

Date: September 21, 2019

To,

**BSE Limited**  
Floor 25, P J Towers  
Dalal Street  
Mumbai - 400001

**National Stock Exchange of India Ltd**  
Bandra Kurla Complex  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra (East), Mumbai - 400051

**Sub:** *Submission of Scrutinizer's Report.*

**Ref:** BSE: Scrip Code: **513121**, NSE SYMBOL: **ORICONENT**

Dear Sir,

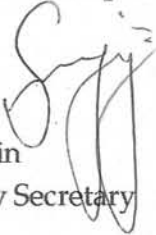
With reference to the captioned subject, we are enclosing herewith Combined Report of Scrutinizer for e-voting & voting through ballot process for 49<sup>th</sup> Annual General Meeting of the Company held on Saturday, September 21, 2019 at 10:00 A.M. at Shri S.K. Somani Memorial Hall, Hindi Vidhya Bhavan, 79, Marine Drive, Mumbai - 400002.

We hope you will find it in order and request you to take the same on your records.

Thanking you,

Yours faithfully,

For **Oricon Enterprises Limited**

  
Sanjay Jain  
Company Secretary



# NIRALI MEHTA

COMPANY SECRETARY

The Chairman, Whole Time Directors and the Company Secretary  
Oricon Enterprises Limited,  
CIN: L24230MH1958PLC011078  
1076, Dr. E. Moses Road,  
Worli, Mumbai-400018

Dear Sir,

I would like to thank you for appointing me as the Scrutinizer for remote e-voting and the voting by your members at the 49<sup>th</sup> Annual General Meeting (hereinafter referred to as "AGM") of your Company held on September 21, 2019 at 10:00 AM.

I am pleased to submit the Consolidated Scrutinizer's Report which is comprehensive.

  
  
Nirali Mehta  
Company Secretary

Membership No.: A37734  
COP No.: 20754

Place: Mumbai

Date: September 21, 2019

505, C- Wing, Trade World, Kamla Mill Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400013  
Contact: +91 8169175537/+91 9819733214  
PAN: AZRPM4701G

## SCRUTINIZER'S REPORT

**Name of the Company** : Oricon Enterprises Limited  
**Meeting** : 49<sup>th</sup> Annual General Meeting  
**Day, Date and Time** : Saturday, September 21, 2019, 10:00 AM  
**Venue** : Shri S .K. Somani Memorial Hall, 79, Marine Drive,  
Mumbai-400020.

### 1. APPOINTMENT AS SCRUTINIZER

I was appointed as the Scrutinizer for the remote e-voting as well as the voting concluded at the 49<sup>th</sup> AGM of Oricon Enterprises Limited (hereinafter referred to as the "Company") under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the companies (Management and Administrative) Rules, 2014 and the provisions of Regulation 44 of Securities and Exchange Board (Listing Obligation and disclosure Requirements) Regulations, 2015 for the purpose of:

- Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the companies (Management and Administrative) Rules, 2014 and the provisions of Regulation 44 of Securities and Exchange Board (Listing Obligation and disclosure Requirements) Regulations, 2015.
- Voting through ballot at the 49<sup>th</sup> AGM of the members of the Company.

### 2. DISPATCH OF NOTICE CONVENING THE AGM

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the Depositories viz. National Securities Depository Limited (Hereinafter referred to as "NSDL") and Central Depository Services (India) Limited (Hereinafter referred to as "CDSL") the Company commenced dispatch of the Notice of the 49<sup>th</sup> AGM as under:

- **Electronic Mode:** On August 26, 2019, 17595 members who had registered their email ids with the company/depositories were sent the Annual Report and the Notice of the AGM of the Company by email.
- **Physical Mode:** On August 27, 2019, 6387 members were sent the Annual Report and the Notice of the AGM of the Company by courier.



### 3. CUT-OFF DATE

Voting rights were reckoned as on Saturday September 14, 2019 being the cut-off date for the purpose of deciding the entitlement of members for the remote e-voting and voting at the AGM.

### 4. REMOTE E-VOTING PROCESS

- **Agency:** The Company appointed NSDL as the agency for providing the remote e-voting platform.
- **Remote e-voting period:** Remote e-voting platform was open from 09:00 AM on Wednesday September 18, 2019 till 05:00 PM Friday, September 20, 2019 and the members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by NSDL.

### 5. VOTING AT AGM

After the Chairman of the AGM announced the commencement of voting, the members present in the meeting who could not participate in the remote e-voting process to record their votes, participated in the voting through ballot voting.

### 6. COUNTING PROCESS

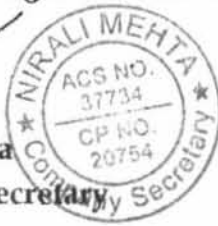
- After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized.
- On completing of the voting at the AGM, votes casted through the ballot during the AGM were reconciled with the records maintained by the Company and the Registrar and Share Transfer Agent of the Company with the Authorization/Proxies lodged with the Company.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- I unlocked the remote e-voting results on the NSDL remote e-voting portal in the presence of two witness who were not the employees of the Company and downloaded the remote e-voting results.



## 7. RESULTS

- We observed that :
  - 15 members had casted their votes at the AGM
  - 48 members has casted their votes through remote e-voting.
- Consolidated results with respect to each of the items on the agenda as set out in the Notice of the AGM dated August 09, 2019 is enclosed herewith.
- Based on the aforesaid results, we report that Nine Ordinary or Special Resolutions as set out in the items 1 to 9 of the Notice of the AGM dated August 09, 2019 have been passed with the requisite majority.

*Nirali*  
Nirali Mehta  
Company Secretary



Membership No.: A37734  
COP No.: 20754

For ORICON ENTERPRISES LTD.

*[Signature]*  
Company Secretary

Place: Mumbai

Date: September 21, 2019

CONSOLIDATED RESULTS

ITEM NO. 1: Approval of Audited Standalone and Consolidated Financial Statement together with Auditors Report.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	48	66204612	15	15133620	63	81338232	100.00
Dissent	0	0	0	0	0	0	0.00
Total	48	66204612	15	15133620	63	81338232	100.00

ITEM NO. 2: Declare dividend on Equity Shares for the Year ended March 31, 2019

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	48	66204612	15	15133620	63	81338232	100.00
Dissent	0	0	0	0	0	0	0.00
Total	48	66204612	15	15133620	63	81338232	100.00



*Anand*

ITEM NO. 3: Re-Appointment of Mr. Varun Somani (DIN: 00015384) as a Director who retires by rotation.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	45*	61036587*	15	15133620	60*	76170207*	100.00
Dissent	1	350	0	0	1	350	0.00
Total	46*	61036937*	15	15133620	61*	76170557*	100.00

\*Votes casted by 2 entities for 5167675 shares were treated as invalid as the entities were interested in the resolution.

ITEM NO. 4: Re-Appointment of Ms. Sujata Parekh Kumar (DIN: 00016335) as a Director who retires by rotation.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	44	60499282	15	15133620	59	75632902	100.00
Dissent	2	850	0	0	2	850	0.00
Total	46	60500132	15	15133620	61	75633752	100.00



*Nirali*

ITEM NO. 5: Reappointment of Mr. Vinod Mimani (DIN: 00053976) as an Independent Director of the Company for second term of 5 years

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	48	66204262	15	15133620	63	81337882	100.00
Dissent	1	350	0	0	1	350	0.00
<b>Total</b>	<b>49</b>	<b>66204612</b>	<b>15</b>	<b>15133620</b>	<b>64</b>	<b>81338232</b>	<b>100.00</b>

ITEM NO. 6: Reappointment of Mr. Rajendra Somani as Managing Director and to consider his remuneration.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	40	52176800	15	15133620	55	67310420	100.00
Dissent	3	750	0	0	3	750	0.00
<b>Total</b>	<b>43</b>	<b>52177550</b>	<b>15</b>	<b>15133620</b>	<b>58</b>	<b>67311170</b>	<b>100.00</b>



*Nirali*



ITEM NO. 7: Reappointment of Mr. Adarsh Somani as Joint Managing Director of Company and to consideration his remuneration.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	39	52176300	15	15133620	54	67309920	100.00
Dissent	4	1250	0	0	4	1250	0.00
Total	43	52177550	15	15133620	58	67311170	100.00

ITEM NO. 8: Approval of Remuneration payable to Mr. B.K. Toshniwal (DIN: 00048019) as Executive Director for his remaining tenure.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	42*	66064812*	15	15133620	57*	81198432*	100.00
Dissent	3	800	0	0	3	800	0.00
Total	45*	66065612*	15	15133620	60*	81199232*	100.00

\*Votes casted by 1 entity for 126000 shares were treated as invalid as the entity was interested in the resolution.



*Handwritten signature*

ITEM NO. 9: Ratification of remuneration payable to the Cost Auditor.

Particulars	Remote E-Voting		Voting at the AGM		TOTAL		Percentage%
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	66204212	15	15133620	61	81337832	100.00
Dissent	2	400	0	0	2	400	0.00
Total	48	66204612	15	15133620	63	81338232	100.00



*Nirali*