

OBL:HO:SEC:00:

New Delhi : 23.09.2017

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. : Submission of the results of voting conducted on the resolutions envisaged in the notice calling 40th Annual General Meeting (AGM) along with Scrutinizer's Report.

Dear Sir/Madam,

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 as amended upto date, please find enclosed the consolidated voting results on the resolutions envisaged in the notice calling 40th Annual General Meeting (AGM) of the Company declared by the Company Secretary of the Company duly authorised by the Chairman of the Company for declaration of results along with Scrutinizer's report submitted by Ms. Ashu Gupta, Practising Company Secretary (Membership no. FCS 4123; CP No. 6646) on the resolutions as set out in the notice dated 22.05.2017 of the 40th AGM of the Company held on 22.09.2017. The Results along with the Consolidated Scrutinizer's Report same has already been uploaded on the website of the Company www.oblcorp.com.

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 28521273
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: customercare@orientbell.com, Website: www.orientbell.com

CIN: L14101UP1977PLC021546

Declaration of Result of Voting for the resolutions contained in the Notice dated 22-05-2017 calling 40th Annual General Meeting of Orient Bell Limited held on Friday, 22-09-2017 at 11:30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad – 203 205, U.P.

To

The Members of the Company

For the purpose of casting votes for the Resolutions envisaged in the Notice calling 40th Annual General Meeting of the Company, the members were given facility of Remote e-voting to cast their votes electronically from 19th September, 2017 (900 hrs) to 21st September, 2017 (1700 hrs). For the members who have not casted their votes electronically and were present at the venue of AGM, voting was conducted through ballot/ poll.

The Board of Directors had appointed Ms. Ashu Gupta, Practicing Company Secretary (Membership No-4123; C.P. No. 6646) as the Scrutinizer for e-voting and ballot/poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the closure of Remote e-voting period and also of the polling papers received till the conclusion of the meeting and submitted its consolidated report dated 23.09.2017 for e-voting and for poll conducted at AGM.

The Consolidated Result based on the Scrutinizers' Report dated 23.09.2017 is as follows:

S. No.	Particulars	Percentage of Votes casts in favour	Percentage of Votes casts against
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the reports of Board of Directors and Statutory Auditors thereon	100%	0%
2.	To appoint a director in place of Mr. K.M. Pai (DIN:01171860), who retires by rotation and being eligible offers himself for re-appointment	99.999%	0.001%
3.	To declare dividend on equity shares	100%	0%
4.	To appoint Statutory Auditors of the Company and fix their remuneration	99.999%	0.001%
5.	To change the designation of Mr. Madhur Daga (DIN: 00062149) from Whole Time Director (designated as Joint Managing Director) to Managing Director (designated as Managing Director) of the Company	99.999%	0.001%

6.	Re-appointment of Mr. Mahendra K. Daga (DIN: 00062503) as Chairman and Managing Director of the Company for a further period from 1st April, 2018 to 31st March 2021, liable to retire by rotation, on the remuneration and terms and conditions as set out in the resolution	99.999%	0.001%
----	---	---------	--------

Based on the Reports of the Scrutinizer on Remote e-voting and Poll dated 23.09.2017 the Resolutions as set out under item nos. 1 to 6 contained in the Notice of 40th Annual General Meeting has been duly approved by the Members with requisite majority.

For Orient Bell limited



Yogesh Mendiratta

Company Secretary & Head-Legal

(Authorized Representative of Chairman)



Date: 23-09-2017

Place: New Delhi



Ashu Gupta & Co.

COMPANY SECRETARIES

204A, Second Floor, 23, S.B.I. Building
Opp. DLF Tower, Shivaji Marg
New Delhi-110 015
Tel. : 011- 65569127, 45700331 Mob. : 9899021740
E-mail : ashugupta.cs@gmail.com

Consolidated Scrutinizer(s) Report

[Pursuant to Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 as amended till date read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

To,

**The Chairman,
Orient Bell Limited**

Corp. Office: Iris House, 16 Business Centre, Nangal Raya, New Delhi 110046, India
Regd. Office: 8, Industrial Area, Sikandrabad 203205, UP, India

SUB: Consolidated Scrutinizer's Report on remote e-voting and voting through poll/ballot paper at the 40th Annual General Meeting of the Company held on 22nd September, 2017.

Your Company has provided a facility to the shareholders to exercise their votes on the resolution(s) as set out in the notice of the 40th Annual General Meeting dated 22nd May, 2017 by way of remote e-voting and voting through ballot/polling paper at the Annual General Meeting as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.

I, Ashu Gupta, Practicing Company Secretary of **Ashu Gupta & Co.** was appointed as the scrutinizer by the Board of Directors of Orient Bell Limited (the Company) pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Companies (Management and Administration) Rules, 2014 as amended till date for the purpose of scrutinizing the remote e-voting process and voting through poll/ballot paper at the Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 22nd May, 2017 convening the 40th Annual General Meeting of the Company held on 22nd September, 2017 at 11:30 A.M. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad-203 205, Distt. Bulandshahr (U.P.)

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means & voting through ballot paper on the resolutions proposed in the notice of the 40th Annual General Meeting.



Our responsibility as scrutinizer is to ensure that the voting process through electronic means and poll 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 or his authorized representative on the resolutions, based on the votes casted through polling and reports generated from the electronic voting system, provided by the National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of voting through electronic means.

In this regard, we submit our consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 15th September, 2017 were entitled to vote on the resolutions proposed as set out in the notice of the 40th Annual General Meeting by remote e-voting or voting through ballot/polling paper at the 40th Annual General Meeting.
2. The remote e-voting period remained open from 19th September, 2017 (9:00 A.M) to 21st September, 2017 (5:00 P.M) and thereafter, the members who did not exercise their voting rights through remote e-voting, were entitled to vote at the Annual General Meeting through poll/ballot paper. Accordingly, the company has issued poll/ballot papers to the members who attended the Meeting.
3. After the declaration of poll by the Chairman, 1 (One) Ballot box kept 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 and RTA with respect to the members, authorizations/proxies (if any) lodged with 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 present at the 40th Annual General Meeting through poll/ballot paper, the votes cast through remote e-voting were unblocked on 22nd September, 2017 around 04:00 P.M. in the presence of two witnesses Ms. Sanjana Chawla D/o Shri. Shyam Sunder Chawla and Mr. Sachin Chhajer S/o Sampat Mal Chhajer, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.




Sanjana Chawla


Sachin Chhajjer

7. We have scrutinized the votes cast through electronic means and voting through poll/ballot papers at the Annual General Meeting only for the purpose of this report.

Based on the reports generated from the NSDL e-voting website and the voting through poll/ballot paper at the 40th AGM, the consolidated report on the voting on each resolution is as under:

We hereby state that 17 (Seventeen) members have casted their vote at the Annual General meeting through poll/ballot and 5 (Five) ballots were declared invalid

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the reports of Board of Directors and Statutory Auditors thereon

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	47	8273002	99.930
Voting at the AGM	12	5831	0.070
Total	59	8278833	100

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	0	0	0
Voting at the AGM	0	0	0
Total	0	0	0

Resolution No. 2: Ordinary Resolution

To appoint a director in place of Mr. K.M. Pai (DIN:01171860), who retires by rotation and being eligible offers himself for re-appointment

a) Votes cast "in favour" of the resolution:



Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	45	8272100	99.929
Voting at the AGM	12	5831	0.070
Total	57	8277931	99.999

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	2	59	0.001
Voting at the AGM	0	0	0
Total	2	59	0.001

Resolution No. 3: Ordinary Resolution
To declare dividend on equity shares

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	48	8273037	99.930
Voting at the AGM	12	5831	0.070
Total	60	8278868	100

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	0	0	0
Voting at the AGM	0	0	0
Total	0	0	0

Resolution No. 4: Ordinary Resolution
To appoint Statutory Auditors of the Company and fix their remuneration

a) Votes cast "in favour" of the resolution:



Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	45	8272169	99.929
Voting at the AGM	12	5831	0.070
Total	57	8278000	99.999

b) Votes cast “against” the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	2	59	0.001
Voting at the AGM	0	0	0
Total	2	59	0.001

Resolution No. 5: Special Resolution

To change the designation of Mr. Madhur Daga (DIN: 00062149) from Whole Time Director (designated as Joint Managing Director) to Managing Director (designated as Managing Director) of the Company

a) Votes cast “in favour” of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	46	8272953	99.929
Voting at the AGM	12	5831	0.070
Total	58	8278784	99.999

b) Votes cast “against” the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	2	59	0.001
Voting at the AGM	0	0	0
Total	2	59	0.001

Resolution No.6: Special Resolution

Re-appointment of Mr. Mahendra K. Daga (DIN: 00062503) as Chairman and Managing Director of the Company for a further period from 1st April, 2018 to 31st March 2021, liable to retire by rotation, on the remuneration and terms and conditions as set out in the resolution



a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	45	8272943	99.929
Voting at the AGM	12	5831	0.070
Total	57	8278774	99.999

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	3	69	0.001
Voting at the AGM	0	0	0
Total	3	69	0.001


Based on the aforesaid results, we report that all Resolution(s) set out in the notice of the 40th Annual General Meeting dated 22nd May, 2017 stands passed with requisite majority.

We hereby confirm that we have maintained a register to record the assent or dissent in respect of valid votes cast by the members of the company at the AGM through poll/ ballot and also through remote e-voting and other details as required under prescribed Rules, based on the information received from the RTA and the e-voting data received from National Securities Depository Limited (NSDL).

The aforesaid Register and all other papers relating to remote e-voting and voting at the AGM will remain in our custody until Chairman approves and signs the Minutes of the AGM and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

The Company may accordingly declare the results of voting, as required.

Thanking you,
Yours truly,


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



Countersigned by:

For **ORIENT BELL LIMITED**


Company Secretary & Head-Legal

Date: 23.09.2017

Place: New Delhi: