 of the Act, during the three immediately preceding financial years was ₹ 9.64 Crores. It was hence required to spend at least ₹19.30 Lakhs on CSR activities during the Financial Year 2016-17, being 2% of the average net profits of the three immediately preceding financial years. During the year, the Company has spent ₹19.50 Lakhs 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 <http://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

The information required to be disclosed in terms of the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 is appended as **Annexure 4 to the Board's Report**.

Management Discussion and Analysis Report

'Management Discussion and Analysis Report', as stipulated under 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 practices followed by the Company, together a certificate for

compliance of the provisions of Corporate Governance from the Statutory Auditors 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 will hold office till the conclusion of ensuing Annual General Meeting. In terms of the provisions contained under Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 M/s S.R. Dinodia & Co. LLP having served the Company as Statutory Auditors for more than 10 consecutive years, cannot be re-appointed.

The Board of Directors have identified another audit firm namely M/s B.R. Gupta & Co., Chartered Accountants and after considering and reviewing its credentials, appointed the said firm as Company's audit firm for a term of five years from the conclusion of forthcoming AGM till the conclusion of the AGM to be held in the year 2022. The Company has received a letter from M/s B.R. Gupta & Co., 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 appointment as audit firm of the Company.

The Board of Directors recommends the appointment of M/s B.R. Gupta & Co. as Statutory Auditors from the conclusion of ensuing Annual General Meeting till the conclusion of 45th Annual General Meeting to be held in the year 2022 in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules made there under at such remuneration as shall be fixed by the Board of Directors of the Company.

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 to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit, appended as *Annexure 6 to the Board's Report* does not contain any qualification, reservation or adverse remark.

Material changes and commitments between the end of the financial year and date of report

There is no material change and/or commitment held between the end of the financial year and the date of report affecting the financial position of the Company.

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, no case was filed under 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 acknowledges with gratitude and wish to place on record, their deep appreciation of continued support and co-operation received by the Company from the various Government authorities, Shareholders, Bankers, Lenders, Business Associates, Dealers, Customers, Financial Institutions and Investors during the year. Your Directors also place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

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

Place : New Delhi
Date: 22nd May, 2017

Madhur Daga **K.M. Pai**
Managing Director Executive Director
& CFO

ANNEXURE – 1 TO BOARD'S REPORT

NOMINATION AND REMUNERATION (AMENDED) POLICY, 2016

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. The Committee was re-constituted on 27.07.2016 to include the members as under:

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

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 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.