

FORM No. MGT-13**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Shri.Susheel Somani - Chairman
Oricon Enterprises Limited
1076,Parijat House,
Dr. E.Moses Road,Worli,
Mumbai - 400 018.

Subject: 45th Annual General Meeting of the Shareholders of Oricon Enterprises Limited held on Saturday, 19th September, 2015 at 10.00 a.m. at Shri S K Somani Memorial Hall, Hindi Vidya Bhavan,79, Marine Drive, Mumbai 400 020.

Dear Sir,

I, CS Prabhat Maheshwari, Company Secretary in Practice (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the Oricon Enterprises Limited as a Scrutinizer vide resolution dated 27th May, 2015 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the Shareholders at the 45th Annual General Meeting venue 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 provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges. The process of e-voting and physical voting was completed as follows:

1. The remote e-voting period remained open from Saturday, 16thSeptember, 2015 (9:00 a.m.) to Monday, 18th September, 2015 (5:00 p.m.) both days inclusive.
2. The shareholders holding shares as on "cut off" date i.e. 12thSeptember, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of National Securities Depository Limited.
4. After the closing of the poll as announced by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.



5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company and 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.
6. Incomplete, invalid and/or defective poll paper was rejected by me.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting is conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by NATIONAL SECURITIES DEPOSITORY LIMITED and the report generated electronically for voting by use of ballots at the meeting.
8. The Consolidated results of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

Resolution 1:

To consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 and the Reports of the Directors and the Auditors thereon.

(i) Votes in favour of the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	67	7,47,15,189	99.78
Ballot	43	1,68,362	0.22
Total	110	7,48,83,551	100

(ii) Votes against the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-



Total	-	-	-
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(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution 2:

To declare Dividend

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	67	7,47,15,189	99.78
Ballot	43	1,68,362	0.22
Total	110	7,48,83,551	100

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution 3:

Re-appointment of Shri. Susheel G Somani (DIN 00601727) who retires by rotation and being eligible offers himself for reappointment as Director.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	56	4,50,74,772	99.62
Ballot	43	1,68,362	0.36
Total	99	4,52,43,134	99.98

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	2	8120	0.02
Ballot	-	-	-
Total	2	8120	0.02



(ii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	8	2,96,32,097	-
Ballot	-	-	-
Total	8	2,96,32,097	-

* Promoter Group E-voting, being interested in the said resolution is considered invalid on the resolution.

Resolution: 4

Re-appointment of Shri. B K Toshniwal (DIN 00048019) who retires by rotation and being eligible offers himself for reappointment as Director.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	62	7,42,05,269	99.76
Ballot	43	1,68,362	0.23
Total	105	7,43,73,631	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	2	8120	0.02
Ballot	-	-	-
Total	2	8120	0.02



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	2	6,27,600	-
Ballot	-	-	-
Total	2	6,27,600	-

Resolution: 5

Re-appointment of M/s. Khandelwal Jain & Co. as Statutory Auditors

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	66	7,47,13,689	99.77
Ballot	43	1,68,362	0.22
Total	109	7,48,82,051	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	1500	0.002
Ballot	-	-	-
Total	1	1500	0.002



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution: 6

Appointment of Smt. Sujata Parekh Kumar (DIN 00016335) as Director

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	66	7,47,13,689	99.77
Ballot	43	1,68,362	0.22
Total	109	7,48,82,051	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	1500	0.002
Ballot	-	-	-
Total	1	1500	0.002



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution: 7

Appointment of Shri K G Gupta (DIN 00997067) as an Independent Director.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	65	7,47,07,069	99.77
Ballot	43	1,68,362	0.22
Total	108	7,48,75,431	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	1500	0.002
Ballot	-	-	-
Total	1	1500	0.002



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution: 8

Appointment of Mr. N Gangaram (DIN 00001246) as an Independent Director.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	66	7,47,13,689	99.77
Ballot	43	1,68,362	0.22
Total	109	7,48,82,051	99.99

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	1500	0.002
Ballot	-	-	-
Total	1	1500	0.002



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	-	-	-
Total	-	-	-

Resolution: 9

Re-appointment of Mr. Rajendra Somani (DIN 00332465) as Managing Director for a period of five years.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	52	5,33,34,178	99.68
Ballot	42	1,62,062	0.30
Total	94	5,34,96,240	99.98

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	8320	0.02
Ballot	-	-	-
Total	3	8320	0.02



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5	1,36,35,645	-
Ballot	1	6,300	-
Total	6	1,36,41,945	-

9. Based on the foregoing, the resolution no(s) 1 to 9 shall be deemed to have been passed with requisite majority.
10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and it will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,
For GMJ & ASSOCIATES
Company Secretaries

haheshwari

[CS PRABHAT MAHESHWARI]
PARTNER
FCS: 2405; COP: 1432



PLACE: MUMBAI
DATE: 19TH SEPTEMBER, 2015.

To,
Mr. Susheel Somani - Chairman,
Oricon Enterprises Limited
1076, Parijat House,
Dr. E. Moses Road, Worli,
Mumbai - 400 018.

Dear Sir,

Sub: Summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the 45th Annual General Meeting of Oricon Enterprises Limited held on 19th September, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	110	7,48,83,551	100	0	0	0
2	110	7,48,83,551	100	0	0	0
3	99	4,52,43,134	99.98	2	8120	0.02
4	106	7,43,73,631	99.99	2	8120	0.02
5	109	7,48,82,051	99.998	1	1500	0.002
6	109	7,48,82,051	99.998	1	1500	0.002
7	108	7,48,75,431	99.998	1	1500	0.002
8	109	7,48,82,051	99.998	1	1500	0.002
9	94	5,34,96,240	99.98	3	8320	0.02

For GMJ & ASSOCIATES
Company Secretaries

Prabhat Maheshwari

[CS PRABHAT MAHESHWARI]
PARTNER
FCS: 2405; COP: 1432



PLACE: MUMBAI
DATE: 19TH SEPTEMBER, 2015