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2014-15

ANNUAL REPORT



CERTIFICATION

At OBL, we believe in the religion of excellence and our customers look to us with the anticipation that our next move will yield another inspired more stunning creation. It is not surprising that such devotion has earned us not only the patronage of our customers but also the accreditation of ISO 9001:2008 for our quality control management systems. Our manufacturing units employ the latest technology to manufacture products that adhere to international standards. We strive to raise our own benchmark, thus meeting the demands of both aesthetic appeal and durable functionality of our customers.

Our manufacturing units are also certified in accordance with ISO 14001:2004 International standard, the most complete and global expression for an environment friendly industrial company. In May 2000, OBL was awarded the prestigious ISO 14001 certification by the internationally recognized BSI Management Systems, U.K.



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Corporate information

BOARD OF DIRECTORS

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

AUDIT COMMITTEE

Mr. R.N. Bansal (Chairman)
 Mr. Mahendra K. Daga
 Mr. K.M. Pai
 Mr. N.R. Srinivasan
 Mr. P.M. Mathai

STAKEHOLDERS RELATIONSHIP AND GRIEVANCE COMMITTEE

Mr. N.R. Srinivasan (Chairman)
 Mr. Mahendra K. Daga
 Mr. Madhur Daga

NOMINATION AND REMUNERATION COMMITTEE

Mr. N.R. Srinivasan (Chairman)
 Mr. R.N. Bansal
 Mr. P.M. Mathai

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Madhur Daga (Chairman)
 Mr. K.M. Pai
 Mr. N.R. Srinivasan
 Mr. R.N. Bansal
 Ms. Tanuja Joshi

COMPENSATION COMMITTEE

Mr. Madhur Daga
 Mr. P.M. Mathai
 Mr. N.R. Srinivasan
 Mr. R.N. Bansal

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
 Export Import Bank of India
 Tata Capital Financial Services Limited

REGISTRAR & SHARE TRANSFER AGENT

M/s MCS Share Transfer Agent Limited
 F-65, Okhla Industrial Area, Phase-I,
 New Delhi – 110 020
 Tel: +91 11 41406149-52

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 Thirty Eighth Annual Report and the audited accounts for the financial year ended March 31, 2015.

Financial Results

(₹ in lakhs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014*
Gross Income	75,458.72	63,617.41
Profit before finance cost, depreciation, taxation and exceptional item	4,870.51	4,819.92
Finance Cost	2,068.03	2,419.80
Depreciation	1,776.01	1,941.39
Exceptional Item (Loss on sale of investment in Subsidiary)	1.32	-
Profit before taxation	1,025.15	458.73
Tax expense	546.78	256.06
Profit after tax	478.37	202.67
Earning per share (₹)	3.50	1.49

*regrouped

Operations and Business Review

Your Company closed the financial year 2014-15 on a good note. Gross Income has increased by about 19% over the last year from ₹ 63,617 Lakhs in previous year to ₹ 75,459 Lakhs in current year. The Profit before tax has also increased by 123% over the previous year from ₹ 458.73 Lakhs to ₹ 1025.15 Lakhs. Your Company aims to sell more of bigger size and high value tiles and to reduce the cost of production substantially. Your Company is also trying up additional manufacturing capacities in West Zone to augment supplies.

With the integration of Brand 'Orient' and 'Bell' your Company now has only one Brand i.e. 'Orient Bell'. 'Orient Tile Boutiques' and 'Bell Tile Boutiques' have been renamed as 'Orient Bell Tile Boutiques' (OBTBs).

Your Company has laid stress on acquiring premium customers and increasing the sale of high value products. To boost these higher margin sales, your Company is increasing spends on its branding and advertising and also plans to launch several OBTBs across India this year. Your Company has participated in the ACETECH Exhibitions held at Delhi, Bengaluru and Kolkata where for the first time in the tile industry, your Company has displayed the tile concepts using QR Code technology, which is a convenient and wonderful way to choose a tile for the end user. As a Sales and Marketing tool, your Company has launched a Facebook page <https://www.facebook.com/OrientBellLtd>. Your Company is constantly getting bigger and more prominent dealers in all towns and cities to display and sell tiles. While continuing to sell to large projects, during the year under review your Company acquired several prestigious customers such as Experion - Gurgaon, SARE group - Chennai, Gurgaon and Ghaziabad, DLF - Gurgaon, Delhi and Mahada - Mumbai and Pune. Operating Systems have been further strengthened

and more manpower deployed to increase the share of retail in our total sales. This way, not only will we be able to sell more high value products but also improve the average selling price for all our products. Your Company is confident that with the support of its regular and prospective customers it will further strengthen its sales.

Dividend

For the year under review, your Directors have recommended a dividend of Re. 0.50 per equity share for the financial year ended March 31, 2015. The total outgo of dividend (inclusive of tax of ₹ 14.06 lakhs) would amount to ₹ 83.14 lakhs as against ₹ 79.40 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 ₹ 70,20,900/- to Securities Premium and ₹ 68,66,168/- from Revaluation Reserve to General Reserve and ₹ 3,28,033/- from Employee Stock Option Reserve to General Reserve.

Particulars of Contracts or Arrangements made with Related Parties

All Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis. No material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013 in form AOC-2 is not applicable.

Directors and Key Managerial Personnel

During the year under review pursuant to withdrawal of nomination of Mr. Satish Chandra by IDBI Bank, Mr. Chandra resigned and Board approved the same effective 12th February, 2015.

The Board of Directors in their meeting held on 03rd November, 2014 appointed Ms. Tanuja Joshi as an Additional Director in the category of Independent-Non-Executive Director of the Company with effect from 03rd November, 2014 to hold office up to the forthcoming Annual General Meeting. The above appointment was based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Shareholders of the Company at the forthcoming Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors have in their respective meetings held on 13th August, 2015 subject to the approval of shareholders in the forthcoming Annual General Meeting, recommended the appointment of Ms. Tanuja Joshi as Independent- Non Executive Director for a period ending on 02nd November, 2019.

To comply with the provisions of Section 149 and other applicable provisions of the Act, the Board has recommended the appointment of Ms. Tanuja Joshi to hold office as per her tenure of appointment mentioned in the notice of the forthcoming Annual General Meeting of the Company. Details of the proposal for the appointment of Ms. Tanuja Joshi as an Independent Director are also mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 38th Annual General Meeting of the Company. Her appointment is appropriate and in the best interest of the Company.

Mr. Dhruv M. Sawhney's term of office as Independent Director of the Company shall end on 29th September, 2015 and he shall fulfill his term of appointment till the said date. Till now, the Company has not received any proposal intending to propose him as Independent Director either from him or from any other member in terms of section 160 of the Companies Act, 2013. In case, the said proposal is not received at least fourteen days before the ensuing Annual General Meeting, Mr. Dhruv M. Sawhney shall not be re-appointed as Director of the Company.

The first term of appointment of Mr. N.R. Srinivasan shall also expire on 29th September, 2015. Mr. Srinivasan has given his consent to act as Independent director for a further term of one year from 30th September, 2015 to 29th September, 2016.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Mr. Mahendra K. Daga shall retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

The present term of Mr. Mahendra K. Daga as Chairman & Managing Director of the Company will expire on 30th November 2015. The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 13th August, 2015 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 for a further period from 01st December, 2015 to 31st March, 2018.

Number of meetings of the Board

The Board met six 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, 2015, 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, 2015 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, 2015 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. R.N. Bansal (Chairman), Mr. N.R. Srinivasan (Member) and Mr. P.M. Mathai (Member) and two Non Independent-Executive Directors namely Mr. Mahendra K. Daga (Member) and 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 namely Nomination and Remuneration Policy, 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 was adopted by the Board on 03rd November, 2014. The said Policy was amended by the Board on 13th August, 2015 and the same 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 and put in the Nomination & Remuneration Policy of the Company. The Nomination and Remuneration Policy and Nomination and Remuneration (Amended) Policy, 2015 may be accessed at the Company's website.

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 and may be accessed at the website of the Company at <http://www.orientbell.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, to report such cases. The Vigil Mechanism cum Whistle Blower Policy of the Company is uploaded on the Company's website and may be accessed at the website of the Company at <http://www.orientbell.com>.

Corporate Social Responsibility

The Corporate Social Responsibility Committee comprises Mr. Madhur Daga (Chairman), Mr. K.M. Pai, Mr. N.R. Srinivasan, Mr. R.N. Bansal and Ms. Tanuja Joshi (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.orientbell.com>

The CSR activities, as per the provisions of the Companies Act, 2013, may also be undertaken through a Registered Trust. The Company has identified and the CSR Committee has approved to undertake the CSR activities 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, as amended from time to time.

During the year, the Company has spent ₹ 19,77,742/- (around 2% of the average net profits of last three financial years) 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

The Company had instituted a comprehensive Code of Conduct for Prevention of Insider Trading for its Designated Employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time (the "old Regulations"). The Code lays down Guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautions them of the consequences of violations. The Securities and Exchange Board of India (SEBI) on 15th January, 2015 notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "new Regulations") which have come into force from 15th May, 2015, thereby revamping the two-decade old Regulations. In accordance with the provisions of the new Regulations, 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") w.e.f. 15th May, 2015.

OBL Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional role in the Company towards achieving compliance with the new Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable.

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 Clause 49 of the Listing Agreement, 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 Clause 49 of the Listing Agreement with Stock Exchanges forming part of this report, has been given under separate section in the Annual Report.

Corporate Governance Report

As per Clause 49 of the Listing Agreement with the Stock Exchanges, 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

During the year under review, your Company has sold off its entire shareholding held by it in its wholly owned subsidiary, Elit International Trading (HK) Pvt. Ltd. The Company has presently no subsidiary.

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 hold office till the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Company has received a letter from M/s S.R. Dinodia & Co. LLP, 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 re-appointment.

The Board of Directors recommends the re-appointment of M/s S.R. Dinodia & Co. LLP as Statutory Auditors from the conclusion of ensuing Annual General Meeting till the conclusion of 39th Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules 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 is appended as **Annexure 6 to the Board's Report**.

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

Your Company has entered into an Agreement with a Ceramic Tile Manufacturing Company at Morbi (Gujarat) and its Promoters to acquire its 19.5% equity stake. The plant shall have manufacturing capacity of about 46 (forty six) lakhs square meters of tiles (polished and glazed) per annum and likely to start commercial production by the end of December, 2015.

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 complaint was received and there were no cases filed pursuant to 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 gratefully acknowledges the assistance, support and co-operation received from banks, government authorities, dealers, project customers, vendors, business associates and members during the year under review. Your Directors would also like to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

On behalf of the Board

Place: New Delhi
Date: 13th August, 2015

Mahendra K. Daga
Chairman & Managing Director

ANNEXURE – 1 TO BOARD'S REPORT

NOMINATION AND REMUNERATION (AMENDED) POLICY, 2015

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 and re-constituted the same to include the members as under:

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

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 to compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules made 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.

By order of the Board of Directors
For Orient Bell Ltd.

Place: New Delhi
Date: 13th August, 2015

Madhur Daga
Joint Managing Director