

Encl: as above

OBL:HO:SEC:00:

New Delhi : 16.09.2016

BSE Limited  
Corporate Relation Department  
1st Floor, New Trading Ring  
Rotunga Building Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001  
Stock Code - 530365

National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E)  
Mumbai-400 051  
*Stock Code: ORIENTBELL*

**Sub. : Declaration of Voting Results of the 39<sup>th</sup> Annual General Meeting (AGM) of the Company.**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please note that Shareholders of the Company have, in 39<sup>th</sup> Annual General Meeting (AGM) of the Company held on 14<sup>th</sup> September, 2016 at 11:30 A.M. at the registered office of the Company approved the businesses as per the notice calling said meeting. The details regarding the voting results (through E-voting and Poll) in the format prescribed by SEBI is enclosed as annexure A. The AGM commenced at 11:30 A.M. and concluded at 1:25 P.M.

Further, please note that the mode of voting on the resolutions was as under:

1. Through e-voting between the period 11.09.2016 (900hrs) to 13.09.2016 (1700 hrs).
2. Poll conducted at the meeting.

Kindly take it on record and acknowledge the receipt.

Yours faithfully,

for Orient Bell Limited



Yogesh Mendiratta  
Company Secretary & Head -Legal  
(Authorized Representative of Chairman)  
Encl: as above

**ORIENT BELL LIMITED**

**CORPORATE OFFICE:** Iris House, 16 Business Centre  
Nangal Raya, New Delhi - 110 046, India.  
Tel.: +91 11 4711 9100, Fax: +91 11 2852 1273

**REGD. OFFICE:** 8 Industrial Area, Sikandrabad - 203 205 (U.P.) India.  
Tel.: +91 5735 222 203 / 222 / 424, +91 81910 04575 / 76, Fax: + 91 5735 222 642  
E-mail: [customer@orientbell.com](mailto:customer@orientbell.com), Website: [www.orientbell.com](http://www.orientbell.com)  
CIN: L14101UP1977PLC021546

Date of the AGM	14.09.2016
Total number of shareholders on record date (i.e. 07.09.2016)	12,933
No. of shareholders present in the meeting in person:	33
No. of shareholders present in the meeting through proxy:	nil
Promoters and Promoter Group:	6
Public:	27
No. of Shareholders attended the meeting through Video Conferencing:	Nil
Promoters and Promoter Group:	Nil
Public:	Nil

(1)

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 For **ORIENT BELL LIMITED**  
  
 Company Secretary & Head-Legal

Resolution: 1:-Adoption of the audited Balance Sheet as at 31st March 2016, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of Directors' and Statutory Auditors' thereon.

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
	Poll	-	-	-	-	-	-	-			
	Total	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
Public – Institutions	E-Voting	14,693	-	-	-	-	-	-			
	Poll	-	-	-	-	-	-	-			
	Total	14,693	-	-	-	-	-	-			
Public – Non Institutions	E-Voting	3,731,053	8,170	0.2190	8,155	15	99.8164	0.1836			
	Poll	-	55,441	1.4859	55,441	-	100.0000	0.0000			
	Total	3,731,053	63,611	1.7049	63,596	15	99.9764	0.1836			
Total		14,002,401	10,320,266	73.7035	10,320,251	15	99.9999	0.0001			

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 For **ORIENT BELL LIMITED**  
 Company Secretary & Head-Legal

Resolution: 2:-Approval for re-appointment of Mr. Madhur Daga (DIN: 00062149) as Director retiring by rotation.

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
	Poll	10,256,655	-	-	-	-	-	-			
	Total	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
Public – Institutions	E-Voting	14,693	-	-	-	-	-	-			
	Poll	14,693	-	-	-	-	-	-			
	Total	14,693	-	-	-	-	-	-			
Public – Non Institutions	E-Voting	3,731,053	8,170	0.2190	8,155	15	99.8164	0.1836			
	Poll	3,731,053	55,441	1.4859	55,441	-	100.0000	0.0000			
	Total	3,731,053	63,611	1.7049	63,596	15	99.9764	0.1836			
Total		14,002,401	10,320,266	73.7035	10,320,251	15	99.9999	0.0001			

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**For ORIENT BELL LIMITED**  
  
 Company Secretary & Head-Legal

Resolution: 3:- Declaration of dividend on equity shares.

Ordinary

Resolution required: (Ordinary/ Special)

No

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		10,256,655	100.0000	10,256,655	-	100.0000	0.0000
	Poll	10,256,655	-	-	-	-	-	-
	Total	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000
Public – Institutions	E-Voting		-	-	-	-	-	-
	Poll	14,693	-	-	-	-	-	-
	Total	14,693	-	-	-	-	-	-
Public – Non Institutions	E-Voting		8,170	0.2190	8,155	15	99.8164	0.1836
	Poll	3,731,053	55,441	1.4859	55,441	-	100.0000	0.0000
	Total	3,731,053	63,611	1.7049	63,596	15	99.9764	0.1836
Total		14,002,401	10,320,266	73.7035	10,320,251	15	99.9999	0.0001

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Resolution: 4:-Approval of appointment of M/s S.R. Dinodia & Co., LLP, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
	Poll	10,256,655	-	-	-	-	-	-			
	Total	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
Public – Institutions	E-Voting	14,693	-	-	-	-	-	-			
	Poll	14,693	-	-	-	-	-	-			
	Total	14,693	-	-	-	-	-	-			
Public – Non Institutions	E-Voting	3,731,053	7,386	0.1980	7,371	15	99.7969	0.2031			
	Poll	3,731,053	55,441	1.4859	55,441	-	100.0000	0.0000			
	Total	3,731,053	62,827	1.6839	62,812	15	99.9761	0.2031			
Total		14,002,401	10,319,482	73.6979	10,319,467	15	99.9999	0.0001			

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Resolution: 5:- Approval for re-appointment and remuneration of Mr. Madhur Daga (DIN: 00062149) as Whole Time Director (designated as Joint Managing Director) for a period from 01.10.2016 to 31.03.2019.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		10,256,655	100.0000	10,256,655	-	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Total	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000
Public – Institutions	E-Voting		-	-	-	-	-	-
	Poll	14,693	-	-	-	-	-	-
	Total	14,693	-	-	-	-	-	-
Public – Non Institutions	E-Voting		8,170	0.2190	8,155	15	99.8164	0.1836
	Poll	3,731,053	55,441	1.4859	55,441	-	100.0000	0.0000
	Total	3,731,053	63,611	1.7049	63,596	15	99.9764	0.1836
Total		14,002,401	10,320,266	73.7035	10,320,251	15	99.9999	0.0001

(6)

Resolution: 6:- Approval for re-appointment and remuneration of Mr. K.M. Pai (DIN: 01171860) as Whole Time Director (designated as Executive Director & CFO) for a period from 01.04.2017 to 31.03.2020.

Resolution required: (Ordinary/ Special)		Special									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting		10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
	Poll	10,256,655	-	-	-	-	-	-			
	Total	10,256,655	10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
Public – Institutions	E-Voting		-	-	-	-	-	-			
	Poll	14,693	-	-	-	-	-	-			
	Total	14,693	-	-	-	-	-	-			
Public – Non Institutions	E-Voting		8,170	0.2190	8,155	15	99.8164	0.1836			
	Poll	3,731,053	55,441	1.4859	55,441	-	100.0000	0.0000			
	Total	3,731,053	63,611	1.7049	63,596	15	99.9764	0.1836			
Total		14,002,401	10,320,266	73.7035	10,320,251	15	99.9999	0.0001			

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Resolution: 7:-Approval for re-appointment of Mr. R.N. Bansal (DIN: 00270908) as Independent Director for his second term from 30.09.2016 to 29.09.2018.

Resolution required: (Ordinary/ Special)		Special									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting		10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
	Poll		-	-	-	-	-	-			
	Total		10,256,655	100.0000	10,256,655	-	100.0000	0.0000			
Public – Institutions	E-Voting		-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Total		14,693	-	-	-	-	-			
Public – Non Institutions	E-Voting		7,386	0.1980	7,371	15	99.7969	0.2031			
	Poll		55,441	1.4859	55,441	-	100.0000	0.0000			
	Total		3,731,053	62,827	1.6839	62,812	15	99.9761	0.2031		
Total		14,002,401	10,319,482	73.6979	10,319,467	15	99.9999	0.0001			

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Resolution: 8:-Approval for appointment of Mr. Sameer Kamboj (DIN: 01033071) as Independent Director, not liable to retire by rotation for a period upto 26.07.2021.

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	10,256,655	10,256,655	100.0000	10,256,655	-	100.00000	0.00000			
	Poll		-	-	-	-	-	-			
	Total		10,256,655	100.0000	10,256,655	-	100.00000	0.00000			
Public – Institutions	E-Voting	14,693	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Total		-	-	-	-	-	-			
Public – Non Institutions	E-Voting	3,731,053	7,386	0.1980	7,371	15	99.79691	0.20309			
	Poll		55,441	1.4859	55,441	-	100.00000	0.00000			
	Total		62,827	1.6839	62,812	15	99.97612	0.20309			
Total		14,002,401	10,319,482	73.6979	10,319,467	15	99.99985	0.00015			

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Resolution: 9:-Approval of charges towards delivery of documents through a particular mode of service as required by member u/s 20 of the Companies Act, 2013.

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting		10,256,655	100.00000	10,256,655	-	100.00000	0.00000
	Poll	10,256,655	-	-	-	-	-	-
	Total		10,256,655	100.00000	10,256,655	-	100.00000	0.00000
Public – Institutions	E-Voting		-	-	-	-	-	-
	Poll	14,693	-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non Institutions	E-Voting		7,386	0.19796	7,371	15	99.79691	0.20309
	Poll	3,731,053	55,441	1.48593	55,441	-	100.00000	0.00000
	Total		62,827	1.68389	62,812	15	99.97612	0.20309
Total		14,002,401	10,319,482	73.69795	10,319,467	15	99.99985	0.00015

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For **ORIENT BELL LIMITED**

Company Secretary & Head-Legal