

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Mahendra K. Daga
Chairman & Managing Director,
Orient Bell Limited
Corp. Office: Iris House, 16 Business Center,
Nangal Raya, New Delhi 110046

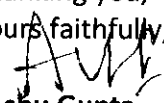
Scrutinizer's Report on Poll conducted at Thirty Seventh Annual General Meeting of the shareholders of Orient Bell Limited held on 30th day of September, 2014 at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)

Dear Sir,

I, Ashu Gupta, company secretary in practice, appointed as Scrutinizer for the purpose of the poll taken on the resolutions contained in the notice of the Thirty Seventh Annual General Meeting of the Shareholders of Orient Bell Limited, held on 30th day of September, 2014 at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.), submit my report as under:

1. After completion of the poll the ballot box kept for polling was sealed in my presence with due identification marks placed by me.
2. The sealed ballot box was subsequently opened in my presence along with two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the MCS Limited, the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. 1 (One) poll paper, which was incomplete and was otherwise found defective has been treated as invalid and kept separately.
4. The result of the Poll is annexed as an annexure.
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: New Delhi
Dated: 01.10.2014

Thanking you,
Yours faithfully,

Ashu Gupta
(Scrutinizer)

**Annexure To Scrutinizer's Report on poll
Result Of Voting**

Resolution No	Subject of Resolution	Type of Resolution	Differential Voting Rights	Valid Votes				Invalid Votes				
				Votes in Favour (assent)		Votes casted Against (dissent)		Total valid Votes cast	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 valid votes cast			
1	To receive, consider and adopt the audited Balance Sheet as at 31st March 2014, 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.	Ordinary	Nil	19	5098642	100	0	0	0	5098642	1	492
2	To appoint a director in place of Mr. K. M. Pai (DIN:01171860), who retires by rotation and being eligible has offered himself for re-appointment	Ordinary	Nil	19	5098642	100	0	0	0	5098642	1	492
3	To declare dividend on equity shares	Ordinary	Nil	19	5098642	100	0	0	0	5098642	1	492
4	To appoint M/s S.R. Dinodia & Co. LLP, Chartered Accountants (firm registration no. 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	Ordinary	Nil	19	5098642	100	0	0	0	5098642	1	492



5	Appointment of Mr. R.N. Bansal (DIN: 00270908) as an Independent Director	Ordinary	Nil	19	5098642	100	0	0	0	0	5098642	1	492
6	Appointment of Mr. N.R.Srinivasan (DIN: 00062317) as an Independent Director	Ordinary	Nil	19	5098642	100	0	0	0	0	5098642	1	492
7	Appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as an Independent Director	Ordinary	Nil	19	5098642	100	0	0	0	0	5098642	1	492
8	Appointment of Mr. P.M. Mathai (DIN: 05249199) as an Independent Director	Ordinary	Nil	19	5098642	100	0	0	0	0	5098642	1	492
9	Borrowings by the Company	Special	Nil	19	5098642	100	0	0	0	0	5098642	1	492
10	Modification to the terms of appointment of Mr. Mahendra K. Daga, Chairman & Managing Director	Special	Nil	19	5098642	100	0	0	0	0	5098642	1	492
11	Modification to the terms of appointment of Mr. Madhur Daga, Joint Managing Director	Special	Nil	19	5098642	100	0	0	0	0	5098642	1	492
12	Appointment, re-designation and payment of remuneration to Mr. K.M. Pai, Executive Director & CFO	Special	Nil	19	5098642	100	0	0	0	0	5098642	1	492
13	Payment of commission to Non Whole-Time Directors of the Company	Ordinary	Nil	19	5098642	100	0	0	0	0	5098642	1	492
14	Amendment in Articles of Association	Special	Nil	19	5098642	100	0	0	0	0	5098642	1	492