

FORM NO. MGT-13**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) and 21(1) 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: 48th Annual General Meeting of the Shareholders of Oricon Enterprises Limited(" the Company") held on Saturday, 29th September, 2018 at 10:00 a.m. at Shri S K Somani Memorial Hall, Hindi Vidya Bhavan, 79, Marine Drive, Mumbai - 400 002.

Dear Sir,

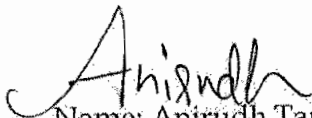
I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of 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 48th AGM of Equity Shareholders of Oricon Enterprises Limited at their Meeting held on Saturday, 29th September, 2018 at 10:00 a.m. at Shri S K Somani Memorial Hall, Hindi Vidya Bhavan, 79, Marine Drive, Mumbai - 400 002.



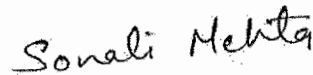
The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 48th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 48th 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 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 and who have signed below as witness:



Name: Anirudh Tanvar
Address: A/702, Satya Sai Kripa CHS
Satya Nagar, Borivali (West)
Mumbai- 400 091



Name: Sonali Mehta
Address: B/103, Shradha Complex,
60 Feet Road, Bhayandar(West)
Mumbai-401 101

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 48th AGM with respect to remote e-voting and Poll Process is as under.

ITEM NO. 1: ORDINARY RESOLUTION:

To receive, consider and adopt Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2018 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	109431911	84	109431911	100	0	0	0	0
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	109436871	95	109436871	100	0	0	0	0

ITEM NO. 2: ORDINARY RESOLUTION:

To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2018.

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	109431911	84	109431911	100	0	0	0	0
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	109436871	95	109436871	100	0	0	0	0



ITEM NO. 3: ORDINARY RESOLUTION:

To appoint a Director in place of Mr. B. K. Toshniwal (DIN: 00048019) 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	Nos.
E-voting	108804311	79	108803503	99.99	3	808	0.01	*627600
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	108809271	90	108808463	99.99	3	808	0.01	627600

* Mrs. Urmila Toshniwal and Mr. B.K. Toshniwal being interested in the said resolution, hence, their voting were considered invalid.

ITEM NO. 4: ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Susheel G. Somani (DIN: 00601727) 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	Nos.
E-voting	83483614	73	83488806	99.99	3	808	0.01	*25948297
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	83488574	84	83487766	99.99	3	808	0.01	25948297

* Mr. Suhrid Somani, Mr. Hridai Somani, Mrs. Kumkum Somani , Mr. Susheel G Somani and Mrs. Jaya Somani being interested in the said resolution, hence, their voting were considered invalid.



ITEM NO. 5: SPECIAL RESOLUTION:

To increase remuneration of Mr. Rajendra Somani (DIN: 00332465), 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	
E-voting	62129364	61	62127535	99.99	8	1829	0.01	*47302447
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	62134324	72	62132495	99.99	8	1829	0.01	47302447

*Mr. Adarsh Somani, Mrs. Nupur Somani, Mr. Surendra Somani, Mr Rajendra Somani and Mrs. Mridula Somani being interested in the said resolution, hence, their voting were considered invalid.

ITEM NO. 6: SPECIAL RESOLUTION:

To appoint Mr. B.K. Toshniwal (DIN: 00048019) as an Executive 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	
E-voting	108804286	77	108803428	100	4	858	0.01	*627600
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	108809246	88	108808388	99.99	4	858	0.01	627600

* Mrs. Urmila Toshniwal and Mr. B. K. Toshniwal being interested in the said resolution, hence, their voting were considered invalid.



ITEM NO. 7: ORDINARY RESOLUTION:

To appoint Mr. Varun Somani (DIN: 00015384) as 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	
E-voting	95346191	75	95345333	99.99	4	858	0.01	*14085720
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	95351151	86	95350293	99.99	4	858	0.01	14085720

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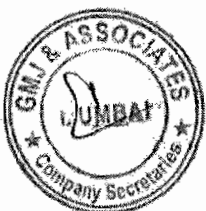
* Mrs. Namrata Somani, Mr. Surendra Somani and Mrs. Vandana Somani and Vandana Somani being interested in the said resolution, hence, their voting were considered invalid.

ITEM NO. 8: ORDINARY RESOLUTION:

To appoint Mr. Vikram Parekh (DIN: 00419452) as an Independent 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	
E-voting	109431911	80	109436432	99.99	4	479	0.01	0
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	109436871	91	109436392	99.99	4	479	0.01	0

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ITEM NO. 9: ORDINARY RESOLUTION:

To appoint Mrs. Mamta Biyani (DIN: 01850136) as an Independent 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	
E-voting	109431911	80	109436432	99.99	4	479	0.01	0
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	109436871	91	109436392	99.99	4	479	0.01	0

* 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.

ITEM NO. 10: ORDINARY RESOLUTION:

To appoint Mr. Vijay Bhatia (DIN: 00088762) as an Independent 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	
E-voting	109431911	80	109436432	99.99	4	479	0.01	0
Poll/Ballot voting	4960	11	4960	100	0	0	0	0
Total	109436871	91	109436392	99.99	4	479	0.01	0



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

COUNTERSIGNED BY
For ORICON ENTERPRISES LIMITED

Sanjay Jain

SANJAY JAIN
COMPANY SECRETARY

PLACE: MUMBAI
DATE: 29TH SEPTEMBER, 2018.

