

CERTIFIED TRUE COPY OF THE MINUTES OF THE PROCEEDINGS OF DECLARATION OF RESULT OF POSTAL BALLOT OF ORIENT CERAMICS AND INDUSTRIES LIMITED RECORDED ON TUESDAY 22ND MARCH, 2011 AT ITS REGISTERED OFFICE AT 8, INDUSTRIAL AREA, SIKANDRABAD – 203205, DISTRICT BULANDSHAR (U.P.)

Mr. Gurinder Singh Bhatia, General Manager – Logistics and Liaison, Authorized representative for declaration of the results of the Postal ballot Process conducted the declaration of the result in accordance with Section 192 A of the Companies Act, 1956. The following Calendar of Events adopted by the Board of Directors of the Company in their meeting held on 05th February, 2011 to conduct the Postal Ballot Process was noted:

CALENDER OF EVENTS

S. No	Events	Date
1	Date on which consent is given by the Scrutinizer	27/01/2011
2	Date of Board Resolution authorizing the CFO and Company Secretary severally to conduct the entire Postal Ballot Process.	05/02/2011
3	Date of the appointment of scrutinizer (appointed at the Board Meeting).	05/02/2011
4	Date of completion of dispatch of notices and postal ballot forms.	15/02/2011
5	Date of publishing notices in newspapers with regard to completion of dispatch of notice and postal ballot forms.	16/02/2011
6	Last date for receiving postal ballots forms by the Scrutinizer.	18/03/2011
7	Date of submission of the report by the Scrutinizer.	21/03/2011
8	Date of declaration of result by the Chairman or any other authorized person.	22/03/2011
9	Last date of signing of the minutes by the Chairman (within 30 days from the date of declaration of result of postal ballot).	20/04/2011
10	Date of handing over the postal ballot forms to the Company.	22/03/2011

It was noted that the Scrutinizer, Mr. S.K. Kapahi, FCS, Secretary in whole time practice, has submitted his report as per the schedule on 21st March, 2011.

The summary report is as under:-

Particulars	No. of Postal Ballot forms	No. of shares	%of total paid up equity capital
(a) Postal Ballot forms received	58	81,57,376	77.46
	1	585	0.005
(b) Less: Invalid postal ballot forms	57	81,56,791	77.46

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(c) Net valid postal ballot forms (as per register)	56	81,56,769	77.46
(d) Postal Ballot forms with assent for the resolution	1	22	0.00
(e) Postal Ballot forms with dissent for the resolution			

It was observed that the Postal Ballot Process was conducted in accordance and within the time frame laid in the Calendar of Events.

Mr. S.K. Kapahi, Scrutinizer, placed a copy of the Scrutinizer's report before the meeting and Mr. Gurinder Singh Bhatia, General Manager – Logistics and Liaison, Authorized Representative, perused the Scrutinizer's report and declared 56 valid Postal Ballot Forms comprising of 81,56,769 Equity Shares, were in favour of the said proposed Special Resolution. One Postal ballot Form comprising of 22 shares was against the said proposed Special resolution. Keeping in consideration the response of the Members, the following Resolution under section 372 A read with 292 of the Companies Act, 1956, put to vote through Postal Ballot Process under section 192A of the Companies Act, 1956 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 is declared as passed as Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 192A, 292, 372A and other applicable provisions of the Companies Act, 1956, or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consents and approvals of and permissions as may be necessary under any statute for time being in force, or any other approvals as may be required from lenders, the consent and approval of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted to exercise its powers including the powers conferred by this Resolution and with the power to delegate such authority to any person or persons) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise equity shares, preference shares, debentures (whether convertible or non-convertible) or any other financial instruments of its subsidiary, Bell Ceramics Limited; to make/ give from time to time any loan or loans to its subsidiary, Bell Ceramics Limited; give from time to time any guarantee(s) and/or provide any securities, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by its subsidiary, Bell Ceramics Limited, which together with loans and investments already made and guarantees already given favoring Bell Ceramics Limited, shall not exceed the below mentioned limits but may exceed the limits specified in Section 372A of the Companies Act, 1956:

Category	Amount in ₹ Crores
Investments	30.00
Loans	45.00
Guarantees/Securities	125.00
Total	200.00

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the abovesaid investment(s) or loan(s) or guarantee(s) or security(ies) and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Explanatory Statement pursuant to Section 173(2) and 192A of the Companies Act, 1956:

Your Company has acquired control over management and also the majority stake representing 67.72 % of total capital of M/s Bell Ceramics Limited ("BCL") in following manner:

- I. 75,87,709 shares (62.33%)* vide Share Purchase Agreement (SPA) dated September 20, 2010 executed with M/s Bell Ceramics Limited and Mr. S.K. Jatia (erstwhile promoter of BCL) at the rate of ₹ 20.69 per share.

** Apart from 75,87,709 shares, 72,216 shares are under pledge with IDBI Bank which have also been agreed under SPA to be acquired by your Company after release of pledge.*

- II. 6,56,475 shares (5.39%) under Open Offer made to the Public shareholders of BCL under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 at the rate of ₹ 25/- per share.

BCL has thus, became your Company's subsidiary with effect from 29th December, 2010. Subsequently your company has advanced loans to BCL within the limits specified under section 372A of the Companies Act, 1956.

Further, BCL is availing Fund Based and Non Fund Based limits from its existing lender banks against which the erstwhile promoters of BCL have given their personal guarantees to the lender banks. As per the terms of SPA, your Company has to replace the personal guarantees given by the erstwhile promoters with its Corporate Guarantee aggregating to ₹ 8,123 Lacs as per following details:

1	IDBI Bank Limited	2,570.00
2	Punjab National Bank	280.00
3	Bank of India	1,895.00
4	Bank of Bahrain and Kuwait	570.00
	Total	8,123.23

Further, in order to facilitate smooth business operations at BCL, your Company has to make further investments, advance loans, provide securities / give guarantees for and on behalf of BCL which will exceed the ceilings prescribed under Section 372 A of the Companies Act, 1956.

The investments, loans, guarantees and securities made /proposed to be made will be out of your Company's own /surplus funds/ internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and the loans shall be prevailing market rates.

As per Section 372A of the Companies Act, 1956, no Company can make any loan, or give guarantee to, or provide security in connection with a loan, or acquire by way of subscription, purchase or otherwise the securities of other body corporate exceeding 60% of its paid-up capital and free reserves or 100% of its free reserves, whichever is more, unless the same is previously authorized by a Special Resolution. The section further provides that in case of guarantee to be given beyond above said limits, it may be authorized by the Board of Directors and confirmed by the shareholders within twelve months of its passing by the Board of Directors or on /before the date of next AGM, whichever is earlier.

Since the amount of loans/ investments/ guarantees/ securities proposed in the Resolution would be in excess of above prescribed limits, approval of the shareholders by means of Special Resolution through Postal Ballot process is required. This permission is sought pursuant to the provisions of Section 372A read with Sections 192A and 292 of the Companies Act, 1956 to give powers to the Board of Directors for making further investments, loans, guarantees and providing securities together with the loans, investments already made, guarantee given (if any) up to limit of ₹ 200 Crores as specified in Resolution.

The proposal outlined above is in the interest of the Company and the Board of Directors commends the passing of the Resolution as set out in the accompanying notice. Your consent is sought by voting through Postal Ballot in accordance with Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution through Postal Ballot) Rules, 2001.

Mr. Mahendra K. Daga, Chairman & Managing Director, Mr. Madhur Daga, Executive Director, Mr. R.N. Bansal and Mr. N.R. Srinivasan, Independent Directors of Orient Ceramics And Industries Ltd. are also Directors in Bell Ceramics Limited. Thus, except Mr. Mahendra K. Daga, Mr. Madhur Daga, Mr. R.N. Bansal and Mr. N.R. Srinivasan to the extent indicated, none of the Director(s) of the Company is, in any way, concerned or interested either directly or indirectly in the aforesaid Resolution.

The above result be put on the notice boards of Corporate Office and Registered Office of the Company.

For Orient Ceramics And Industries Limited

Place : Sikandrabad, U.P.

Date : 12th April, 2011

Sd/-

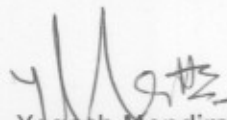
Gurinder Singh Bhatia

General Manager – Logistics and Liaison

Authorized Representative

Certified True Copy

For Orient Ceramics And Industries Limited


Yogesh Mendiratta
Company Secretary