



N. Gupta & Associates

COMPANY SECRETARIES

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Consolidated Scrutinizer(s) Report

(Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended and
Listing Agreement)

To,
The Chairman,

**38th Annual General Meeting of the Equity Shareholders of Orient Bell Limited held on
30th September, 2015 at 11:30 A.M. at the 8, Industrial Area, Sikandrabad, Distt.
Bulandshahr, Uttar Pradesh-203205**

The Board of Directors of the Company have passed a resolution on 13.08.2015 and decided to provide to the shareholders of the Company, a facility to exercise their votes on the resolution(s) as set out in the notice of the 38th Annual General Meeting dated 13.08.2015 by way of remote e-voting and voting through ballot papers at the AGM as required under the provisions of Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement.

I, Neha Gupta, Company Secretary in Practice of M/S N. Gupta & Associates has been appointed by the Board of Directors of the company as the scrutinizer pursuant to the provision of Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement for the purpose of scrutinizing the aforesaid remote e-voting process and voting through ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 13.08.2015 convening the 38th Annual General Meeting of the Company held on 30th September, 2015 at the Registered Office of the Company at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.).

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means(by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the notice of the 38th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman of the



meeting on the resolutions, based on the reports generated from the electronic voting system, provided by the NSDL and the report generated electronically for voting by use of ballots at the meeting.

The notice dated 13th August, 2015 convening the 38th Annual General Meeting of the Company held on 30th September, 2015 along with the statement setting out material facts were sent to the shareholders of the Company.

The shareholders of the Company holding shares on the "cut-off date" i.e. 23rd September, 2015 were entitled to vote on the resolutions proposed as set out in the notice of the 38th Annual General Meeting by remote e-voting or voting through ballot papers at the 38th AGM.

In this regard, I submit my consolidated report as under:

1. The remote e-voting period remained open from 27th September, 2015 (9:00 A.M) to 29th September, 2015 (5:00 P.M) and was disabled for voting thereafter.
2. The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23/09/2015, were entitled to vote electronically on agenda items by remote e-voting or voting through ballot paper at the 38th AGM.
3. After the declaration of poll by the Chairman, 1 (One) Ballot box kept for the ballot paper for the purpose of voting through ballots, was locked in my presence with due identification marks placed by us.
4. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company.
5. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. After counting the votes cast by the members and proxy holders present at the 38th Annual General Meeting through ballot paper, the votes cast through remote e-voting were unblocked on 30th September, 2015 around 3:30P.M. in the presence of two witnesses, Mr. Akshay Kapoor D/o Shri. Yash Kapoor and Ms. Priyanka Jain D/o Shri Sanjay Jain, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.



A Kapoor

Signature:

Name- Akshay Kapoor

Priyanka Jain

Signature:

Name- Priyanka Jain

7. We have scrutinized the votes cast through electronic means and voting through ballot papers only for the purpose of this report.
8. The result of the voting is as per Annexure 1 attached herewith.
9. The register, all other papers and relevant records relating to voting shall remain in our custody under our observation until the chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of Company for safe custody.

Thanking you,

Yours truly,

Neha Gupta

Neha Gupta

Practising Company Secretary

Membership No. ACS 30152

CP No. 11264



Date: 01.10.2015

Place: New Delhi

ANNEXURE 1

Consolidated Scrutinizer Report on voting through ballot paper and remote e-voting
of Orient Bell Limited

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
1	Ordinary Resolution to receive, consider and adopt the audited Balance Sheet as at 31st March 2015, the Profit & Loss Account and Cash Flow Statement for the FY ended 31st March 2015 and the reports of Directors' and Statutory Auditors' thereon.									
	A Mode of Voting (E-VOTING)	23	10261294	10261294	10261294	100.00	0	0.00	0	0
	B Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	49	10300932	10300932	10300932	100.00	0	0.00	0	0
2	Ordinary Resolution to appoint a director in place of Mr. Mahendra K. Daga (DIN: 00062503), who retires by rotation and being eligible has offered himself for re-appointment.									
	A Mode of Voting (E-VOTING)	23	10261294	7028388	7028388	100.00	0	0.00	2	3232906
	B Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	49	10300932	7068026	7068026	100.00	0	0.00	2	3232906





Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
3	Ordinary Resolution to declare dividend on equity shares									
A	Mode of Voting (E-VOTING)	23	10261294	10261294	10261294	100.00	0	0.00	0	0
B	Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	49	10300932	10300932	10300932	100.00	0	0.00	0	0
4	Ordinary Resolution to appoint M/s S.R. Dinodia & Co. LLP, Chartered Accountants (FRN: 01478N) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to authorize Board of Directors to fix their remuneration.									
A	Mode of Voting (E-VOTING)	22	10260510	10260510	10260509	99.99	1	0.01	0	0
B	Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0	0	0
	TOTAL(A+B)	48	10300148	10300148	10300147	99.99	1	0.01	0	0
5	Ordinary Resolution to appoint Ms. Tanuja Joshi (DIN 065607) as an Independent Director w.e.f. 03.11.2014 upto 02.11.2019, not liable to retire by rotation									
A	Mode of Voting (E-VOTING)	22	10261278	10261278	10261277	99.99	1	0.01	0	0
B	Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	48	10300916	10300916	10300915	99.99	1	0.01	0	0



Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of votes valid polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
6	Special Resolution for re-appointment of Mr. N.R. Srinivasan(DIN: 00062317) as Independent Director for his second term 30.09.2015 to 29.09.2016.									
	A Mode of Voting (E-VOTING)	23	10261294	10261294	10261294	100.00	0	0.00	0	0
	B Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	49	10300932	10300932	10300932	100.00	0	0.00	0	0
7	Special Resolution u/s 180 (1)(a) of the Companies Act, 2013 for approval of creation of mortgages, charges and hypothecations on all or any of the movable and/or immovable properties of the Company									
	A Mode of Voting (E-VOTING)	23	10261294	10261294	10261286	99.99	8	0.01	0	0
	B Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	49	10300932	10300932	10300924	99.99	8	0.01	0	0
8	Special Resolution to adopt of new set of Articles of Association to replace the existing Articles of Association of the company.									
	A Mode of Voting (E-VOTING)	22	10161294	10161294	10161294	100.00	0	0.00	0	0
	B Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	48	10200932	10200932	10200932	100.00	0	0.00	0	0

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
9	Special Resolution to re-appoint Mr. Mahendra K. Daga (DIN: 00062503) as Chairman and Managing Director of the Company for a further period from 1st December 2015 to 31st March 2018, liable to retire by rotation and to fix his remuneration									
A	Mode of Voting (E-VOTING)	23	10261294	5755124	5755124	100.00	0	0.00	3	4506170
B	Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	49	10300932	5794762	5794762	100.00	0	0.00	3	4506170

10	Ordinary Resolution to pay Commission out of net profits of FY 2014-15, of Rs. 7,50,000/- (Rs. 2,50,000/- each) to Mr. R.N. Bansal, Mr. N.R. Srinivasan and Mr. P.M. Mathai, Independent Directors of the Company									
A	Mode of Voting (E-VOTING)	23	10261294	10261294	10261293	99.99	1	0.01	0	0
B	Mode of Voting (Ballot Paper)	26	39638	39638	39638	100.00	0	0.00	0	0
	TOTAL(A+B)	49	10300932	10300932	10300931	99.99	1	0.01	0	0

