

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 41st 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 41st 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 21.05.2018 of the 41st AGM of the Company held on 24.09.2018. The 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

Declaration of Result of Voting for the resolutions contained in notice dated 21-05-2018 calling Annual General Meeting of Orient Bell Limited which was held on Monday, 24-09-2018 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 September, 2018 (900 hrs) to 23rd September, 2018 (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 25.09.2018 for e-voting and for poll conducted at AGM.

The Consolidated Result based on the said Report dated 25.09.2018 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, 2018 and the reports of Board of Directors and Statutory Auditors thereon.	Ordinary	99.99%	0.01%
2.	Approval for re-appointment of Mr. Mahendra K. Daga (DIN: 00062503) 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 the change in designation of Mr. Mahendra K. Daga from Chairman & Managing Director to Chairman & Whole Time Director w.e.f. 01st October, 2018 and consequently modifying the Special Resolution passed by the members of the Company in 40th Annual General Meeting held on 22.09.2017 regarding the appointment and remuneration payable to	Special	99.99%	0.01%



Orient Bell Limited

	Mr. Mahendra K. Daga, Chairman & Managing Director of the Company for a period from 01st April, 2018 to 31st March, 2021.			
5.	Approval for re-appointment and remuneration of Mr. Madhur Daga, Managing Director (DIN: 00062149) from 1st April, 2019 to 31st March, 2022, liable to retire by rotation.	Special	99.99%	0.01%
6.	Approval for the appointment of Mr. K.M. Pai (DIN: 01171860) as a Director (in the category of Non Executive and Non Independent), liable to retire by rotation.	Ordinary	99.99%	0.01%

Based on the Consolidated Report of the Scrutinizer on Remote e-voting and Poll dated 25.09.2018 the Resolutions as set out in the Notice of Annual General Meeting 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




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

Date: 25.09.2018

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- 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 41st Annual General Meeting of the Company held on 24th September, 2018.

Your Company has provided a facility to the shareholders to exercise their votes on the resolution(s) as set out in the notice dated 21st May, 2018 of the 41st Annual General Meeting 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 21st May, 2018 convening the 41st Annual General Meeting of the Company held on 24th September, 2018 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 41st Annual General Meeting.

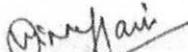


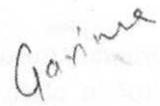
Our responsibility as scrutinizer is to ensure that the voting process through electronic means and poll are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman or his authorized representative 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 September, 2018 were entitled to vote on the resolutions proposed as set out in the notice of the 41st Annual General Meeting by remote e-voting or voting through ballot/polling paper at the 41st Annual General Meeting.
2. The remote e-voting period remained open from 21st September, 2018 (9:00 A.M) to 23rd September, 2018 (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 had provided 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. No ballot paper was incomplete and/or otherwise found defective.
6. After counting the votes cast by the members present at the 41st Annual General Meeting through poll/ballot paper, the votes cast through remote e-voting were unblocked on 24th September, 2018 around 01:15 P.M. in the presence of two witnesses Ms. Vinny Jain D/o Shri. Vivek Jain and Ms. Garima Mogha D/o Shri Satish Kumar, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.




Vinny Jain


Garima Mogha

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 41st AGM, the consolidated report on the voting on each resolution is as under:

We have observed that-

- a) 04 members have casted their votes through ballot at the meeting
b) 47 members have casted their votes through remote e-voting process.

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) for the financial year ended 31st March, 2018 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	46	83,54,629	99.99%
Voting at the AGM	04	270	100.00%
Total	50	83,54,899	99.99%

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	01	100	0.01%
Voting at the AGM	0	0	0
Total	01	100	0.01%

c) Votes cast "abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	0	0
Voting at the AGM	0	0
Total	0	0



Resolution No. 2: Ordinary Resolution

To appoint a director in place of Mr. Mahendra K. Daga (DIN: 00062503), 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	83,53,609	99.99%
Voting at the AGM	04	270	100.00%
Total	49	83,53,879	99.99%

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	01	100	0.01%
Voting at the AGM	0	0	0
Total	01	100	0.01%

c) Votes cast "abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	01	1,020
Voting at the AGM	0	0
Total	0	0

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	46	83,54,629	99.99%
Voting at the AGM	04	270	100.00%
Total	50	83,54,899	99.99%

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	01	100	0.01%
Voting at the AGM	0	0	0
Total	01	100	0.01%



c) Votes cast "abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	0	0
Voting at the AGM	0	0
Total	0	0

Resolution No. 4: Special Resolution

To change the category/ designation of Mr. Mahendra K. Daga from Chairman & Managing Director to Chairman & Whole Time Director w.e.f. 01st October, 2018 and consequently modifying the Special Resolution passed by the members of the Company in 40th Annual General Meeting held on 22.09.2017 regarding the appointment and remuneration payable to Mr. Mahendra K. Daga, Chairman & Managing Director of the Company for a period from 01st April, 2018 to 31st March, 2021.

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	83,53,609	99.99%
Voting at the AGM	04	270	100.00%
Total	49	83,53,879	99.99%

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	01	100	0.01%
Voting at the AGM	0	0	0
Total	01	100	0.01%

c) Votes cast "abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	01	1,020
Voting at the AGM	0	0
Total	0	0

Resolution No. 5: Special Resolution

To approve the re-appointment and remuneration of Mr. Madhur Daga (DIN: 00062149) as Managing Director of the Company for a further period from 1st April, 2019 to 31st March 2022, liable to retire by rotation;

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	83,53,609	99.99%
Voting at the AGM	04	270	100.00%



Total	49	83,53,879	99.99%
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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	01	100	0.01%
Voting at the AGM	0	0	0
Total	01	100	0.01%

c) Votes cast "abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	01	1,020
Voting at the AGM	0	0
Total	0	0

Resolution No.6: Ordinary Resolution

To appoint Mr. K.M. Pai (DIN: 01171860) as a Director in the category of Non Executive – Non Independent Director, liable to retire by rotation.

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	83,53,609	99.99%
Voting at the AGM	04	270	100.00%
Total	49	83,53,879	99.99%

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	01	100	0.01%
Voting at the AGM	0	0	0
Total	01	100	0.01%

c) Votes cast "abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	01	1,020
Voting at the AGM	0	0
Total	0	0



Based on the aforesaid results, we report that all the six (6) Resolution(s) set out in the notice dated 21st May, 2018 of the 41st Annual General Meeting stands passed with requisite majority.

The Register to record the assent or dissent or abstain actions on the resolutions 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 thereafter 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: 25.09.2018

Place: New Delhi