



Ashu Gupta & Co.

Company Secretaries

Scrutinizer Report

(Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,
Mr. Mahendra K. Daga,
The Managing Director & Chairman,
ORIENT BELL LIMITED
8, Industrial Area, Sikandrabad,
Distt. Bulandshahr (U.P.),
Uttar Pradesh-203 205

Sir,

**SUB: Scrutinizer's Report on E-voting conducted in connection with the
Company's Extra-Ordinary General Meeting to be held on 30th March, 2015**

The Board of Directors of the Company have passed a resolution on 27th February, 2015 and decided to provide to the members of the Company, a facility to exercise their votes on the resolution as set out in the notice of the Extra-Ordinary General Meeting dated 27th February, 2015 by way of electronic means as required under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Ashu Gupta, Company Secretary in Practice have been appointed by the Board of Directors of Orient Bell Limited as the scrutinizer pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting for passing of resolution as contained in the notice convening the Extra-Ordinary General meeting of the Company to be held on 30th March, 2015 at the 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.).

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the Extra-Ordinary General Meeting of the



members of the company. My responsibility as the scrutinizer for e-voting process, is restricted to make Scrutinizer's report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the result of e-voting service provided by NSDL (National Securities Depository Limited), the authorized agency to provide e-voting facilities, engaged by the Company.

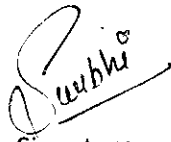
The notice dated 27th February, 2015 convening the Extra-Ordinary General Meeting of the company to be held on 30th March, 2015 along with the statement setting out material facts under section 102 of the Companies Act, 2013 were sent to the members of the company.

The members of the Company holding shares on the "cut-off date" i.e 20th February, 2015, were entitled to vote on the resolutions proposed as set out in the notice of the Extra-Ordinary General Meeting.

In this regard, I submit my report as under:

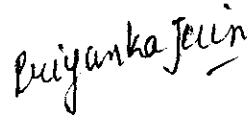
1. The e-voting period remained open from 17th March, 2015 (10:00 A.M.) to 19th March, 2015 (5:30 P.M.)

The votes cast were unblocked on 19th March, 2015 in the presence of two witnesses, Ms. Surbhi Maheshwari and Ms. Yanika Verma, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.



Signature:

Name- Surbhi Maheshwari



Signature:

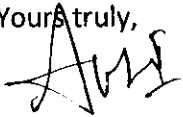
Name- Priyanka Jain

2. The details containing list of shareholder who voted "for" or "against" or whose votes were considered as "Invalid" for the resolution that was put to vote were generated from the e-voting website of National Securities Depository Limited i.e. www.evotingnsdl.com and based on such Reports generated the result of voting which is attached herewith as an Annexure.
3. We have scrutinized the votes cast through electronic means only for the purpose of this report.
4. The particulars of all the electronic votes cast by the members through e-voting process have been recorded in a register separately maintained for the purpose.



5. 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 Extra-Ordinary General meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe custody.

Thanking you,
Yours truly,



Ashu Gupta
Practising Company Secretary
Membership No. 4123
C.P. No. 6646



Date: 21.03.2015

**Annexure To Scrutinizer's Report on E- Voting
Result Of Voting**

Resolution No	Subject of Resolution	Type of Resolution	Differential Voting Rights	Valid Votes						Total valid Votes cast	Invalid Votes	
				Votes in Favour (assent)			Votes casted Against (dissent)				No. of Members whose votes were declared invalid	No. of invalid votes cast
				No. of Member	No. of Vote cast.	% of total no of valid votes cast	No. of Member	No. of Vote cast	% of total no of valid votes cast			
1	Modification in Remuneration payable to Mr. Madhur Daga, Whole Time Director of the company (designated as Joint Managing Director) for the period from 01.04.2014 to 30.09.2016 in terms of Companies Act, 2013.	Special	Nil	22	8907203	99.98	2	1066	0.02	8908269	1	1273264

