ORIENT Bell
WALL & FLOOR TILES

OBL:HO:SEC:00: New Delhi : 16.09.2016

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga BuildingPhiroze 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. : Scrutinizer's report on remote e-voting and poll conducted on the resolutions envisaged in the notice calling 39th Annual General Meeting(AGM) held on 14.09.2016.

Dear Sir/Madam,

For the purpose of casting votes for passing of resolutions envisaged in the Notice calling 39th Annual General Meeting (AGM) of the Company, the members were given facility of remote e-voting to cast their votes electronically from 11th September, 2016 (0900 hrs) to 13th September, 2016 (1700 hrs). For the members who have not casted their votes electronically and were present at the venue of AGM, voting was conducted through poll. The AGM commenced at 11:30 A.M. and concluded at 1:25 P.M.

The Board of Directors had appointed Ms. Ashu Gupta, Practicing Company Secretary as the Scrutinizer for e-voting as well as for poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the closure of e-voting period and also of the polling papers received till the conclusion of the meeting and submitted its consolidated report dated 16.09.16 for e-voting process and for poll conducted at AGM.

The above mentioned reports are enclosed for your reference and records.

Yours faithfully,
for Orient Bell Limited

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

Encl: as above

ORIENT BELL LIMITED
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Nangal Raya, New Delhi - 110 046, India.
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REGD. OFFICE : 8 Industrial Area, Sikandrabad - 203 205 (U.P.) India.
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Ashu Gupta & Co.
COMPANY SECRETARIES

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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 by Companies (Management and Administration) Amendment Rules, 2015)

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 ballot paper at the 39th Annual General Meeting of the Company held on 14th September, 2016.

Your Company has provided a facility to the shareholders to exercise their votes on the resolution(s) as set out in the notice of the 39th Annual General Meeting dated 27th July, 2016 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.

We were appointed as the scrutinizer by the Board of Directors of 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 aforesaid remote e-voting process and voting through 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 27th July, 2016 convening the 39th Annual General Meeting of the Company held on 14th September, 2016 at the Registered Office of the Company at 8, Industrial Area, Sikandrabad–203 205, Distt. Bulandshahr (U.P.)

The compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules made under the Companies Act, 2013 relating to voting through electronic means.. remote e-voting & voting through ballot/polling paper on the resolutions proposed in the notice of the 39th Annual General Meeting of the Company is the responsibility of the management.

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Our 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 Chairperson of the meeting on the resolutions, based on the 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:

The notice dated 27h July, 2016 convening the 39th Annual General Meeting of the Company held on 14th September, 2016 was sent to the shareholders of the Company.

The shareholders of the Company holding shares on the "cut-off date" i.e. 07th September, 2016 were entitled to vote on the resolutions proposed as set out in the notice of the 39th Annual General Meeting by remote e-voting or voting through ballot/polling paper at the 39th Annual General Meeting.

1. The remote e-voting period remained open from 11th September, 2016 (9:00 A.M) to 13th September, 2016 (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 ballot paper.

2. 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.

3. 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 authorizations/proxies lodged with the Company.

4. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

5. After counting the votes cast by the members present at the 39th Annual General Meeting through ballot paper, the votes cast through remote e-voting were unblocked on 14th September, 2016 around 01.40 P.M. in the presence of two witnesses Ms. Sanjana Chawla D/o Shri. Shyam Sunder Chawla and Mr. Akshay Kapoor S/o Yash Kapoor, who are

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not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.

Signature:
Name- Sanjana Chawla

Signature:
Name- Akshay Kapoor

7. We have scrutinized the votes cast through electronic means and voting through ballot papers at the Annual General Meeting only for the purpose of this report.

8. The result of the voting is as per ***Annexure 1*** attached herewith. We have observed that:
   All Resolution(s) set out in the notice of the 39th Annual General Meeting dated 27th July, 2016 stands passed with requisite majority.

9. The register, all other papers and relevant records relating to voting shall remain in our custody under our observation until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe custody.

Thanking you,
Yours truly,

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

Date: 16.09.2016
Place: New Delhi

ANNEXURE 1

Consolidated Scrutinizer Report on voting through ballot paper and remote e-voting of Orient Bell Limited

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
1	Adoption of the audited Balance Sheet as at 31st March 2016, 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. (Ordinary Resolution)									
A Mode of Voting (E-VOTING)		22	10,264,825	10,264,825	10,264,810	99.9999	15	0.0001	0	0
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		46	10,320,266	10,320,266	10,320,251	99.9999	15	0.0001	0	0
2	Approval for re-appointment of Mr. Madhur Daga (DIN: 00062149) as Director retiring by rotation. (Ordinary Resolution)									
A Mode of Voting (E-VOTING)		22	10,264,825	5,092,403	5,092,388	99.9997	15	0.0003	5	5,172,422
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		46	10,320,266	5,147,844	5,147,829	99.9997	15	0.0003	5	5,172,422

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Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
3	Declaration of dividend on equity shares. (Ordinary Resolution)									
A Mode of Voting (E-VOTING)		22	10,264,825	10,264,825	10,264,810	99.9999	15	0.0001	0	0
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		46	10,320,266	10,320,266	10,320,251	99.9999	15	0.0001	0	0

4	Approval of appointment of M/s S.R. Dinodia & Co., LLP, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting. (Ordinary Resolution)									
A Mode of Voting (E-VOTING)		21	10,264,041	10,264,041	10,264,026	99.9999	15	0.0001	0	0
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL		45	10,319,482	10,319,482	10,319,467	99.9999	15	0.0001	0	0

5	Approval for re-appointment and remuneration of Mr. Madhur Daga (DIN: 00062149) as Whole Time Director (designated as Joint Managing Director) for a period from 01.10.2016 to 31.03.2019. (Special Resolution)									
A Mode of Voting (E-VOTING)		22	10,264,825	5,092,403	5,092,388	99.9997	15	0.0003	5	5,172,422
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		46	10,320,266	5,147,844	5,147,829	99.9997	15	0.0003	5	5,172,422

ASHU GUPTA & CO. NEW DELHI COMPANY SECRETARIES

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of votes valid polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
6	Approval for re-appointment and remuneration of Mr. K.M. Pal (DIN: 01171860) as Whole Time Director (designated as Executive Director & CFO) for a period from 01.04.2017 to 31.03.2020. (Special Resolution)									
A Mode of Voting (E-VOTING)		22	10,264,825	10,264,825	10,264,810	99.9999	15	0.0001	0	0
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		46	10,320,266	10,320,266	10,320,251	99.9999	15	0.0001	0	0
7	Approval for re-appointment of Mr. R.N. Bansal (DIN: 00270908) as Independent Director for his second term from 30.09.2016 to 29.09.2018. (Special Resolution)									
A Mode of Voting (E-VOTING)		21	10,264,041	10,264,041	10,264,026	99.9999	15	0.0001	0	0
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		45	10,319,482	10,319,482	10,319,467	99.9999	15	0.0001	0	0

8	Approval for appointment of Mr. Sameer Kamboj (DIN: 01033071) as Independent Director, not liable to retire by rotation for a period upto 26.07.2021. (Ordinary Resolution)									
A Mode of Voting (E-VOTING)		21	10,264,041	10,264,041	10,264,026	99.9999	15	0.0001	0	0
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		45	10,319,482	10,319,482	10,319,467	99.9999	15	0.0001	0	0

ASHU GUPTA & CO. NEW DELHI COMPANY SECRETARIES

Resolution No.	Subject of Resolutions	No of members voted	No. of Shares held	No. of valid votes polled	No. of Votes in favour	%of votes in favour on votes polled	No. of votes against	% of votes against on votes polled	No. members whose votes were declared invalid	No of votes cast by them declared invalid
9	Approval of charges towards delivery of documents through a particular mode of service as required by member u/s 20 of the Companies Act, 2013. (Ordinary Resolution)									
A Mode of Voting (E-VOTING)		21	10,264,041	10,264,041	10,264,026	99.9999	15	0.0001	0	0
B Mode of Voting (Ballot Paper)		24	55,441	55,441	55,441	100.0000	0	0.0000	0	0
TOTAL(A+B)		45	10,319,482	10,319,482	10,319,467	99.9999	15	0.0001	0	0

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