

OBL:HO:SEC:00:

New Delhi : 26.07.2019

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

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

Stock Code - 530365

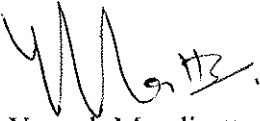
Stock Code: ORIENTBELL

Sub. : Submission of the Consolidated results of e-voting and Ballot/Poll conducted on the resolutions envisaged in the notice calling 42nd Annual General Meeting (AGM) along with Scrutinizer's Report.

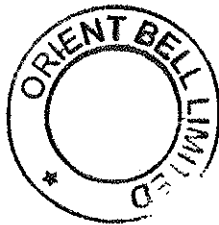
Dear Sir/Madam,

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 42nd 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 22.05.2019 of the 42nd AGM of the Company held on 24.07.2019. The Consolidated Results along with the Consolidated Scrutinizer's Report has already been uploaded on the website of the Company www.orientbell.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 notice dated 22-05-2019 calling Annual General Meeting of Orient Bell Limited which was held on Wednesday, 24-07-2019 at 11:30 a.m. at the Registered Office of the Company at 8, Industrial Area, Sikandrabad-203 205, U.P.

To

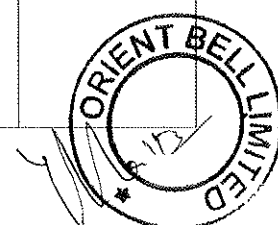
The Members of the Company

For the purpose of casting votes for passing of resolutions envisaged in the Notice calling Annual General Meeting of the Company, the members were given facility of Remote e-voting to cast their votes electronically from 21st July, 2019 (900 hrs) to 23rd July, 2019 (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 Ballot/polling papers received till the conclusion of the meeting and submitted its consolidated report dated 26.07.2019 for e-voting and for poll conducted at the AGM.

The Consolidated Result based on the said Report dated 26.07.2019 is as follows:

S. No.	Particulars	Resolution Type (Special/Ordinary)	Percentage of Votes casts in favour	Percentage of Votes casts against
1.	Adoption of the Annual Audited (Standalone & Consolidated) Financial Statement for the financial year ended 31st March, 2019 and the reports of Board of Directors and Statutory Auditors thereon.	Ordinary	100%	0.00%
2.	Approval for re-appointment of Mr. Madhur Daga (DIN: 00062149) as Director retiring by rotation.	Ordinary	99.99%	0.01%
3.	Declaration of dividend on equity shares.	Ordinary	99.99%	0.01%
4.	Approval for re-appointment of Mr. P.M. Mathai, (DIN: 05249199) Independent Director of the Company not liable to retire by rotation for a further period of 5 (five years) with effect from 30th September, 2019 to 29th September, 2024, by Special Resolution.	Special	99.99%	0.01%

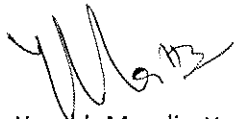


Orient Bell Limited

Based on the Consolidated Report of the Scrutinizer dated 26.07.2019 on Remote e-voting and Poll/Ballot the Resolutions as set out in the Notice of Annual General Meeting dated 22.05.2019 have been duly approved by the Shareholders with requisite majority.

The AGM commenced at 11:30 A.M. and concluded at 12:10 P.M.

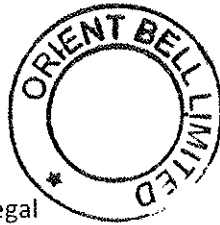
For Orient Bell Limited

A handwritten signature in black ink, appearing to read 'Yogesh Mendiratta', is written over a circular stamp.

Yogesh Mendiratta

Company Secretary & Head-Legal

(Authorized Representative of Chairman)



Date: 26.07.2019

Place: New Delhi

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
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CIN: L14101UP1977PLC021546



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
Regd. Office: 8, Industrial Area,
Sikandrabad-203205, UP

SUB: Consolidated Scrutinizer's Report on remote e-voting and voting through poll/ballot paper at the Annual General Meeting of the Company held on 24th July, 2019.

Dear Sir,

Your Company has provided a facility to the shareholders to exercise their votes on the resolution as set out in the notice of the Annual General Meeting dated **22nd May, 2019** by way of remote e-voting and voting through ballot/polling paper at the Annual General Meeting held on **24th July, 2019** 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 provisions 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 said Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice dated **22nd May, 2019** convening the Annual General Meeting of the Company held on **24th July, 2019** 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 resolution proposed in the notice of the 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. 17th July, 2019 were entitled to vote on the resolution(s) proposed as set out in the notice of the Annual General Meeting by remote e-voting or voting through ballot/polling paper at the Annual General Meeting.
2. The remote e-voting period remained open from 21st July, 2019 (9:00 A.M) to 23rd July, 2019 (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 Annual General Meeting through poll/ballot paper, the votes cast through remote e-voting were unblocked on 24th July, 2019 around 12:33PM in the presence of two witnesses Ms. Roshan Kumar Ojha S/o Shri Vijay Shankar Ojha and Mr. Ravi Shankar Jha S/o Mr. Bal Krishan Jha, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.

Roshan Kumar Ojha

Roshan Ojha

Ravi Shankar Jha

Ravi Jha



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 AGM, the consolidated report on the voting is as under:

We hereby state that 12 (Twelve) members have casted their vote at the Annual General meeting through ballot out of which 2 (Two) ballot papers were declared invalid.

Ordinary Business

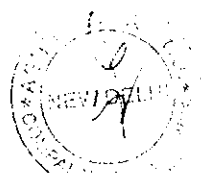
- To receive, consider and adopt Annual Financial Statements for the financial year ended 31st March, 2019 and the reports of Board of Directors and Statutory Auditors thereon.

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

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (in favour)	Number of votes cast (in favour)	% of total number of total votes cast (in favour)
Remote e-voting	44	8530566	44	8530566	100%
Voting at the meeting	10	42866	10	42866	100%
Total	54	8573432	54	8573432	100%

b) Votes cast "against" the resolution:

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (against)	Number of votes cast (against)	% of total number of total votes cast (against)
Remote e-voting	44	8530566	0	0	0.00%
Voting at the meeting	10	42866	0	0	0.00%
Total	54	8573432	0	0	0.00%



Based on the aforesaid results, we report that Ordinary Resolution set out in the notice of the Annual General Meeting dated 24th July, 2019 stands passed with requisite majority.

2. To appoint a director in place of Mr. Madhur Daga (DIN: 00062149), who retires by rotation and being eligible has offers himself for re-appointment.

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

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (in favour)	Number of votes cast (in favour)	% of total number of total votes cast (in favour)
Remote e-voting	44	8530566	41	8530481	99.99%
Voting at the meeting	10	42866	10	42866	100%
Total	54	8573432	51	8573347	99.99%

b) Votes cast "against" the resolution:

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (against)	Number of votes cast (against)	% of total number of total votes cast (against)
Remote e-voting	44	8530566	3	85	0.01%
Voting at the meeting	10	42866	0	0	0.00%
Total	54	8573432	3	85	0.01%

Based on the aforesaid results, we report that Ordinary Resolution set out in the notice of the Annual General Meeting dated 24th July, 2019 stands passed with requisite majority.

3. To declare dividend on equity shares.

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



Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (in favour)	Number of votes cast (in favour)	% of total number of total votes cast (in favour)
Remote e-voting	44	8530566	43	8530524	99.99%
Voting at the meeting	9	15353	08	15352	100%
Total	53	8545919	51	8545876	99.99%

b) Votes cast "against" the resolution:

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (against)	Number of votes cast (against)	% of total number of total votes cast (against)
Remote e-voting	44	8530566	1	42	0.01%
Voting at the meeting	9	15353	1	1	0
Total	53	8545919	2	43	0.01%

Based on the aforesaid results, we report that Ordinary Resolution set out in the notice of the Annual General Meeting dated 24th July, 2019 stands passed with requisite majority.

SPECIAL BUSINESS

4. Re-appointment of Mr. P.M. Mathai (DIN: 05249199), Independent Director of the Company not liable to retire by rotation for the further period of 5 (five years) with effect from 30.09.2019 to 29.09.2024.

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

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (in favour)	Number of votes cast (in favour)	% of total number of total votes cast (in favour)
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Remote e-voting	43	8529782	40	8529697	99.99%
Voting at the meeting	10	42866	10	42866	100%
Total	53	8572648	50	8572563	99.99%

b) Votes cast "against" the resolution:

Mode of voting	Total Number of members who cast their votes	Total Number of votes cast	Number of members who cast their votes (against)	Number of votes cast (against)	% of total number of total votes cast (against)
Remote e-voting	43	8529782	3	85	0.01%
Voting at the meeting	10	42866	0	0	0.00%
Total	53	8572648	3	85	0.01%

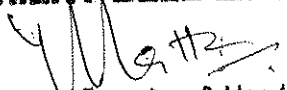
Based on the aforesaid results, we report that Special Resolution set out in the notice of the Annual General Meeting dated 24th July, 2019 stands passed with requisite majority.

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).

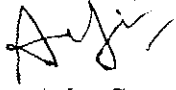
The aforesaid Register and all other papers relating to remote e-voting and voting at the AGM will remain in our custody until Chairman approves and signs the Minutes of the AGM and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

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

Place: New Delhi
Date: 26.07.2019

Countersigned by:-
For **ORIENT BELL LIMITED**

Company Secretary & Head-Legal

For Ashu Gupta & Co.
Company Secretaries


Ashu Gupta
(Prop.)
FCS No.: 4123
CP NO.: 6646

