

**FORM NO. MGT-13****Combined Report of Scrutinizer for e-voting & voting through ballot process**

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

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

**Subject: 47<sup>th</sup> Annual General Meeting of the Shareholders of Oricon Enterprises Limited held on Saturday, 29<sup>th</sup> July, 2017 at 10:30 a.m. at Shri S K Somani Memorial Hall, Hindi Vidya Bhavan, 79, Marine Drive, Mumbai - 400 002.**

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors 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 Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 47<sup>th</sup> AGM of Equity Shareholders of Oricon Enterprises Limited at their Meeting held on Saturday, 29<sup>th</sup> July, 2017 at 10:30 a.m. at Shri S K Somani Memorial Hall, Hindi Vidya Bhavan, 79, Marine Drive, Mumbai - 400 002.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 47<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 47<sup>th</sup> AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by National Securities Depositories Limited (NSDL), the authorised agency engaged by Company to provide Remote e-voting facilities and the report generated electronically for voting by Poll at the venue of AGM.



After the time fixed for closing of Poll by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.

The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the company, Thereafter the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under;

**ITEM NO. 1: ORDINARY RESOLUTION:**

Consider and adopt Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2017 together with the Report(s) of Board of Directors and Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favour 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	
E-voting	108481623	62	108467722	99.99	2	13901	0.01	0
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>108997675</b>	<b>83</b>	<b>108983771</b>	<b>99.99</b>	<b>5</b>	<b>13904</b>	<b>0.01</b>	<b>1000</b>

**ITEM NO. 2: ORDINARY RESOLUTION:**

To declare Dividend on Equity Shares for the Financial Year ended March 31, 2017.

Mode of voting	Total Valid Votes	Votes in Favour 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	
E-voting	108481623	63	108471623	99.99	1	10000	0.01	0
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>108997675</b>	<b>84</b>	<b>108987672</b>	<b>99.99</b>	<b>4</b>	<b>10003</b>	<b>0.01</b>	<b>1000</b>





**ITEM NO. 3: ORDINARY RESOLUTION:**

Re-appointment of Mr. Surendra Somani (DIN: 00600860), who retires by rotation and being eligible, offers himself for re- appointment as Director.

Mode of Voting	Total Valid Votes	Votes in Favour 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	
E-voting	62397113	42	62382002	99.98	5	15111	0.02	*46084490
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>62913165</b>	<b>63</b>	<b>62898051</b>	<b>99.98</b>	<b>8</b>	<b>15114</b>	<b>0.02</b>	<b>46085490</b>

\* Mr. Rajendra Somani, Ms. Namrata Somani, Mr. Surendra Somani, Ms.Vandana Somani, Ms. Vrinda Somani and Mr. Varun Somani being interested in the said resolution, hence, their voting were considered invalid.

**ITEM NO. 4: ORDINARY RESOLUTION:**

Re-appointment of Mrs. Sujata Parekh Kumar (DIN: 00016335), who retires by rotation and being eligible, offers herself for re- appointment as Director.

Mode of Voting	Total Valid Votes	Votes in Favour 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	
E-voting	103043223	55	103028772	99.99	4	14451	0.01	*5438380
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>103559275</b>	<b>76</b>	<b>103544821</b>	<b>99.99</b>	<b>7</b>	<b>14454</b>	<b>0.01</b>	<b>5439380</b>

\* Mr. Sevantilal Jivanlal Parekh and Mrs. Sujata Parekh Kumar being interested in the said resolution, hence, their voting were considered invalid.



**ITEM NO. 5: ORDINARY RESOLUTION:**

To appoint M/s. Shreyans S. Jain and Associates, Chartered Accountants (FRN No.: 134565W), as Statutory Auditors of the Company.

Mode of Voting	Total Valid Votes	Votes in Favour 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	108481603	62	108480943	100	1	660	0	0
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>108997655</b>	<b>83</b>	<b>108996992</b>	<b>100</b>	<b>4</b>	<b>663</b>	<b>0</b>	<b>1000</b>

**ITEM NO. 6: SPECIAL RESOLUTION:**

To approve continuation of Mr. Rajendra Somani as Managing Director of the Company.

Mode of Voting	Total Valid Votes	Votes in Favour 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	61101856	44	61100696	100	2	1160	0	*47379747
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>61617908</b>	<b>65</b>	<b>61616745</b>	<b>100</b>	<b>5</b>	<b>1163</b>	<b>0</b>	<b>47380747</b>

\* Mr. Rajendra Somani, Ms. Mridula Somani, Ms. Anushree Somani, Mr. Surendra Somani, Mr Adarsh Somani, Ms. Nupur Somani, being interested in the said resolution, hence, their voting were considered Invalid.





**ITEM NO. 7: SPECIAL RESOLUTION:**

To approve alteration of Articles of Association of the Company.

Mode of Voting	Total Valid Votes	Votes in Favour 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	108481053	61	108477152	99.99	1	3901	0.01	0
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>108997105</b>	<b>82</b>	<b>108993201</b>	<b>99.99</b>	<b>4</b>	<b>3904</b>	<b>0.01</b>	<b>1000</b>

**ITEM NO. 8: ORDINARY RESOLUTION:**

To approve re-classification of Promoters of the Company.

Mode of Voting	Total Valid Votes	Votes in Favour 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	53963826	60	53963276	100	2	550	0	*54517227
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>54479878</b>	<b>81</b>	<b>54479325</b>	<b>100</b>	<b>5</b>	<b>553</b>	<b>0</b>	<b>54518227</b>

\* Mr. Rajendra Somani, Ms. Mridula Somani, Ms. Anushree Somani, Mr. Surendra Somani, Mr. Adarsh Somani, Ms. Vandana Somani, Ms. Vrinda Somani and Mr. Varun Somani being interested in the said resolution, hence, their voting were considered Invalid.



**ITEM NO. 9: ORDINARY RESOLUTION:**

To approve appointment of Mr. Adarsh Somani as the Joint Managing Director of the Company.

Mode of Voting	Total Valid Votes	Votes in Favour 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	64152086	47	64151586	100	1	500	0	*44328967
Poll/Ballot voting	516052	21	516049	100	3	3	0	1000
<b>Total</b>	<b>64668138</b>	<b>68</b>	<b>64667635</b>	<b>100</b>	<b>4</b>	<b>503</b>	<b>0</b>	<b>44329967</b>

\* Mr. Rajendra Somani, Ms. Mridula Somani, Ms. Anushree Somani,, Mr. Adarsh Somani and Ms. Nupur Somani being interested in the said resolution, hence, their voting were considered Invalid.

All the resolutions voted through Remote e-voting and Poll were passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries

*Prabhat Maheshwari*



[CS PRABHAT MAHESHWARI]  
PARTNER  
FCS No. : 2405  
COP No. : 1432

PLACE: MUMBAI  
DATE: 31<sup>st</sup> July 2017.