

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting of the members of Orient Ceramics And Industries Ltd. will be held on Wednesday, the 14th day of March, 2012 at 11.30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad-203 205, Dist. Bulandshahr (U.P.) to transact the following business:

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 16, 21, 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and other regulations, if any and subject to the approval of Central Government (power delegated to Registrar of Companies), the consent of the members of the Company be and is hereby accorded to change the name of the Company to **"Orient Bell Limited" from "Orient Ceramics And Industries Limited "**.

RESOLVED FURTHER THAT consequent to the aforesaid change, the name **"Orient Ceramics And Industries Limited"**, wherever appearing in the Memorandum and Articles of Association of the Company be substituted by **"Orient Bell Limited"**.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board of Directors to exercise its powers including the powers conferred by this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

By order of the Board
For Orient Ceramics And Industries Ltd.

Place : New Delhi
Dated : 14th February, 2012

sd/-
Yogesh Mendiratta
Company Secretary and Head-Legal

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL) INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- ii. The Memorandum & Articles of Association of the Company and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 10.00 a.m. and 1.00 p.m. up to the date of the Extraordinary General Meeting and will also be placed before the Extraordinary General Meeting.

- iii. The statement of material facts pursuant to Section 173(2) of the Companies Act, 1956 concerning the proposed special resolution is annexed hereto as Explanatory Statement.
- iv. ***As usual, no gifts will be distributed at the meeting.***

EXPLANATORY STATEMENT

Pursuant to section 173(2) of the Companies Act, 1956

ITEM 1

Your Company, Orient Ceramics And Industries Limited ("**Orient**") has acquired and made Bell Ceramics Limited ("**Bell**") its subsidiary company with effect from 29.12.2010 with the objective to establish business synergy throughout India and to rapidly gain market share and profitability. Both the Companies Orient & Bell are into same line of business, Bell having strong market presence in South and West India whereas Orient having strong market presence in North and East India.

Further, a Scheme of Amalgamation of Bell with Orient was approved by the Board of Directors in its meeting held on 13.05.2011 subject to the approvals of Regulatory authorities, Hon'ble High Court of Judicature at Allahabad and Hon'ble High Court of Gujarat at Ahmedabad. The Hon'ble High Court of Judicature at Allahabad has, vide its order dated 19.12.2011 granted it's sanction to the above Scheme of Amalgamation in accordance with Company (Court) Rules, 1959. The Hon'ble High Court of Gujarat at Ahmedabad has also granted it's sanction to the Scheme of Amalgamation on 07.02.2012 vide oral orders. The final Order of Hon'ble High Court of Gujarat is awaited.

In order to unveil the obtained synergy and reflect the integration of business of both Orient and Bell, it is appropriate to change the name of the Company from "**Orient Ceramics And Industries Limited**" to "**Orient Bell Limited**".

The Registrar of Companies, Uttar Pradesh & Uttarakhand ('ROC') vide its letter dated 08/02/2012, has approved the availability of the name '**Orient Bell Limited**' to the Company. The Company shall file for extension or fresh application for the availability of name "**Orient Bell Limited**" in case of expiry of name in the interim period of taking approval from the members.

The Board of Directors of the Company recommends the passing of resolution at item no. 1 of the Notice as Special Resolution.

None of the Director of the Company is, in any way interested or concerned in the proposed resolution.

By order of the Board
For Orient Ceramics And Industries Ltd.

Place : New Delhi
Dated : 14th February, 2012

sd/-
Yogesh Mendiratta
Company Secretary and Head-Legal

ORIENT CERAMICS AND INDUSTRIES LTD.

Regd. Office : 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)

ATTENDANCE SLIP

DP ID*	
Client ID*	

Folio No.	
No.of Shares	

1. I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.
2. I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Wednesday, the 14th March, 2012 at 11.30 a.m. at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.).

Member's / Proxy's Name in
BLOCK LETTERS

Member's / Proxy's Signature

* Applicable for Investors holding shares in dematerialized form.

Notes (i) Please fill this attendance slip and hand it over at the entrance of the meeting hall.

(ii) **No gifts will be distributed at the meeting.**



ORIENT CERAMICS AND INDUSTRIES LTD.

Regd. Office : 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)

DP ID*	
Client ID*	

PROXY FORM

Folio No.	
No.of Shares	

I/We _____
of _____
being a member/s of Orient Ceramics And Industries Ltd. hereby appoint _____
of _____ or failing him _____
_____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company being held on Wednesday, 14th March, 2012 at 11.30 a.m. at 8, Industrial Area, Sikandrabad-203 205 Distt. Bulandshahr (U.P). and at any adjournment thereof.

Signature of Member _____ Signature of Proxy _____

Signed this _____ day of _____ 2012.

Affix
Revenue
Stamp
of Re 1/-

* Applicable for Investors holding shares in dematerialized form.

Notes (i) The Proxy Form must be deposited at the Corporate Office of the Company at Iris House, 16 Business Centre, Nangal Raya, New Delhi-110046 not less than 48 hours before the time for holding the meeting.

(ii) The Proxy need not to be a member of the Company.