

Date: December 11, 2017

To,

BSE Limited
Floor 25, P J Towers
Dalal Street
Mumbai - 400001

National Stock Exchange of India Ltd
Bandra Kurla Complex
5th Floor, Exchange Plaza
Bandra (East), Mumbai - 400051

Dear Sir,

Sub: Submission of Scrutinizer Report

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

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, this is to inform you that the Company has passed the below mentioned Special Resolution through Postal ballot and E-voting held from November 10, 2017 to December 01, 2017.

Special Business

1. Sale/Transfer of the Business of manufacturing, exporting, importing, buying, selling and dealing in raw materials and closures made of metal and plastic (Closure Business) of Oriental Containers Limited (OCL), a Wholly owned subsidiary and a related party of the Company, as a 'going concern', on slump exchange basis to Oricon Packaging Limited (OPL) subsidiary of OCL and a step down subsidiary of the Company
2. Sale of 25,50,000 Equity Shares (constituting 51% Equity Shares of the paid up Capital) of Oricon Packaging Limited (OPL) a step down subsidiary of the Company, held by Oriental Containers Limited (OCL) to Pelliconi & C.S.p.A

Also find enclosed herewith the combined report of the Scrutinizer on Postal Ballot and E-voting, issued by M/s. GMJ & Associates, Practicing Company Secretaries.


We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For **Oricon Enterprises Ltd.**

Sanjay Jain
Company Secretary



Place: Mumbai

REPORT OF SCRUTINIZER

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

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

Subject: Consolidated Scrutinizer's Report on Postal Ballot process conducted through physical Postal Ballot & Remote e-Voting pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, Mumbai was duly appointed as the Scrutinizer by the Board of Directors of Oricon Enterprises Limited ("the Company") having its registered office at 1076, Parijat House, Dr. E. Moses Road, Worli, Mumbai - 400 018 pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to the extent applicable, to report on the remote e-voting process and to scrutinize physical Postal Ballot forms by the Shareholders in respect of the proposed resolution on Item No. 1 and Item No. 2 as set out in the Notice of the Postal Ballot dated 3rd November, 2017.

As required under Section 108 and 110 of the Act, Notice dated 3rd November, 2017 along with Explanatory Statement under Section 102 of the Act and the Postal Ballot forms were dispatched to the Shareholders on 8th November, 2017 along with postage pre-paid self-addressed business reply envelope to its members whose name(s) appeared on the register of members of the Company / List of beneficiaries as on the cut-off date (record date) i.e. 27th October, 2017 who were entitled to vote on the proposed resolution on Item No. 1 and Item No. 2 as set out in the Notice of the Postal Ballot.

[Cont...2]

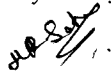


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The Company has availed the e-voting facility offered by National Services Depository Limited (NSDL) for facilitating remote e-voting services to the Shareholders of the Company.

The remote e-voting period commenced on Friday, 10th November, 2017 at 9.00 A.M. (IST) and ended on Saturday, 9th December, 2017 at 5.00 P.M. (IST) and the remote e-Voting platform was blocked thereafter.

The said Remote E-voting at portal www.evoting.nsdl.com was unblocked by me at 5.30 P.M on 9th December, 2017 in the presence of two witnesses namely Mr. Hemang Satra (375, Vidyut Building, D Block, 1st Floor, Chira Bazar, Mumbai - 400 002) and Mr. Biswanath Sarkar (D - 303, Sagar Drashti CHS Limited, Mira Bhayandar Road, Mira Road (East), Dist. Thane - 401 107) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Name:-Hemang Satra



Name:- Biswanath Sarkar

Particulars of all the Postal Ballot forms received from the members have been entered in the register, separately maintained for this purpose.

The Postal Ballot forms received from the Shareholders were kept under my safe custody.

All Postal Ballot forms received upto 9th December, 2017 (till 5.00 P.M. IST) i.e. the last date and time fixed by the Company for receipts of the forms were considered for my scrutiny.

The result of the voting is as under:

ITEM NO. 1: SPECIAL RESOLUTION:

Sale/Transfer of the Business of manufacturing, exporting, importing, buying, selling and dealing in raw materials and closures made of metal and plastic(Closure Business) of Oriental Containers Limited (OCL), a Wholly owned subsidiary and a related party of the Company, as a 'going concern', on slump exchange basis to Oricon Packaging Limited (OPL) subsidiary of OCL and a step down subsidiary of the Company.

Mode of voting	Total Valid Votes	Votes in Favor 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	66853812	71	66851324	99.99	6	2488	0.01	*43579317
Postal Ballot voting	40499	42	38698	95.55	3	1801	4.45	270
Total	66894311	113	66890022	99.99	9	4289	0.01	43579587

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

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ITEM NO. 2: SPECIAL RESOLUTION:

Sale of 25,50,000 Equity Shares (constituting 51% Equity Shares of the paid up Capital) of Oricon Packaging Limited (OPL) a step down subsidiary of the Company, held by Oriental Containers Limited (OCL) to Pelliconi & C.S.p.A

Mode of voting	Total Valid Votes	Votes in Favor 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	110431399	88	110430841	99.99	4	558	0.01	-
Postal Ballot voting	40399	41	38598	95.54	3	1801	4.46	370
Total	110471798	129	110469439	99.99	7	2359	0.01	370

All the above resolutions as set out in the Notice of Postal Ballot dated 3rd November, 2017 stand approved by the Members with requisite majority.

All relevant records of remote e-voting and postal ballot will remain in my safe custody until Chairman considers, approves and signs the Minutes of the Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You,

For GMJ & ASSOCIATES
COMPANY SECRETARIES



Maheshwari
(CS PRABHAT MAHESHWARI)
PARTNER
C.P. NO. 1432
F.C.S NO. 2405

PLACE: MUMBAI
DATE: 11TH DECEMBER, 2017.