



Date: August 21, 2017.

To,

**Bombay Stock Exchange 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

Dear Sir,

**Sub: Disclosure of:**

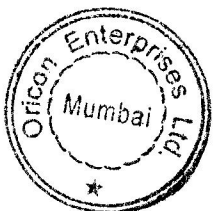
- i. **Combined Voting Results of the Business transacted at the National Company Law Tribunal ('NCLT') convened Meeting of the Shareholders of Oricon Enterprises Limited ('the Company') held on Saturday, August 19, 2017.**
- ii. **Combined voting result, pursuant to Securities Exchange Board of India Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('SEBI Circular')**

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

Pursuant to the Order dated June 23, 2017 passed by the NCLT, a meeting of the Shareholders of the Company was held on Saturday, August 19, 2017 at 11.00 AM at Shri S.K. Somani Hall, Hindi Vidhya Bhavan, Marine Lines, Mumbai - 02

Further, pursuant to the provisions of Section 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 the Company has provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Accordingly, voting by Equity Shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) physical voting (poll) at the venue of the meeting, which was held on August 19, 2017.



Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the public shareholders of the Company and accordingly, voting by public shareholders of the Company has been carried out through (i) postal ballot; and (ii) e-voting, to the Scheme.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:-

- a. **In terms of Companies Act, 2013 and NCLT Order - voting results of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) physical voting at the venue of the meeting along with the Scrutinizer Report - Annexure A**
- b. **In terms of the SEBI Circular - voting results of the Public Shareholders, along with a separate Scrutinizer's Report - Annexure B**

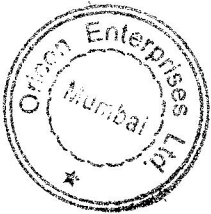
The proposed resolution approving the Scheme of Amalgamation was passed by the requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

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

Yours faithfully,

For Oricon Enterprises Ltd,

Sanjay Jain  
Company Secretary



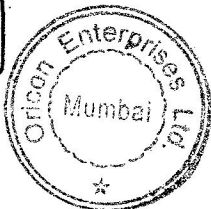
**Voting Results**

<b>Date of NCLT Convened Meeting</b>	19/08/2017
<b>Total number of shareholders on record date</b>	16530
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	11 47
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	- -

<b>Resolution No.</b>	<b>1</b>							
<b>Resolution Required:</b>	<b>Special - To approve the arrangement embodied in the Scheme of Amalgamation between Oricon Properties Private Limited and Oricon Enterprises Limited and their respective Shareholders</b>							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled*</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes-against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				$(3)=[(2)/(1)]*100$			$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	105152189	104772052	99.63	104772052	-	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total (A)</b>		<b>104772052</b>	<b>99.63</b>	<b>104772052</b>	<b>-</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	13028066	2000000	15.35	2000000	-	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total (B)</b>		<b>2000000</b>	<b>15.35</b>	<b>2000000</b>	<b>-</b>	<b>100</b>	<b>0</b>
Public Non-Institutions	E-voting	38867460	5853213	15.06	5846132	7081	99.88	0.12
	Poll		24538	0.06	24534	4	99.98	0.02
	Postal Ballot (if applicable)		11308	0.02	11308	-	100	0
	<b>Total (C)</b>		<b>5889059</b>	<b>15.15</b>	<b>5881974</b>	<b>7085</b>	<b>99.87</b>	<b>0.12</b>
<b>Total(A+B+C)</b>		<b>157047715</b>	<b>112661111</b>	<b>71.74</b>	<b>112654026</b>	<b>7085</b>	<b>99.99</b>	<b>0.01</b>

For Oricon Enterprises Limited,

Sanjay Jain  
Company Secretary



**COMBINED SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Appointed by the National Company Law Tribunal, Mumbai Bench,  
Mumbai, for the Meeting of Equity Shareholders of  
Oricon Enterprises Limited,  
1076, Dr. E. Moses Road, Worli,  
Mumbai - 400 018.

Dear Sir,

**Reg. : Passing of Resolution through electronic, Postal Ballot and poll conducted at the National Company Law Tribunal(NCLT) convened Meeting of the Equity Shareholders of Oricon enterprises Limited ("the Company") held on 19<sup>th</sup> August, 2017**

I, CS Prabhat Maheshwari, (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries has been appointed by the Board of Directors of Oricon Enterprises Limited and the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai (NCLT) by its order dated 23<sup>rd</sup> June, 2017 as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting process, the Postal Ballot process and the voting done at the venue of the meeting of the Equity shareholders (including Public shareholders) of Oricon Enterprises Limited held on 19<sup>th</sup> August, 2017 at 11.00 a.m. at Shri . S. K. Somani Hall, Hindi Vidhya Bahvan, 79, Marine Drive, Mumbai - 400 002 pursuant to the provisions of the Companies Act, 2013 read with applicable rules made thereunder as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution, seeking approval of the Equity shareholders to the Scheme of Amalgamation between Oricon Properties Private Limited, the Transferor Company and Oricon Enterprises Limited, the Transferee company and their respective shareholders in the terms of the Notice dated 1<sup>st</sup> July, 2017 convening the said meeting and submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of Electronic voting to the shareholders of the company from 19<sup>th</sup> July, 2017 (9.00 a.m. IST) to 18<sup>th</sup> August, 2017 (5.00 p.m. IST). The E-voting results were unblocked by me on 19<sup>th</sup> August, 2017 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 21<sup>st</sup> August, 2017, which is attached herewith.
- 2) The Company had provided the facility of voting through Postal ballot from 19<sup>th</sup> July, 2017 to 18<sup>th</sup> August, 2017 to the Equity shareholders of the company on the resolution contained in the notice dated 1<sup>st</sup> July, 2017. I have issued separate Scrutinizer's Report dated 21<sup>st</sup> August 2017 on the Postal Ballot Forms, which is attached herewith.

[Cont...2]





- 3) At the National Company Law Tribunal (NCLT) Mumbai convened Meeting of the Company held 19th August, 2017, the Chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting and postal ballot process to record their votes through the poll process. The Chairman of the NCLT Convened meeting has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in form MGT-13 dated 21st August, 2017, which is attached herewith.
- 4) The result of the E-voting, Postal Ballot together with that of the Poll is as under:

Sr. No.	Subject matter (as set out in the Notice dated 1 <sup>st</sup> July, 2017	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes / Ballot
1.	Approval of the Scheme of Amalgamation between Oricon Properties Private Limited and Oricon Enterprises Limited and their respective shareholders.	E- voting	11,26,18,184	7081	0
		Postal Ballots	11,308	0	2040
		Voting Conducted at the venue of the Meeting	24,534	4	14,000
		<b>Total</b>	<b>11,26,54,026</b>	<b>7,085</b>	<b>16,040</b>

- 5) Based on the foregoing, the Resolution as mentioned in Serial No. 1 forming part of the Notice dated 1<sup>st</sup> July, 2017 stands passed with requisite majority under e-voting, Postal Ballot process and Poll.

Thanking You.

Yours faithfully,  
For **GMJ & ASSOCIATES**  
Company Secretaries

*haheshwar*

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



**PLACE: MUMBAI**  
**DATED : 21<sup>ST</sup> AUGUST, 2017**

**Voting Results**

<b>Date of NCLT Convened Meeting</b>	19/08/2017
<b>Total number of shareholders on record date</b>	16530
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	11 47
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	- -

<b>Resolution No.</b>	1								
<b>Resolution Required:</b>	Special - To approve the arrangement embodied in the Scheme of Amalgamation between Oricon Properties Private Limited and Oricon Enterprises Limited and their respective Shareholders								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled*</b>	<b>% of Votes Polled on outstanding shares</b>		<b>No. of Votes – in favour</b>	<b>No. of Votes-against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		(1)	(2)	(3)		(4)	(5)	(6)	(7)
				$(3)=[(2)/(1)]*100$				$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	105152189	0	0		0	0	0	0
	Poll		0	0		0	0	0	0
	Postal Ballot (if applicable)		0	0		0	0	0	0
	Total (A)		105152189	0	0		0	0	0
Public Institutions	E-voting	13028066	2000000	15.35		2000000	-	100	0
	Poll		-	-		-	-	-	-
	Postal Ballot (if applicable)		-	-		-	-	-	-
	Total (B)		13028066	2000000	15.35		2000000	-	100
Public Non-Institutions	E-voting	38867460	5853213	15.06		5846132	7081	99.88	0.12
	Poll		0	0		0	0	0	0
	Postal Ballot (if applicable)		11308	0.02		11308	-	100	0
	Total (C)		38867460	5864521	15.15		5857440	7081	99.87
<b>Total(A+B+C)</b>		<b>157047715</b>	<b>7864521</b>	<b>5.00</b>		<b>7857440</b>	<b>7081</b>	<b>99.91</b>	<b>0.01</b>

For Oricon Enterprises Limited,

Sanjay Jain  
Company Secretary





**COMBINED SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Appointed by the National Company Law Tribunal, Mumbai Bench, Mumbai,  
for the Meeting of Equity Shareholders of  
Oricon Enterprises Limited,  
1076, Dr. E. Moses Road, Worli,  
Mumbai-400 018

Dear Sir,

**Reg:- Passing of Resolution through electronic and Postal Ballot by the Equity Shareholders ( Public Category) of Oricon Enterprises Limited ("the Company") as per SEBI circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015**

I, CS Prabhat Maheshwari, (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries has been appointed by the Board of Directors of Oricon Enterprises Limited and the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai (NCLT) by its order dated 23<sup>rd</sup> June, 2017 as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting process and the Postal Ballot process by the Public shareholders on the resolution, seeking approval of the Equity Shareholders (Public Category) of the company, pursuant to the Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015 issued by the Securities and Exchange Board of India (SEBI Circular) to the Scheme of Amalgamation between Oricon Properties Private Limited, the Transferor Company and Oricon Enterprises Limited, the Transferee Company and their respective shareholders in the terms of the Notice dated 1<sup>st</sup> July, 2017 and submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of Electronic voting to the shareholders (including Public shareholders) of the company from 19<sup>th</sup> July, 2017 (9.00 a.m. IST) to 18<sup>th</sup> August, 2017 (5.00 p.m. IST). The E-voting results were unblocked by me on 19<sup>th</sup> August, 2017 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 21<sup>st</sup> August, 2017, which is attached herewith.
- 2) The Company had provided the facility of voting through Postal ballot from 19<sup>th</sup> July, 2017 to 18<sup>th</sup> August, 2017 to the Equity shareholders including Public shareholders of the company on the resolution contained in the Notice dated 1<sup>st</sup> July, 2017. I have issued separate Scrutinizer's Report dated 21<sup>st</sup> August 2017 on the Postal Ballot Forms, which is attached herewith.

[Cont...2]



- 3) The result of the E-voting and Postal Ballot (Public category Shareholders only) is as under:

Sr. No.	Subject matter (as set out in the Notice dated 1 <sup>st</sup> July, 2017)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes / Ballot
1.	Approval of the Scheme of Amalgamation between Oricon Properties Private Limited and Oricon Enterprises Limited and their respective shareholders.	E-voting	78,46,132	7081	0
		Postal Ballots	11,308	0	2040
		Total	78,57,440	7,081	2040

- 4) Based on the foregoing, the Resolution as mentioned in Serial No. 1 forming part of the Notice dated 1<sup>st</sup> July, 2017 stands passed with requisite majority under E-voting and Postal Ballot process.

Thanking You.  
Yours faithfully,

For GMJ & ASSOCIATES  
Company Secretaries

*Prabhat Maheshwari*

[CS PRABHAT MAHESHWARI]  
PARTNER

FCS No. : 2405

COP No. : 1432

PLACE : MUMBAI

DATED : 21<sup>st</sup> AUGUST, 2017

