

**Scrutinizer's Report on E-voting carried out For ORICON ENTERPRISES LIMITED**

To,  
The Chairman,  
Oricon Enterprises Limited  
Mumbai

44<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. Oricon Enterprises Limited to be held on Thursday, 11<sup>th</sup> September, 2014 at 10.15 A.M. at the Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive, Mumbai - 400002.

**Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of Oricon Enterprises Limited (hereinafter referred to as the "Company") on 29<sup>th</sup> May, 2014 I, CS Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17<sup>th</sup> April, 2014 issued in this regard.

The Company has appointed M/s. National Securities Depository Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company. M/s. Bigshare Services Private Limited are Registrar and Share Transfer Agent (RTA) of the Company. The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the Annual General Meeting (AGM) of the Company, which is scheduled to be held on Thursday, 11<sup>th</sup> September, 2014. The Service Provider accordingly had set up e-Voting facility on their website, [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e- Voting.

As on the cut-off date there were 6068 shareholders of the Company. The Company has sent the Notice of the AGM by courier to 4506 shareholders and by Email to 1286 (sent) - 1218 (delivered) shareholders as per the details available with the RTA/Service Provider. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically





as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Friday, 1st August, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from Friday, 5<sup>th</sup> September, 2014 from 9:00 A.M. to Sunday, 7<sup>th</sup> September, 2014 up to 6:00 P.M.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in The Free Press Journal dated 13<sup>th</sup> August, 2014 and in Marathi in Navshakti dated 13<sup>th</sup> August, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on Sunday, 7<sup>th</sup> September, 2014 up to 6:00 P.M., the voting portal of the Service Provider was blocked forthwith. On Tuesday, 9<sup>th</sup> September, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 31 shareholders holding 52901766 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

(1) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

To Consider and adopt the Annual Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 together with Reports of Board of Directors and Auditor's thereon.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i)Voted in favour of the resolution	31	52901766	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(2) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

To declare dividend

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	31	52901766	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(3) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority

To Re-appoint Shri. Surendra Somani, who retire by rotation and being eligible offer himself for re-appointment as director.

The below mentioned votes were considered invalid as the shareholders have a conflict of interest in the resolution.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	18	33058956	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	10	16289880	





(4) As an Ordinary Resolution - Item No. 4. Passed with the requisite majority

To Re-appoint of Shri Adarsh Somani , who retire by rotation and being eligible offer himself for re-appointment as director.

The below mentioned votes were considered invalid as the shareholders have a conflict of interest in the resolution.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	21	32593966	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	8	15643030	

(5) As an Ordinary Resolution - Item No. 5. Passed with the requisite majority

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

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	31	52901766	100.00
(ii)Voted against the resolution	0	0	0.00
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(6) As an Ordinary Resolution - Item No. 6. Passed with the requisite majority

Appointment of Shri S J Taparia as an Independent Director.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	52901336	99.99
(ii)Voted against the resolution	1	430	0.01
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(7) As an Ordinary Resolution - Item No. 7. Passed with the requisite majority

Appointment of Shri V N Khanna as an Independent Director.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	52901336	99.99
(ii)Voted against the resolution	1	430	0.01
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(8) As an Ordinary Resolution - Item No. 8. Passed with the requisite majority

Appointment of Shri Vinod Mimani as an Independent Director.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	52901336	99.99
(ii)Voted against the resolution	1	430	0.01
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(9) As an Ordinary Resolution - Item No. 9. Passed with the requisite majority

Appointment of Shri Sanjay Dosi as an Independent Director.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	52901336	99.99
(ii)Voted against the resolution	1	430	0.01
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
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(10) As an Special Resolution - Item No. 10. Passed with the requisite majority

Approval pursuant to section 180(1) (c) to the Board of Director to borrow monies.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	30	52901336	99.99
(ii)Voted against the resolution	1	430	0.01
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	

All the Resolutions stand passed under e-voting with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully

For GMJ & ASSOCIATES  
Company Secretaries

*Mareshwar*

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

PLACE : MUMBAI  
DATE: 10<sup>th</sup> SEPTEMBER, 2014.

