

Encl: as above

OBL:HO:SEC:00:

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.

New Delhi: 16.09.2016

Exchange Plaza,

Plot No. C/1, G Block,

Bandra-Kurla Complex,

Bandra (E)

Mumbai-400 051

Stock Code: ORIENTBELL

Sub.: Declaration of Voting Results of the 39th Annual General Meeting(AGM) of the Company.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please note that Shareholders of the Company have, in 39th Annual General Meeting (AGM) of the Company held on 14th September, 2016 at 11:30A.M. at the registered office of the Company approved the businesses as per the notice calling said meeting. The details regarding the voting results (through E-voting and Poll) in the format prescribed by SEBI is enclosed as annexure A. The AGM commenced at 11:30 A.M. and concluded at 1:25 P.M.

Further, please note that the mode of voting on the resolutions was as under:

1. Through e-voting between the period 11.09.2016 (900hrs) to 13.09.2016 (1700 hrs).

2. Poll conducted at the meeting.

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

CORPORATE OFFICE: Iris House, 16 Business Centre Nangal Raya, New Delhi - 110 046, India. Tel.: +91 11 4711 9100, Fax: +91 11 2852 1273

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| | | • | - | - |

| Date of the AGM | 14.09.2016 |
|--|------------|
| Total number of shareholders on record date (i.e. 07.09.2016) | 12,933 |
| No. of shareholders present in the meeting in person: | 33 |
| No. of shareholders present in the meeting through proxy: | nil |
| Promoters and Promoter Group: | |
| Public: | 7 |
| No. of Shareholders attended the meeting through Video Conferencing: | Nii |
| Promoters and Promoter Group: | N. |
| Public: | Nil |
| | |

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For ORIENT BELL LINITED

Company Secretary & Head-Legal

ended on that date and the reports of Directors' and Statutory Auditors' thereon. Resolution: 1:-Adoption of the audited Balance Sheet as at 31st March 2016, the Profit & Loss Account and Cash Flow Statement for the financial year

| Resolution required: (Ordinary/ Special) | ary/ Specia |) | | | Ordinary | | | |
|---|-------------|--------------|--------------|-------------------------------------|----------------|------------------------------|---|-----------------------------|
| Whether promoter/ promoter group are interested | ter group a | e interested | | | No | | | |
| in the agenda/resolution? | | , 2 | | | | | | |
| Category | Mode of | No. of | No. of votes | No. of votes % of Votes Polled on | No. of Votes - | No. of Votes – % of Votes in | % of Votes in | % of Votes |
| 100 | Voting | shares held | polled | outstanding shares | in favour | against (5) | | against on |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | 3 | votes polled votes polled (6)=[(4)/(2)]* (7)=[(5)/(2)]* | votes polled (7)=[(5)/(2)]* |
| | | | | | | | 100 | 100 |
| | E-Voting | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| Promoter and Promoter | Poll | 10,256,655 | 1 | 1 | - | 1 | ı | ī |
| C. C. | Total | | 10,256,655 | 100.0000 | 10,256,655 | - | 100.0000 | 0.0000 |
| | E-Voting | | 1 | - | 1 | 1 | , | ı |
| Public - Institutions | Poll | 14,693 | ī | 1 | 1 | - | | 1 |
| (| Total | | | | 1 | 1 | | 1 |
| | E-Voting | | 8,170 | 0.2190 | 8,155 | 15 | 99.8164 | 0.1836 |
| Public – Non Institutions | Poll | 3,731,053 | 55,441 | 1.4859 | 55,441 | 1 | 100.0000 | 0.0000 |
| | Total | | 63,611 | 1.7049 | 63,596 | 15 | 99.9764 | 0.1836 |
| Total | | 14,002,401 | 10,320,266 | 73.7035 | 10,320,251 | 15 | 99.9999 | 0.0001 |
| | | | | | | | | |

(2)

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For CRIENT SELL LINITED
Company Secretary & Head-Legal

| Resolution: 2:-Approval for re-appointment of Mr. Madhur Daga (DIN: 00062149) as Director retiring by rotation. | re-appointr | nent of Mr. M | adhur Daga (D | IN: 00062149) as Dire | ctor retiring by re | otation. | | |
|---|--------------|---------------|---------------|-----------------------|---------------------|------------------------------|---------------------------------|----------------|
| Resolution required: (Ordinary/ Special) | ary/ Special | | | E | Ordinary | , | | |
| Whether promoter/ promoter group are interested | ter group ar | e interested | | | Yes | | gr | |
| in the agenda/resolution? | 72 | | | | | | | |
| Category | Mode of | No. of | No. of votes | % of Votes Polled on | No. of Votes - | No. of Votes – % of Votes in | % of Votes in | % of Votes |
| | Voting | shares held | polled | outstanding shares | in favour | against (5) | | against on |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | 0.00 | | votes polled |
| | | | | | | | (6)=[(4)/(2)]* (7)=[(5)/(2)]* | (7)=[(5)/(2)]* |
| | | | | | | | 100 | 100 |
| | | | | | | | X | |
| | E-Voting | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| Promoter and Promoter | Poll | 10,256,655 | _ | - | 1 | 1 | 1 | 1 |
| Group | Total | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| | E-Voting | | - | 1 | ī | ı | - | ī |
| Public – Institutions | Poll | 14,693 | _ | - | 1 | 1 | 1 | 1 |
| | Total | | 1 | | 1 | ì | 1 | 1 |
| | E-Voting | | 8,170 | 0.2190 | 8,155 | 15 | 99.8164 | 0.1836 |
| Public – Non Institutions | Poll | 3,731,053 | 55,441 | 1.4859 | 55,441 | _ | 100.0000 | 0.0000 |
| | Total | | 63,611 | 1.7049 | 63,596 | 15 | 99.9764 | 0.1836 |
| Total | | 14,002,401 | 10,320,266 | 73.7035 | 10,320,251 | 15 | 99.9999 | 0.0001 |

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Company Secretary & Head-Legal

| Paralistica manifodi (Ordin) | | | Control of the Contro | | | | | |
|---|--------------|--------------|--|------------------------------------|----------------|------------------------------|---------------------------------|----------------|
| Resolution required: (Ordinally) Special | ary/ Special | _ | | | Ordinary | | | |
| Whether promoter/ promoter group are interested | er group ar | e interested | / | | No | | | |
| in the agenda/resolution? | | | | | | | | |
| _ | Mode of | No. of | No. of votes | No. of votes % of Votes Polled on | No. of Votes - | No. of Votes – % of Votes in | % of Votes in | % of Votes |
| | Voting | shares held | polled | outstanding shares | in favour | against (5) | favour on | against on |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | | votes polled | votes polled |
| | | | | | | | (6)=[(4)/(2)]* (7)=[(5)/(2)]* | (7)=[(5)/(2)]* |
| | | | | | | | 100 | 100 |
| | | | | | | | | |
| | E-Voting | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| romoter | Poll | 10,256,655 | - | - | - | - | 1 | 1 |
| Group | Total | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| | E-Voting | | 1 | - | 1 | - | | 1 |
| Public – Institutions | Poll | 14,693 | 1 | | 1 | | , | 1 |
| | Total | | t | | - | 1 | 1 | ı |
| | E-Voting | | 8,170 | 0.2190 | 8,155 | 15 | 99.8164 | 0.1836 |
| Public – Non Institutions | Poll | 3,731,053 | 55,441 | 1.4859 | 55,441 | 1 | 100.0000 | 0.0000 |
| | Total | | 63,611 | 1.7049 | 63,596 | 15 | 99.9764 | 0.1836 |
| Total | | 14,002,401 | 10,320,266 | 73.7035 | 10,320,251 | 15 | 99.9999 | 0.0001 |

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Compa
Secretary & Head-Legal

(h)

Resolution: 4:-Approval of appointment of M/s S.R. Dinodia & Co., LLP, Chartered Accountants as Statutory Auditors from the conclusion of this al General Meeting till the conclusion of next Annual General Meeting.

| Annual General Meeting till the conclusion of next Annual General Meeting | the conclus | ion of next An | ınual General i | vieeting. | 72 | | | |
|---|--------------|----------------|-----------------|---|------------|------------------------------|---------------------------------|----------------|
| Resolution required: (Ordinary/ Special) | ary/ Special |) | | | Ordinary | | | |
| Whether promoter/ promoter group are interested | ter group ar | e interested | | | No | | | |
| in the agenda/resolution? | | | | | | | | |
| Category | Mode of | No. of | No. of votes | No. of votes % of Votes Polled on No. of Votes - | | No. of Votes – % of Votes in | % of Votes in | % of Votes |
| | Voting | shares held | polled | outstanding shares | in favour | against (5) | favour on | against on |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | | votes polled | votes polled |
| | | | | | | | (6)=[(4)/(2)]* $(7)=[(5)/(2)]*$ | (7)=[(5)/(2)]* |
| | | | | 75 | 9 | | 100 | 100 |
| | E-Voting | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| Promoter and Promoter | Poll | 10,256,655 | 1 | - | ī | 1 | , | 1 |
| Group | Total | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| | E-Voting | | 1 | | ï | ı | 1 | ı |
| Public – Institutions | Poll | 14,693 | 1 | 1 | , | ī | | ' |
| | Total | 19 | ı | | ī | ı | 1 | 1 |
| | E-Voting | | 7,386 | 0.1980 | 7,371 | 15 | 99.7969 | 0.2031 |
| Public - Non Institutions | Poll | 3,731,053 | 55,441 | 1.4859 | 55,441 | 1 | 100.0000 | 0.0000 |
| N. A. | Total | | 62,827 | 1.6839 | 62,812 | 15 | 99.9761 | 0.2031 |
| Total | | 14,002,401 | 10,319,482 | 73.6979 | 10,319,467 | 15 | 99.9999 | 0.0001 |
| | | | | | | | | |

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CompaN Secretary & Head-Legal

| 0.0001 | 99.9999 | 15 | 10,320,251 | 73.7035 | 10,320,266 | 14,002,401 | | Total |
|-----------------------------|---|---|----------------|-----------------------|----------------|----------------|--------------|---|
| 0.1836 | 99.9764 | 15 | 63,596 | 1.7049 | 63,611 | | Total | |
| 0.0000 | 100.0000 | 1 | 55,441 | 1.4859 | 55,441 | 3,731,053 | Poll | Public - Non Institutions |
| 0.1836 | 99.8164 | 15 | 8,155 | 0.2190 | 8,170 | | E-Voting | |
| - | 1 | 1 | 1 | 1 | - | | Total | y. |
| - | - | 1 | 1 | | 1 | 14,693 | Poll | Public - Institutions |
| 1 | - | 1 | e L | 1 | 1 | | E-Voting | |
| 0.0000 | 100.0000 | 1 | 10,256,655 | 100.0000 | 10,256,655 | | Total | group |
| - | | 1 | 1 | 1 | 1 | 10,256,655 | Poll | Figure and Figure |
| 0.0000 | 100.0000 | 1 | 10,256,655 | 100.0000 | 10,256,655 | | E-Voting | Dromotor and Dromotor |
| 100 | 100 | | | | | 8 4 | 7 2 | |
| votes polled (7)=[(5)/(2)]* | votes polled votes polled (6)=[(4)/(2)]* (7)=[(5)/(2)]* | | (4) | (3)=[(2)/(1)]* 100 | (2) | (1) | | |
| against on | favour on | against (5) | in favour | outstanding shares | polled | shares held | Voting | |
| % of Votes | % of Votes in | No. of Votes – % of Votes in | No. of Votes - | % of Votes Polled on | No. of votes | No. of | Mode of | Category |
| | | | | | | | - | in the agenda/resolution? |
| | | | Yes | | | re interested | iter group a | Whether promoter/ promoter group are interested |
| | | | Special | | | I) | nary/ Specia | Resolution required: (Ordinary/ Special) |
| | 220 | | | | 1.03.2019. | 1.10.2016 to 3 | eriod from C | Managing Director) for a period from 01.10.2016 to 31.03.2019 |
| d as Joint | ctor (designated | as Whole Time Director (designated as Joint | | 1r. Madhur Daga (DIN: | uneration of N | ment and rem | r re-appoint | Resolution: 5:- Approval for re-appointment and remuneration of Mr. Madhur Daga (DIN: 00062149) |
| | | | | | | | | |



| | | | | < */ DINI 0117 | 110C01 ~ Whole | Time Director | docionated as F | VACIITIVA |
|--|--------------|----------------|--------------------|------------------------------------|------------------|----------------|---------------------------------|----------------|
| Resolution: 6:- Approval for re-appointment and remainer after the resolution of the contract the resolution of the contract the contra | re-appoint | Helit din leii | מווכו מנוטוו טו וא | II. K.IVI. Fai (Dilv. OII) | T000) 03 441101C | | 2000 | |
| Director & CFO) for a period from 01.04.2017 to 31.03.2020 | from 01.04 | .2017 to 31.03 | 3.2020. | | | | | |
| Resolution required: (Ordinary/ Special) | ary/ Special | | | | Special | | | |
| Whether promoter/ promoter group are interested | ter group ar | e interested | | | No | | | |
| in the agenda/resolution? | | | | | | | | |
| Category | Mode of | No. of | No. of votes | No. of votes % of Votes Polled on | No. of Votes - | No. of Votes - | % of Votes in | % of Votes |
| | Voting | shares held | polled | outstanding shares | in favour | against (5) | favour on | against on |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | Ti. | votes polled | votes polled |
| | | | | | | | (6)=[(4)/(2)]* (7)=[(5)/(2)]* | (7)=[(5)/(2)]* |
| | | | | | | | 100 | 100 |
| | | | | | | | | |
| | E-Voting | | 10,256,655 | 100.0000 | 10,256,655 | - | 100.0000 | 0.0000 |
| Tolliotei | Poll | 10,256,655 | 1 | î | 1 | 1 | 1 | 1 |
| Group | Total | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| | E-Voting | | Ţ | 1 | 1 | 1 | , | - |
| Public – Institutions | Poll | 14,693 | - | - | | ı | ı | 1 |
| | Total | | - | - | - | 1 | 1 | 1 |
| | E-Voting | | 8,170 | 0.2190 | 8,155 | 15 | 99.8164 | 0.1836 |
| Public – Non Institutions | Poll | 3,731,053 | 55,441 | 1.4859 | 55,441 | - | 100.0000 | 0.0000 |
| | Total | | 63,611 | 1.7049 | 63,596 | 15 | 99.9764 | 0.1836 |
| Total | | 14,002,401 | 10,320,266 | 73.7035 | 10,320,251 | 15 | 99.9999 | 0.0001 |

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For CRIENT SELL LINITED
Company Secretary & Head-Legal

(4)

| Resolution: 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. | re-appointr | nent of Mr. R. | N. Bansal (DIN | : 00270908) as Indepe | ndent Director fo | or his second te | rm from 30.09. | .2016 to |
|--|--------------|----------------|----------------|-----------------------|-------------------|------------------------------|---------------------------------|----------------|
| Resolution required: (Ordinary/ Special) | ary/ Special | | | | Special | | | |
| Whether promoter/ promoter group are interested | ter group ar | e interested | | | No | | | |
| in the agenda/resolution? | | | | | | | | |
| Category | Mode of | No. of | No. of votes | % of Votes Polled on | No. of Votes - | No. of Votes – % of Votes in | % of Votes in | % of Votes |
| | Voting | shares held | polled | outstanding shares | in favour | against (5) | favour on | against on |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | , | votes polled | votes polled |
| | | . 11 | | | | 91 | (6)=[(4)/(2)]* $(7)=[(5)/(2)]*$ | (7)=[(5)/(2)]* |
| 2 | | | | | 120 | | 100 | 100 |
| | E-Voting | | 10,256,655 | 100.0000 | 10,256,655 | 1 | 100.0000 | 0.0000 |
| romoter | Poll | 10,256,655 | 1 | - | 1 | 1 | r. | ı |
| Group | Total | | 10,256,655 | 100.0000 | 10,256,655 | - | 100.0000 | 0.0000 |
| | E-Voting | | 1 | - | 1 | 1 | 1 | 1 |
| Public – Institutions | Poll | 14,693 | - | - | Ţ | 1 | 1 | 1 |
| | Total | | - | - | - | 1 | 1 | 1 |
| | E-Voting | | 7,386 | 0.1980 | 7,371 | 15 | 99.7969 | 0.2031 |
| Public - Non Institutions | Poll | 3,731,053 | 55,441 | 1.4859 | 55,441 | ī | 100.0000 | 0.0000 |
| | Total | | 62,827 | 1.6839 | 62,812 | 15 | 99.9761 | 0.2031 |
| Total | | 14,002,401 | 10,319,482 | 73.6979 | 10,319,467 | 15 | 99.9999 | 0.0001 |



(8)

Resolution required: (Ordinary/ Special) upto 26.07.2021. Category in the agenda/resolution? Whether promoter/ promoter group are interested Resolution: 8:-Approval for appointment of Mr. Sameer Kamboj (DIN: 01033071) as Independent Director, not liable to retire by rotation for a period Public – Non Institutions Public – Institutions **Promoter and Promoter** Group Voting Poll E-Voting Poll Poll E-Voting Total Total E-Voting Total Mode of shares held 10,256,655 3,731,053 No. of 14,693 No. of votes 10,256,655 10,256,655 polled (2) 62,827 55,441 7,386 % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 100.0000 100.0000 1.6839 0.19801.4859 No. of Votes in favour 10,256,655 10,256,655 (4) Ordinary 62,812 55,441 7,371 N_o No. of Votes – % of Votes in against 15 15 (5) (6)=[(4)/(2)]*votes polled favour on 100.00000 100.00000 99.97612 100.00000 99.79691 (7)=[(5)/(2)]* votes polled against on % of Votes 0.20309 0.00000 0.20309 0.00000 0.00000 100



2

Total

14,002,401

10,319,482

73.6979

10,319,467

15

99.99985

0.00015

| Companies Act, 2013. | Resolution: 9:-Approval of charges towards delivery of documents through a particular mode of service a | |
|----------------------|---|---|
| nies A | tion: 9 | |
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| companies Act, 2013. | | | | | | | | |
|---|--------------|--------------|--------------|-------------------------------------|----------------|------------------------------|---|-----------------------------|
| Resolution required: (Ordinary/ Special) | ary/ Special |) | | | Ordinary | 18 | | |
| Whether promoter/ promoter group are interested | ter group ar | e interested | | | No | | | |
| in the agenda/resolution? | | | | | S | | 11 . | |
| Category | Mode of | No. of | No. of votes | No. of votes % of Votes Polled on | No. of Votes - | No. of Votes – % of Votes in | % of Votes in | % of Votes |
| | Voting | shares held | polled | outstanding shares | in favour | against (5) | favour on | against on |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | <u> </u> | votes polled votes polled (6)=[(4)/(2)]* (7)=[(5)/(2)]* | votes polled (7)=[(5)/(2)]* |
| | | 20 | | | 2 | | 100 | 100 |
| , | E-Voting | | 10,256,655 | 100.00000 | 10,256,655 | - | 100.00000 | 0.00000 |
| Promoter and Promoter | Poll | 10,256,655 | _ | 1 | 1 | 1 | ١ | 1 |
| Group | Total | | 10,256,655 | 100.00000 | 10,256,655 | - | 100.00000 | 0.00000 |
| | E-Voting | | 1 | · | 1 | - | , | , |
| Public – Institutions | Poll | 14,693 | 1 | 1 | | 1 | 1 | - |
| | Total | 3 8 8 3 | - | 1 | 1 | 1 | 1 | 1 |
| | E-Voting | . N | 7,386 | 0.19796 | 7,371 | 15 | 99.79691 | 0.20309 |
| Public - Non Institutions | Poll | 3,731,053 | 55,441 | 1.48593 | 55,441 | 1 | 100.00000 | 0.00000 |
| | Total | | 62,827 | 1.68389 | 62,812 | 15 | 99.97612 | 0.20309 |
| Total | | 14,002,401 | 10,319,482 | 73.69795 | 10,319,467 | 15 | 99.99985 | 0.00015 |
| | | | | | | | | |

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Company Secretary & Head-Legal