



Declaration of Result of Voting for the resolution contained in notice dated 13-03-2018 calling Extra Ordinary General Meeting of Orient Bell Limited held on Monday, 16-04-2018 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 resolution envisaged in the Notice calling Extra Ordinary General Meeting of the Company, the members were given facility of Remote e-voting to cast their votes electronically from 13th April, 2018 (900 hrs) to 15th April, 2018 (1700 hrs). For the members who have not casted their votes electronically and were present at the venue of EGM, 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 18.04.2018 for e-voting and for poll conducted at EGM.

The Consolidated Result based on the said Report dated 18.04.2018 is as follows:

S. No.	Particulars	Percentage of Votes casts in favour	Percentage of Votes casts against
1.	To approve further issue of shares and also to approve formulate and implement Orient Bell Employees Stock Option Scheme, 2018.	99.999%	0.001%

Based on the Report of the Scrutinizer on Remote e-voting and Poll dated 18.04.2018 the Special Resolution as set out in the Notice of Extra Ordinary General Meeting has been duly approved by the Shareholders with requisite majority.

The EGM commenced at 11:30 A.M. and concluded at 1:00 P.M.

For Orient Bell Limited

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

Date: 18.04.2018

Place: New Delhi

Orient Bell Limited



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]*

**The Chairman,
Orient Bell Limited**

**SUB: Consolidated Scrutinizer's Report on remote e-voting and voting through poll/ballot
paper at the Extra Ordinary General Meeting of the Company held on 16th April, 2018.**

Dear Sir,

13th March, 2018

Ashu Gupta & Co.

March, 2018

16th April, 2018



electronic means & voting through ballot paper on the resolution proposed in the notice of the Extra Ordinary 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 resolution, 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.

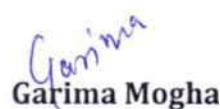
In this regard, we submit our consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 09th April, 2018 were entitled to vote on the resolution proposed as set out in the notice of the Extra Ordinary General Meeting by remote e-voting or voting through ballot/polling paper at the Extra Ordinary General Meeting.
2. The remote e-voting period remained open from 13th April, 2018 (9:00 A.M) to 15th April, 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 Extra Ordinary 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 Extra Ordinary General Meeting through poll/ballot paper, the votes cast through remote e-voting were unblocked on 16th April, 2018 around 02:40 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 Extra Ordinary 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 EGM, the consolidated report on the voting is as under:

We hereby state that 27 (Twenty Seven) members have casted their vote at the Extra Ordinary General meeting through ballot and 11 (Eleven) ballots were declared invalid.

Resolution No. 1: Special Resolution

To approve further issue of shares and also to approve, formulate and implement Orient Bell Employees Stock Option Scheme, 2018.

- 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	25	82,79,901	99.899
Voting at the EGM	16	8,384	0.101
Total	41	82,88,285	100.000

- 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	1	100	100
Voting at the EGM	0	0	0
Total	1	100	100



Based on the aforesaid results, we report that Special Resolution set out in the notice of the Extra Ordinary General Meeting dated 13th March, 2018 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 EGM 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 EGM will remain in our custody until Chairman approves and signs the Minutes of the EGM 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.

Thanking you,
Yours truly,



Ashu Gupta
Practising Company Secretary
Membership No- 4123
C.P. No. 6646

Date: 18.04.2018
Place: New Delhi