

OBL:HO:SEC:00:

New Delhi : 26.07.2021

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**

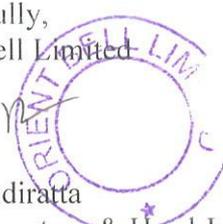
**Sub. : Submission of the Consolidated results of remote e-voting and e-voting conducted during the 44<sup>th</sup> Annual General Meeting on the resolutions envisaged in the notice calling 44<sup>th</sup> AGM along with Scrutinizer's Report.**

Dear Sir/Madam,

Pursuant to Regulation 44 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 44<sup>th</sup> Annual General Meeting (AGM) of the Company declared by the Company Secretary of the Company duly authorised by the Chairman of the 44<sup>th</sup> Annual General Meeting 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 13.05.2021 of the 44<sup>th</sup> AGM of the Company held on 26.07.2021. The Consolidated Results along with the Consolidated Scrutinizer's Report has already been uploaded on the website of the Company [www.orientbell.com](http://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

**Declaration of Result of Voting for the resolutions contained in notice dated 13-05-2021 calling 44<sup>th</sup> Annual General Meeting of Orient Bell Limited which was held on Monday, 26-07-2021 at 11:00 a.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, Dist Bulandshahr, Uttar Pradesh.**

To

The Members of the Company

For the purpose of casting votes for passing of resolutions envisaged in the Notice calling 44<sup>th</sup> Annual General Meeting of the Company, the members were given facility of Remote e-voting to cast their votes electronically from 23<sup>rd</sup> July, 2021 (900 hrs) to 25<sup>th</sup> July, 2021 (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 have 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 44<sup>th</sup> 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 26.07.2021 for remote e-voting and e-voting conducted during the AGM.

The Consolidated Result based on the said Report dated 26.07.2021 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 Statement for the financial year ended 31st March, 2021 and the reports of Board of Directors and Statutory Auditors thereon.	Ordinary	99.998	0.002	0
2.	Approval for re-appointment of Mr. Madhur Daga (DIN: 00062149) as Director retiring by rotation.	Ordinary	99.998	0.002	0
3.	Declaration of dividend of Rs. 0.50 (50 paise) per equity share for the financial year ended 31 <sup>st</sup> March, 2021.	Ordinary	99.996	0.004	0
4.	Approval for re-appointment & remuneration of Mr. Madhur Daga (DIN:00062149) as Managing Director of the Company for a further period from 1st April, 2022 to 31st March, 2025, liable to retire by rotation.	Special	99.998	0.002	0



Orient Bell Limited

5.	Approval for re-appointment of Mr. Sameer Kamboj (DIN: 01033071), Independent Director of the Company not liable to retire by rotation for the further period of 5 (five years) with effect from 27.07.2021 to 26.07.2026	Special	99.985	0.002	0.013
6.	Approval for appointment of Mr. K.M. Pai (DIN: 01171860), as an Independent Director of the Company and consequent change in his category from Non - Executive - Non- Independent Director to Non – Executive - Independent Director of the Company not liable to retire by rotation, for a period of five years from 01.04.2022 to 31.03.2027.	Ordinary	99.985	0.002	0.013
7.	Approval of Orient Bell Employees Stock Option Scheme – 2021 (“Scheme”) and to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 5,00,000 (Five Lakhs) Employee Stock Options (“Options”) to or for the benefit of Employees exercisable into 5,00,000 (Five Lakhs) equity shares of face value of Rs. 10/- each.	Special	99.998	0.002	0

Based on the Consolidated Report of the Scrutinizer on Remote e-voting and e-voting conducting during the Annual General Meeting dated 26.07.2021 the Resolutions as set out in the Notice of 44<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

The AGM commenced at 11:00 A.M. and concluded at 11:41 A.M.

For Orient Bell Limited




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

**Date: 26.07.2021**

**Place: New Delhi**

Orient Bell Limited



**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 26<sup>th</sup> July, 2021 at 11:00 a.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 dated **13<sup>th</sup> May, 2021** for the Annual General Meeting by way of Remote e-voting and e-voting conducted during the 44<sup>th</sup> Annual General Meeting (AGM) held on **26<sup>th</sup> July, 2021** 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 resolutions as contained in the notice dated 13<sup>th</sup> May, 2021 convening the Annual General Meeting of the Company held on 26<sup>th</sup> July, 2021.

The notice dated 13<sup>th</sup> May, 2021, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions proposed 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 Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars"). The Annual General Meeting was convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the shareholders at common venue in terms of above stated MCA Circulars and SEBI Circulars.

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 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 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, I submit my consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 19<sup>th</sup> July, 2021, 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 Friday, 23<sup>rd</sup> July, 2021 at 09:00 A.M. to Sunday, 25<sup>th</sup> July, 2021 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 electronics system recording the e-voting was locked by NSDL. The votes cast were unblocked on 26<sup>th</sup> July, 2021 around 12:08 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

Roshan Ojha

Manoj Kumar

Manoj Kumar



Thereafter, the detail 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 as well as e-voting conducted during the 44<sup>th</sup> 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:

## ORDINARY BUSINESS

### Resolution 1: Ordinary Resolution

To consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2021, 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
76	6151093	99.998

#### 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	146	0.002

#### c) Votes abstained:

Total Number of members who abstained their votes	Total Number of votes abstained	% of total number of votes abstained
0	0	0

### Resolution 2: Ordinary Resolution

To appoint a director in place of Mr. Madhur Daga (DIN: 00062149), 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
76	6151093	99.998

**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	146	0.002

**c) Votes abstained:**

Total Number of members who abstained their votes	Total Number of votes abstained	% of total number of votes abstained
0	0	0

**Resolution 3: Ordinary Resolution**

To declare a dividend of Rs. 0.50 (50 paise) per equity share for the financial year ended 31<sup>st</sup> March, 2021

**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
75	6151018	99.996

**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	221	0.004

**c) Votes abstained:**

Total Number of members who abstained their votes	Total Number of votes abstained	% of total number of votes abstained
0	0	0



## SPECIAL BUSINESS

### Resolution 4: Special Resolution

Approval for re-appointment & remuneration of Mr. Madhur Daga (DIN : 00062149) as Managing Director of the Company for a further period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025, liable to retire by rotation.

#### 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
76	6151093	99.998

#### 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	146	0.002

#### c) Votes abstained:

Total Number of members who abstained their votes	Total Number of votes abstained	% of total number of votes abstained
0	0	0

### Resolution 5: Special Resolution

Re-appointment of Mr. Sameer Kamboj (DIN: 01033071) as an Independent Director of the Company, not liable to retire by rotation for a second term of five years with effect from 27.07.2021 to 26.07.2026.

#### 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
75	6150309	99.985

#### 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	146	0.002



c) **Votes abstained:**

Total Number of members who abstained their votes	Total Number of votes abstained	% of total number of votes abstained
1	784	0.013

**Resolution 6: Ordinary Resolution**

Appointment of Mr. K.M. Pai (DIN: 01171860), as an Independent Director of the Company and consequent change in his category from Non - Executive - Non- Independent Director to Non - Executive - Independent Director of the Company not liable to retire by rotation, for a period of five years from 01.04.2022 to 31.03.2027.

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
75	6150309	99.985

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	146	0.002

c) **Votes abstained:**

Total Number of members who abstained their votes	Total Number of votes abstained	% of total number of votes abstained
1	784	0.013

**Resolution 7: Special Resolution**

Approval of Orient Bell Employees Stock Option Scheme - 2021 ("Scheme") and to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 5,00,000 (Five Lakhs) Employee Stock Options ("Options") to or for the benefit of Employees exercisable into 5,00,000 (Five Lakhs) equity shares of face value of Rs. 10/- each.

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
76	6151093	99.998



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	146	0.002

c) Votes abstained:

Total Number of members who abstained their votes	Total Number of votes abstained	% of total number of votes abstained
0	0	0

Based on the aforesaid results, I report that all the above stated Resolutions mentioned at serial no. 1 to 7 as set out in the notice of the Annual General Meeting held on 26<sup>th</sup> July, 2021 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: 26.07.2021



  
**Ashu Gupta**  
Ashu Gupta & Co.  
Practising Company Secretary  
FCS No.: 4123  
CP NO.: 6646  
UDIN: F004123C000687223  
**For ORIENT BELL LIMITED**  
  
**Company Secretary & Head Legal**  
Countersigned by:  
For Orient Bell Limited