

OBL:HO:SEC:00:

New Delhi : 14.08.2020

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 43rd Annual General Meeting on the resolutions envisaged in the notice calling 43rd 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 43rd Annual General Meeting (AGM) of the Company declared by the Company Secretary of the Company duly authorised by the Chairman of the 43rd 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 17.06.2020 of the 43rd AGM of the Company held on 13.08.2020. The Consolidated 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



Declaration of Result of Voting for the resolutions contained in notice dated 17-06-2020 calling 43rd Annual General Meeting of Orient Bell Limited which was held on Thursday, 13-08-2020 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 43rd Annual General Meeting of the Company, the members were given facility of Remote e-voting to cast their votes electronically from 10th August, 2020 (900 hrs) to 12th August, 2020 (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 had appointed Ms. Ashu Gupta, Practicing Company Secretary (Membership No-4123; C.P. No. 6646) as the Scrutinizer for remotig e-voting and e-voting conducted during the 43rd 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 its consolidated report dated 14.08.2020 for remote e-voting and e-voting conducted during the AGM.

The Consolidated Result based on the said Report dated 14.08.2020 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, 2020 and the reports of Board of Directors and Statutory Auditors thereon.	Ordinary	99.9987%	0.0013%
2.	Approval for re-appointment of Mr. Mahendra K. Daga (DIN: 00062503) as Director retiring by rotation.	Ordinary	99.9841%	0.0159%

Orient Bell Limited



3.	Approval for re-appointment & remuneration of Mr. Mahendra K. Daga (DIN : 00062503) as Chairman and Whole Time Director of the Company for a further period from 1st April, 2021 to 31st March, 2024, liable to retire by rotation.	Special	99.9959%	0.0041%
4.	Approval for re-appointment of Ms. Tanuja Joshi (DIN: 02065607), Independent Director of the Company not liable to retire by rotation for the further period of 5 (five years) with effect from 03.11.2019 to 02.11.2024	Special	99.9819%	0.0181%
5.	Approval of Related Party Transactions.	Special	99.9946%	0.0054%

Based on the Consolidated Report of the Scrutinizer on Remote e-voting and e-voting conducting during the Annual General Meeting dated 13.08.2020 the Resolutions as set out in the Notice of 43rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

The AGM commenced at 11:00 A.M. and concluded at 11:43 A.M.

For Orient Bell Limited

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

Date: 14.08.2020

Place: New Delhi

Orient Bell Limited

CORPORATE OFFICE: Iris House, 16 Business Centre, Nangal Raya, New Delhi – 110 046, India. Tel.: +91 11 4711 9100
REGD. OFFICE : 8 Industrial Area, Sikandrabad – 203 205 (U.P.) India. Tel.: +91 5735 222 203 / 222 / 424, +91 81910 04575 / 76, Fax: +91 5735 222 642
E-mail: customercare@orientbell.com, Website: www.orientbell.com
CIN: L14101UP1977PLC021546



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 13th August, 2020 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, 2020** by way of Remote e-voting and e-voting conducted during the 43rd Annual General Meeting (AGM) held on 13th August, 2020, 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, 2020 convening the Annual General Meeting of the Company held on 13th August, 2020.

The notice dated June 17, 2020, 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 dated



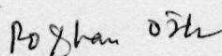
May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and the AGM was convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the shareholders at common 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.

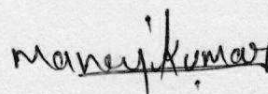
My responsibility as scrutinizer is to ensure that the voting process through electronic means are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast '*in favour*' or '*against*' if any, to the Chairman or his authorized representative, on the resolutions based on the votes casted 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. 06th August, 2020, 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 10th August, 2020 (9:00 A.M) to 12th August, 2020 (5:00 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 13th August, 2020 around 12:05 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 43rd 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 receive, consider and adopt the audited Balance Sheet as at 31st March 2020, 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.

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
105	8982471	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
7	113	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
101	8981160	99.9841



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
11	1424	0.0159

SPECIAL BUSINESS

Resolution 3: Special Resolution

Approval for re-appointment & remuneration of Mr. Mahendra K. Daga (DIN : 00062503) as Chairman and Whole Time Director of the Company for a further period from 1st April, 2021 to 31st March, 2024, 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
101	8982218	99.9959

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
11	366	0.0041

Resolution 4: Special Resolution

Re-appointment of Ms. Tanuja Joshi (DIN: 02065607), Independent Director of the Company not liable to retire by rotation for the further period of 5 (five years) with effect from 03.11.2019 to 02.11.2024.

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
99	8980958	99.9819



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
13	1626	0.0181

Resolution 5: Ordinary Resolution
Approval of 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
100	8982100	99.9946


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	484	0.0054

Based on the aforesaid results, I report that Resolution(s) set out in the notice of the Annual General Meeting held on 13th August, 2020 stands passed with requisite majority.

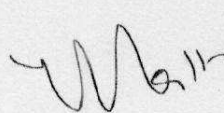
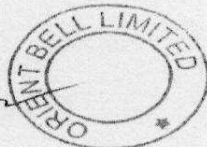
The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

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


Ashu Gupta
Ashu Gupta & Co.
Practising Company Secretary
FCS No.: 4123, CP NO.: 6646
UDIN: F004123B000581095



Place: New Delhi
Date: 14.08.2020



Countersigned by:
For Orient Bell Limited
Company Secretary & Head Legal