



OBL:HO:SEC:00:

New Delhi : 22.07.2022

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 Consolidated results of remote e-voting and e-voting conducted during the 45th Annual General Meeting on the resolutions envisaged in the notice calling 45th AGM along with Scrutinizer's Report.

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 45th Annual General Meeting (AGM) of the Company 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 17.06.2022 of the 45th AGM of the Company held on 21.07.2022.

The Consolidated Results along with the Consolidated Scrutinizer's Report has also 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

Digitally signed by
YOGESH MENDIRATTA
Date: 2022.07.22
19:44:45 +05'30'

Yogesh Mendiratta
Company Secretary & Head-Legal
(Authorized Representative of Chairman)

Encl: as above

Orient Bell Limited



Declaration of Result of Voting for the resolutions contained in notice dated 17-06-2022 calling 45th Annual General Meeting of Orient Bell Limited which was held on Thursday, 21-07-2022 at 03:30 p.m through Video Conferencing(VC)/ Other Audio Visual Means (OAVM) deemed to be held at its Registered Office at 8, Industrial Area, Sikandrabad- 203 205, Distt Bulandshahr, Uttar Pradesh.

To

The Members of the Company

For the purpose of casting votes for passing of resolutions envisaged in the Notice calling 45th Annual General Meeting of the Company, the members were given facility of Remote e-voting to cast their votes electronically from 18th July, 2022 (900 hrs) to 20th July, 2022 (1700 hrs). For the members attending the AGM who have not casted their votes by Remote E-voting were provided with the option to cast their vote through E-voting during the AGM on all the Resolutions as set out in the Notice of AGM.

The Board of Directors has appointed Ms. Ashu Gupta, Practicing Company Secretary (Membership No-4123; C.P. No. 6646) as the Scrutinizer for remote e-voting and e-voting conducted during the 45th AGM of the Company. 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 e-voting received during the AGM and submitted consolidated report dated 22.07.2022 for remote e-voting and e-voting conducted during the AGM.

The Consolidated Result based on the said Report dated 22.07.2022 is as follows:

S. No.	Particulars	Resolution Type (Special/Ordinary)	Percentage of Votes casts in favour	Percentage of Votes casts against	Percentage of Votes abstained
1.	Adoption of the Annual Audited (Standalone & Consolidated) Financial Statements for the financial year ended 31st March, 2022 and the reports of Board of Directors and Statutory Auditors thereon.	Ordinary	99.9987	0.0013	Nil
2.	Approval for re-appointment of Mr. Mahendra K. Daga (DIN: 00062503) as Director retiring by rotation.	Ordinary	99.9987	0.0013	Nil
3.	Declaration of dividend of Re. 1/- per equity share for the financial year ended 31 st March, 2022.	Ordinary	99.9987	0.0013	Nil
4.	Approval for appointment of M/s. S.R. Dinodia & Co. LLP, Chartered Accountants (Firm Registration No. 001478N/N500005), as Auditors of the Company in place of the retiring auditors.	Ordinary	99.9987	0.0013	Nil



5.	Approval for Related Party Transactions	Ordinary	99.9977	0.0023	Nil
6.	Approval for payment of remuneration by way of Commission attributable to the net profits of the Company to the Non-Executive Directors for FY 2022-23 and thereafter	Ordinary	99.8401	0.1599	Nil

Based on the Consolidated Report of the Scrutinizer on Remote e-voting and e-voting conducting during the Annual General Meeting dated 21.07.2022 the Resolutions as set out in the Notice of 45th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

The AGM commenced at 03:30 P.M. and concluded at 04:13 P.M.

For Orient Bell Limited

YOGESH  Digitally signed
by YOGESH
MENDIRATT
MENDIRATTA
Date: 2022.07.22
TTA 19:41:28 +05'30'

Yogesh Mendiratta

Company Secretary & Head-Legal

(Authorized Representative of Chairman)

Date: 22.07.2022

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

SUB: Consolidated Scrutinizer's Report on the remote e-voting and e-voting conducted during the Annual General Meeting of the Company held on Thursday, the 21st day of July, 2022 at 03:30 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

Your Company has provided a facility to the shareholders to exercise their votes on the resolutions as set out in the notice of the Annual General Meeting dated 17th June, 2022 by way of Remote e-voting and e-voting conducted during the 45th Annual General Meeting (AGM) held on 21st day of July, 2022, pursuant to section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date.

I, Ashu Gupta, of Ashu Gupta & Co., Practicing Company Secretary has been appointed as the scrutinizer by the Board of Directors of Orient Bell Limited (the Company) pursuant to Regulation 44 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 process of voting through electronic means ("e-voting") 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 17th June, 2022 convening the 45th Annual General Meeting of the Company.

The notice dated 17th June, 2022, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA Circular no. 14/2020 dated April 08, 2020, Circular no.17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 05, 2020, and Circular No. 02/2022 dated May 05, 2022 (collectively

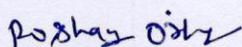
referred to as "MCA Circulars") and SEBI circulars without the physical presence of the shareholders at common venue.

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 on the resolutions proposed in the notice of the Annual General Meeting.

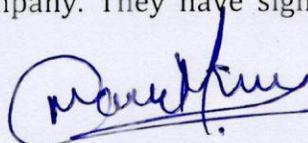
My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facility of Remote e-voting.

In this regard, I submit my consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 14th July, 2022, were entitled to vote on the resolution(s) proposed as set out in the notice of the Annual General Meeting by remote e-voting.
2. The remote e-voting period remained open from Monday, 18th July, 2022 at 09:00 A.M. and ends on Wednesday, 20th July, 2022 at 05:00 P.M and thereafter, the members who did not exercise their voting rights through remote e-voting and present at the AGM through VC / OAVM, were entitled to vote at the Annual General Meeting by electronics means.
3. After the closure of remote e-voting at the AGM, the votes cast were unblocked on 21st July, 2022 around 04:48 PM and the same was witnessed by two witnesses, Mr. Roshan Kumar Ojha S/o Shri Vijay Shankar Ojha and Mr. Manoj Kumar S/o Mr. Bhagat Ram, who are not in the employment of the Company. They have signed below in confirmation of the same:



Roshan Kumar Ojha



Manoj Kumar

Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote, were generated from the e-voting website of NSDL.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting conducted during the 45th Annual General Meeting of the Company, based on the reports generated from e-voting platform of NSDL, scrutinized on test check basis and relied upon by me as under:

It is observed that:

112 (one hundred twelve) members had cast vote through remote e-voting; and
1 (one) member had cast vote at the AGM;

ORDINARY BUSINESS

Resolution 1: Ordinary Resolution

To consider and adopt the audited Balance Sheet as at 31st March 2022, the Profit & Loss Account and Cash Flow Statement for the financial year ended on that date (including the consolidated financial statements) and the reports of Directors' and Statutory Auditors' thereon.

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

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
104	9408239	99.9987

b) Votes cast "against" the resolution:

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
9	119	0.0013

Resolution 2: Ordinary Resolution

To appoint a director in place of Mr. Mahendra K. Daga (DIN: 00062503), who retires by rotation and being eligible has offered himself for re-appointment.

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

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
104	9408239	99.9987

b) Votes cast "against" the resolution:

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
9	119	0.0013

Resolution 3: Ordinary Resolution

To declare a dividend of Rs. 1/- per equity share (10% of the face value of Rs. 10/- each) for the financial year ended 31st March, 2022.

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

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
104	9408239	99.9987

b) Votes cast “against” the resolution:

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
9	119	0.0013

Resolution 4: Ordinary Resolution

Appointment of M/s. S.R. Dinodia & Co. LLP, Chartered Accountants (Firm Registration No. 001478N/N500005), as Auditors of the Company in place of the retiring auditors.

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

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
104	9408239	99.9987

b) Votes cast “against” the resolution:

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
9	119	0.0013

SPECIAL BUSINESS

Resolution 5: Ordinary Resolution

To approve related party transactions

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

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
103	9408139	99.9977

b) Votes cast “against” the resolution:

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
10	219	0.0023

Resolution 6: Ordinary Resolution

To approve remuneration by way of commission attributable to the net profits of the Company to the Non-Executive Directors of the Company for the FY 2022-23 and thereafter.

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

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
101	9393313	99.8401

b) Votes cast “against” the resolution:

Total Number of members who cast their votes	Total Number of valid votes cast	% of total number of valid votes cast
12	15045	0.1599

Based on the aforesaid results, I report that Resolution(s) set out in the notice of the 45th Annual General Meeting stands passed with requisite majority.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

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

Place: New Delhi
Date: 22/07/2022

UDIN: F004123D000670217

ASHU
GUPTA

Digitally signed by
ASHU GUPTA
Date: 2022.07.22
17:33:30 +05'30'

Ashu Gupta

Ashu Gupta & Co.

Practising Company Secretary

FCS No.: 4123

CP NO.: 6646

YOGESH
MENDIRATTA

Digitally signed by
YOGESH MENDIRATTA
Date: 2022.07.22
19:33:38 +05'30'

Countersigned by:

For Orient Bell Limited