



Date: September 30, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

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

Sub: *Submission of Scrutinizer's Report.*

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

Dear Sir/Madam,

With reference to the captioned subject, we are enclosing herewith Report of Scrutinizer for remote e-voting & e-voting at 52nd Annual General Meeting of the Company held on Wednesday, September 28, 2022 at 03:00 P.M. through Video Conferencing/ Other Audio Visual Means.

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

Thanking you,

Yours faithfully,

For Oricon Enterprises Limited

Sanjay Jain
Company Secretary

P. P SINGH & CO.
PRACTICING COMPANY SECRETARIES

The Chairman,
Oricon Enterprises Limited,
CIN: L28100MH1968PLC014156
1076, Dr. E. Moses Road,
Worli, Mumbai-400018

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for remote e-voting and the e-voting by your members at the 52nd Annual General Meeting (hereinafter referred to as "AGM") of your Company duly conducted on Wednesday, September 28, 2022 at 03:00 P.M. through VC/OAVM.

We are pleased to submit the Consolidated Scrutinizer's Report in regard to the e-voting done at the AGM, the copy of which is attached herewith as annexure. It is submitted that the report in itself is comprehensive and self-explanatory.

For P. P. Singh & Co.

Pushendra Pratap Singh
Practicing Company Secretary
Membership No.: F11584
COP No.: 15570
UDIN: F011584D001099011
Place: Mumbai
Date: September 30, 2022

CONSOLIDATED SCRUTINIZER'S REPORT
712-714, C- Wing, Trade World, Kamla Mill Compound,
Senapati Bapat Marg, Lower Parel, Mumbai - 400013
Contact: +91 8169175537/+91 9819733214
PAN: AZRPM4701G

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014, as amended]**

The Chairman of 52nd Annual General Meeting of the Equity Shareholders of **ORICON ENTERPRISES LIMITED**, held on Wednesday, September 28, 2022 at 03:00 P.M. through Video Conferencing (hereinafter referred to as "VC")/Other Audio Visual Means (hereinafter referred to as "OAVM") provided by National Securities Depository Limited (hereinafter referred to as "NSDL")

Dear Sir,

1. APPOINTMENT AS SCRUTINIZER

We, **P. P. Singh & Co., Practicing Company Secretaries**, have been appointed as scrutinizer by the Board of Directors of **ORICON ENTERPRISES LIMITED** (hereinafter referred to as the "**Company**") for the purpose of scrutinizing the process of voting through electronic means ("hereinafter referred to as **e-voting**") on the resolutions contained in the Notice dated August 10, 2022 (hereinafter referred to as "**Notice**") issued in accordance with General Circular bearing No. 14/2020, 17/2020, 20/2020, 02/2021, 20/2021 and 02/2022 May dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021 and May 05, 2022 respectively, issued by Ministry of Corporate Affairs (hereinafter referred to as "**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Government of India and circulars bearing No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022 issued by Securities Exchange Board of India (hereinafter collectively referred to as "**SEBI Circulars**") calling the 52nd Annual General Meeting (hereinafter referred to as AGM) of its Equity Shareholders through VC/OAVM. The AGM was convened on Wednesday, September 28, 2022 at 03:00 P.M. IST through video conferencing.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (hereinafter referred to as the "**Act**") read with Rule 20 of the

Companies (Management and Administration) Rules, 2014, as amended (hereinafter referred to as the “**Rules**”). As the Scrutinizer, we have to scrutinize:

- i. The process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM (hereinafter referred to as “**remote e-voting**”); and
- ii. The process of e-voting at the AGM through electronic voting system.

3. DISPATCH OF NOTICE CONVENING THE AGM

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the Depositories viz. NSDL and Central Depository Services (India) Limited (hereinafter referred to as “**CDSL**”) the Company commenced dispatch of the Notice of the 52nd AGM through Electronic Mode on August 30, 2022, 23,517 members who had registered their email ids with the company/depositories were sent the Annual Report and the Notice of the AGM of the Company by email.

The Company had given public notice to its shareholders about the 52nd AGM via “**Free Press Journal**” (English Newspaper) and “**Navshakti**” (Marathi Newspaper) dated September 02, 2022.

4. MANAGEMENT'S RESPONSIBILITY

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (hereinafter referred to as “**LODR**”) relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

5. SCRUTINIZER'S RESPONSIBILITY

Our responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL authorized under the Rules and engaged by the

Company to provide e-voting facility and attendant papers/documents furnished to us electronically by the Company and/or NSDL for our verification.

6. Cut-off date

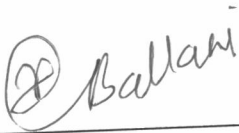
The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., September 21, 2022 were entitled to vote on the resolutions (item nos. 1 to 8 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

6. E-voting process: -

- i. The remote e-voting period remained open from Sunday, September 25, 2022 (09:00 A.M) to Tuesday, September 27, 2022 (05:00 P.M).
- ii. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under our instructions.
- iii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/NSDL and the authorizations lodged with the Company/NSDL on test check basis.
- iv. The votes cast were unblocked on Wednesday, September 28, 2022 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Pulkit Lodha and Mr. Harish Ballani, who are not in the employment of the Company and/or NSDL. They have signed below in confirmation of the same.



Mr. Pulkit Lodha



Mr. Harish Ballani

8. We submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by NSDL, scrutinized on test check basis and relied upon by us.

9. The electronic data and all other relevant records relating to e-voting are under our safe custody and will be handed over to Mr. Sanjay Jain, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

10. RESTRICTION ON USE

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For P. P. Singh & Co.

Pushendra Pratap Singh
Practicing Company Secretary

Membership No.: F11584

COP No.: 15570

UDIN: F011584D001099011

Place: Mumbai

Date: September 30, 2022

Item No. of the Notice	Votes in favor of the Resolution			Votes against the Resolution			Total			Invalid Votes
	Number	Votes	As percentage of total no. of valid votes	Number	Votes	As percentage of total no. of valid votes	Number	Votes	Percentage	
Item 1: (i) Consider and Approve Annual Audited Financial Standalone Statements and Audited Balance sheet of Company and statement of Profit and Loss & Cash Flow thereon for the financial year ended March 31, 2022 (As an Ordinary Resolution)	136	84529168	99.998	3	1490	0.002	139	84530658	100	0
Item 1: (ii) Consider and Approve Audited Financial Consolidated Statement and Audited Balance sheet for the financial year ended March 31, 2022 the statement of Profit & Loss and Cash Flow Statement, for the year ended on that date and Report(s) of Auditors thereon. (As an Ordinary Resolution)	136	84529168	99.998	3	1490	0.002	139	84530658	100	0
Item 2: To declare Dividend on Equity Shares for the Year ended March 31, 2022 (As an Ordinary Resolution)	137	84530268	100.000	4	2	0.000	141	84530270	100	0
Item 3: To appoint a Director in place of Mrs. Sujata Parekh Kumar (DIN: 00016335), who retires by rotation and being, eligible offers herself for re-appointment. (As an Ordinary Resolution)	129	84346212	99.995	9	4446	0.005	138	84350658	100	0
Item 4: To appoint a Director in place of Mr. Varun Somani (DIN: 00015384), who retires by rotation and being, eligible offers himself for re-appointment. (As an Ordinary Resolution)	124	68664007	99.995	9	3671	0.005	133	68667678	100	6300

Item 5: To appoint Statutory Auditors of the Company. (As an Ordinary Resolution)	134	84528984	99.998	4	1670	0.002	138	84530654	100	0
Item 6: To appoint Mr.Shravan Kumar Malani (DIN: 00302995) as an Independent Director of the Company. (As an Ordinary Resolution)	134	84528576	99.998	5	2082	0.002	139	84530658	100	0
Item 7: To change designation of Mr. Adarsh Somani (DIN: 00192609) from Joint Managing Director to Managing Director and to consider remuneration payable to him. (As Special Resolution)	126	67977934	99.996	7	2411	0.004	133	67980345	100	0
Item 8: To ratify remuneration payable to Cost Auditor.(As an Ordinary Resolution)	133	84527484	99.998	5	1674	0.002	138	84529158	100	0