



ORICON
ENTERPRISES LTD.

Date: June 14, 2019

To,

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

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

Dear Sir,

Sub: Submission of Scrutinizer Report

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

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, this is to inform you that the Company has passed the below mentioned Special Resolution through Postal ballot and E-voting held from May 15, 2019 to June 13, 2019.

Special Business

1. Appointment of Mr. Susheel G. Somani as Non-Executive Director w.e.f. 01st July, 2019, whose office shall be liable to retire by rotation.
2. Appointment of Mr. N Ganga Ram as Non-Executive Independent Director for second term of five (5) years w.e.f. 01st July, 2019 upto 30th June, 2024 whose office shall not be liable to retire by rotation.
3. Appointment of Mr. K G Gupta as Non-Executive Independent Director for second term of five (5) years w.e.f. 01st July, 2019 upto 30th June, 2024 whose office shall not be liable to retire by rotation.
4. Appointment of Mr. Vijaykumar Bhatia as Non-Executive Independent Director for second term of five (5) years w.e.f. 01st July, 2019 upto 30th June, 2024 whose office shall not be liable to retire by rotation.

Also find enclosed herewith the combined report of the Scrutinizer on Postal Ballot and E-voting, issued by M/s. GMJ & Associates, Practicing Company Secretaries.

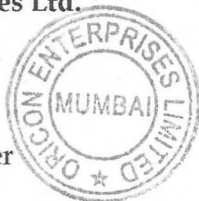
We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For Oricon Enterprises Ltd.

B.M. Gaggan
Chief Financial Officer



FORM No. MGT-13

Report of Scrutinizer for e-Voting & Voting through Ballot process

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
Oricon Enterprises Limited
1076, Dr. E. Moses Road,
Worli, Mumbai - 400 018

Subject: Consolidated Scrutinizer's Report on Postal Ballot process conducted through physical Postal Ballot & Remote e-Voting pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Mr. Mahesh Soni, Partner, GMJ & Associates, Company Secretaries, Mumbai was duly appointed as the Scrutinizer by the Board of Directors of Oricon Enterprises Limited ("the Company") having its registered office at 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018, pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to the extent applicable, to report on the remote e-voting process and to scrutinize physical Postal Ballot forms received from the Shareholders in respect of the proposed resolution on Item Nos. 1, 2, 3 & 4 as set out in the Notice of the Postal Ballot dated 27th April, 2019.

As required under Section 108 and 110 of the Act, Notice dated 27th April, 2019 along with Explanatory Statement under Section 102 of the Act and the dispatch of Postal Ballot forms to the Shareholders was completed on 10th May, 2019 along with postage pre-paid self-addressed business reply envelope to its members whose name(s) appeared on the register of members of the Company / List of beneficiaries as on the cut-off date (record date) i.e. 3rd May, 2019 who were entitled to vote on the proposed resolution on Item Nos. 1, 2, 3 & 4 as set out in the Notice of the Postal Ballot.



The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for facilitating remote e-voting services to the Shareholders of the Company.

The remote e-voting period commenced on Wednesday, 15th May, 2019 at 9.00 A.M. and ended on Thursday 13th June, 2019 at 5.00 P.M. and the remote e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were then unblocked by me at 11.00 A.M. on 14th June, 2019 in the presence of Mr. Anirudh Tanvar and Ms. Sonali Mehta, who are not in the employment of the Company and who have signed below as witness:

Name: Anirudh Kumar Tanvar
A -702, Satya Sai Kripa, Satya Nagar,
Borivali, Mumbai- 400 092

Name: Sonali Mehta
B-103, Shradha Complex, Shubh Building,
60 Feet Road, Bhayander (West),
Mumbai- 401 101

I have scrutinized and reviewed the voting through electronic means (remote e-voting) and physical mode and votes tendered therein based on the data downloaded from National Securities Depository Limited (NSDL) remote e-voting platform and the Postal Ballot forms received respectively and state that:

- Particulars of all the Postal Ballot forms received from the members have been entered in the register, separately maintained for this purpose.
- The Postal Ballot forms received from the Shareholders were kept under my safe custody.
- All Postal Ballot forms received upto 13th June, 2019 at 5.00 P.M. i.e. the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

The result of the voting is as under:

ITEM NO. 1: SPECIAL RESOLUTION:

APPOINTMENT OF MR. SUSHEEL SOMANI AS NON- EXECUTIVE DIRECTOR OF THE COMPANY:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes Nos.
		No. of ballot/ e-voting entry	Nos.	% to total valid	No. of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	51178146	69	51175583	99.99	8	2563	0.01	0
Poll/Ballot voting	36720624	43	36711805	99.98	14	8819	0.02	*30
Total	87898770	112	87887388		22	11382		*30



ITEM NO. 2: SPECIAL RESOLUTION:

APPOINTMENT OF MR. N GANGA RAM AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/ e-voting entry	Nos.	% to total valid	No. of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	51178166	65	51174037	99.99	12	4129	0.01	0
Poll/Ballot voting	36720624	43	36711805	99.98	14	8819	0.02	*30
Total	87898790	108	87885842		26	12948		*30

ITEM NO. 3: SPECIAL RESOLUTION:

APPOINTMENT OF MR. KG GUPTA AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/ e-voting entry	Nos.	% to total valid	No. of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	51178176	66	51174047	99.99	12	4129	0.01	0
Poll/Ballot voting	36720624	43	36711805	99.98	14	8819	0.02	*30
Total	87898800	109	87885852		26	12948		*30

ITEM NO. 4: SPECIAL RESOLUTION:

APPOINTMENT OF MR. VIJAY KUMAR BHATIA AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No. of ballot/ e-voting entry	Nos.	% to total valid	No. of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	51178176	67	51174148	99.99	11	4028	0.01	0
Poll/Ballot voting	36720624	43	36711805	99.98	14	8819	0.02	*30
Total	87898800	110	87885953		25	12847		*30



All the above resolutions as set out in the Notice of Postal Ballot dated 27th April, 2019 stand approved by the Members with requisite majority.

All relevant records of remote e-voting and postal ballot will remain in my safe custody until Chairman considers, approves and signs the Minutes of the Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

For GMJ & ASSOCIATES
COMPANY SECRETARIES

For ORICON ENTERPRISES LIMITED


(CS MAHESH SONI)
PARTNER
C.P. NO. 2324
F.C.S NO. 3706



CHAIRMAN

PLACE: MUMBAI
DATE: 14TH JUNE, 2019