

Declaration of Results

For the purpose of casting votes for passing of resolutions envisaged in the Notice calling 37th Annual General Meeting of the Company, the members were given facility of e-voting to cast their votes electronically from 17th September, 2014 (1000 hrs) to 19th September, 2014 (1730 hrs). For the members who have not casted their votes electronically and were present at the venue of AGM, voting was conducted through poll.

The Board of Directors had appointed Ms. Ashu Gupta, Practising Company Secretary as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the closure of e-voting period and also of the polling papers received till the conclusion of the meeting and submitted its Reports on 22nd September, 2014 for e-voting process and on 01st October, 2014 for poll conducted at AGM.

The Consolidated Result based on the said Reports dated 22.09.2014 and 01.10.2014 is as follows:

| Resolution No. | Particular | Percentage of Votes casts in favour | Percentage of Votes casts against |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------------------------------|
| 1. | To receive, consider and adopt the audited Balance Sheet as at 31 st 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. | 99.9999% | 0.0001% |
| 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. | 99.9999% | 0.0001% |
| 3. | To declare dividend on equity shares. | 99.9999% | 0.0001% |
| 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. | 99.9999% | 0.0001% |
| 5. | Appointment of Mr. R.N. Bansal (DIN: 00270908) as an Independent Director. | 99.9999% | 0.0001% |
| 6. | Appointment of Mr. N.R. Srinivasan (DIN: 00062317) as an Independent Director. | 99.9999% | 0.0001% |
| 7. | Appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as an Independent Director. | 99.9999% | 0.0001% |
| 8. | Appointment of Mr. P.M. Mathai (DIN: 05249199) as an Independent Director. | 99.9999% | 0.0001% |
| 9. | Borrowings by the Company. | 99.9998% | 0.0002% |
| 10. | Modification to the terms of appointment of Mr. Mahendra K. Daga, Chairman & Managing Director. | 99.9999% | 0.0001% |

Certified True Copy
For **ORIENT BELL LIMITED**

Company Secretary & Head-Legal

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 2852 1273

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CIN: L14101UP1977PLC021546

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|-----|----------------------------------------------------------------------------------------------------|----------|---------|
| 11. | Modification to the terms of appointment of Mr. Madhur Daga, Joint Managing Director. | 99.9999% | 0.0001% |
| 12. | Appointment, re-designation and payment of remuneration to Mr. K.M. Pai, Executive Director & CFO. | 99.9999% | 0.0001% |
| 13. | Payment of commission to Non Whole-Time Directors of the Company. | 99.9996% | 0.0004% |
| 14. | Amendment in Articles of Association. | 99.9999% | 0.0001% |

Based on the Reports of the Scrutinizer(s) on e-voting dated 22.09.2014 and on Poll dated 01.10.2014, all Resolutions as set out in the Notice of 37th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Orient Bell Limited

Sd/-
Mahendra K. Daga
Chairman & Managing Director

Verified True Copy
For **ORIENT BELL LIMITED**

Company Secretary & Head-Legal

Dated: 01st October, 2014

Place: New Delhi

ORIENT BELL LIMITED

CORPORATE OFFICE: Iris House, 16 Business Centre
Nangal Raya, New Delhi - 110 046, India.

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