



Date: February 26, 2018.

To,

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

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

Dear Sir,

**Sub: Submission of Scrutinizer' Report on National Company Law Tribunal convened meeting of the shareholders held on February 24, 2018.**

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

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Company had conducted E-voting and Postal Ballot for the purpose of National Company Law Tribunal (NCLT) convened meeting of the shareholders from January 25, 2018 to February 23, 2018 and has also conducted voting through poll at the venue of NCLT convened meeting of the shareholders held on Saturday, February 24, 2018.

Further we wish to inform you that the Resolution was passed with requisite majority.

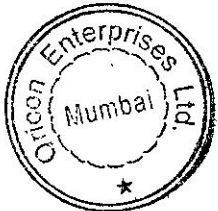
We are enclosing herewith copy of combined Scrutinizer report submitted by Mr. Prabhat Maheshwari, partner of M/s. GMJ & Associates, Practicing Company Secretaries.

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

Yours faithfully,

For Oricon Enterprises Ltd,

Sanjay Jain  
Company Secretary



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**Combined Scrutinizer's Report**

To,  
The Chairman,  
Appointed by the National Company Law Tribunal, Mumbai Bench, Mumbai,  
for the Meeting of Equity Shareholders of  
Oricon Enterprises Limited,  
1076, Dr. E. Moses Road,  
Worli, Mumbai - 400 018.

Dear Sir,

**Reg.: Passing of Resolution through e-voting, Postal Ballot and poll conducted at the National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Oricon Enterprises Limited ("the Company") held on Saturday, 24<sup>th</sup> February, 2018 at 4 P.M.**

I, CS Prabhat Maheshwari, (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries has been appointed by the Board of Directors of Oricon Enterprises Limited and the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai (NCLT) by its order dated 12<sup>th</sup> January, 2018 as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting process, the Postal Ballot process and the voting done at the venue of the meeting of the Equity shareholders of Oricon Enterprises Limited held on Saturday, 24<sup>th</sup> February, 2018 at 4.00 p.m. at Shri . S. K. Somani Hall, Hindi Vidhya Bhavan, 79, Marine Drive, Mumbai - 400 002 pursuant to the provisions of the Companies Act, 2013 read with applicable rules made thereunder as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution, seeking approval of the Equity shareholders to the Scheme of Amalgamation between Oriental Containers Limited, the First Transferor company and Shinrai Auto Services Limited the Second Transferor Company with Oricon Enterprises Limited, the Transferee company and their respective shareholders in the terms of the notice dated 20<sup>th</sup> January, 2018 convening the said meeting and submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of Electronic voting to the shareholders of the company from 25<sup>th</sup> January, 2018 (9.00 a.m. IST) to 23<sup>rd</sup> February, 2018 (5.00 p.m. IST). The E-voting results were unblocked by me on 26<sup>th</sup> February, 2018 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 26<sup>th</sup> February, 2018 which is attached herewith.



[Contd...2]

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- 2) The Company had provided the facility of voting through Postal ballot from 25<sup>th</sup> January, 2018 to 23<sup>rd</sup> February, 2018 to the Equity shareholders of the company on the resolution contained in the notice dated 20<sup>th</sup> January, 2018. I have issued separate Scrutinizer's Report dated 26<sup>th</sup> February, 2018 on the Postal Ballot Forms, which is attached herewith.
- 3) At the National Company Law Tribunal (NCLT) Mumbai convened Meeting of the Company held 24<sup>th</sup> February, 2018, the Chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting and postal ballot process to record their votes through the poll process. The Chairman of the NCLT Convened meeting has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in Form MGT-13 dated 26<sup>th</sup> February, 2018, which is attached herewith.
- 4) The result of the E-voting, Postal Ballot together with that of the Poll is as under:

Sr. No.	Subject matter (as set out in the Notice dated 20 <sup>th</sup> January, 2018)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes /Ballot
1	Approval of the arrangement embodied in the Scheme of Amalgamation between Oriental Containers Limited, the First Transferor Company, and Shinrai Auto Services Limited, the Second Transferor Company with Oricon Enterprises Limited, the Transferee Company and their respective shareholders.	E- voting	10,94,42,793	0	0
		Postal Ballots	85	0	0
		Voting Conducted at the venue of the Meeting	3,669	30	394
		Total	10,94,46,547	30	394

- 5) Based on the foregoing, the Resolution as mentioned in serial No. 1 forming part of the Notice dated 20<sup>th</sup> January, 2018 stands passed with requisite majority under E-voting Postal Ballot process and poll.

Thanking You.  
Yours faithfully,



For GMJ & ASSOCIATES  
Company Secretaries

*Maheshwari*

[CS PRABHAT MAHESHWARI]

PARTNER

FCS No. : 2405

COP No. : 1432

PLACE: MUMBAI

DATE : 26<sup>TH</sup> FEBRUARY, 2018.

**Scrutinizer's Report**  
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
Appointed by the National Company Law Tribunal, Mumbai Bench, Mumbai, for  
the Meeting of Equity Shareholders of Oricon Enterprises Limited,  
1076, Dr. E. Moses Road,  
Worli, Mumbai - 400 018.

Dear Sir,

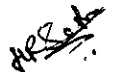
1. I, CS Prabhat Maheshwari, (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries have been appointed as a Scrutinizer of Oricon Enterprises Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2017 on the resolution, seeking approval of shareholders of the company, to the Scheme of Amalgamation between Oriental Containers Limited the First Transferor Company and Shinrai Auto Services Limited the Second Transferor Company with Oricon Enterprises Limited the Transferee Company and their respective shareholders ("the Scheme") in terms of the Notice dated 20<sup>th</sup> January, 2018.
2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 and Rules related to e-voting on the resolution contained in the Notice dated 20<sup>th</sup> January, 2018. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolution by the shareholders as stated below, based on the Report generated from the e voting system provided by National Securities Depository Limited ("NSDL"), the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting.
3. I submit my report as under:
  - a. The e-voting period remained open from 9:00 A.M on 25<sup>th</sup> January, 2018 to 5:00 P.M. on 23<sup>rd</sup> February, 2018.
  - b. The shareholders holding shares as on the "cut-off" date i.e. 12<sup>th</sup> January, 2018 were entitled to vote on the proposed resolution (item no 1 as set out in the Notice of Oricon Enterprises Limited).

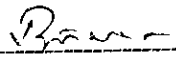
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- c. The shareholders have casted their vote through e-voting facility provided by the National Securities Depository Limited ("NSDL") as the Authorised Agency to provide e-voting facilities.
- d. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.
- e. Particulars of all votes received electronically from the shareholders have been entered in a register separately maintained for the purpose.
- f. That the said Remote E-voting at portal [www.evoting.nsdl.com](http://www.evoting.nsdl.com) was unblocked by me at 11:34 A.M on 26<sup>th</sup> February, 2018. The said Remote E-Voting was unblocked by me 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

- g. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", on the resolution that was put to vote, were downloaded from the e-voting website of National Services Depository (India) Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and based on such reports generated, the result of e-voting is as under:

**ITEM NO. 1:**

Approval of the arrangement embodied in the Scheme of Amalgamation between Oriental Containers Limited, the First Transferor Company, and Shinrai Auto Services Limited, the Second Transferor Company with Oricon Enterprises Limited, the Transferee Company and their respective shareholders.

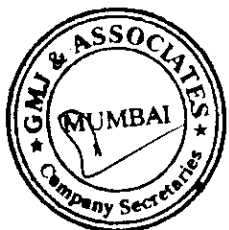
**I. Voted in favour of the resolution:**

Mode of Voting	Number of members who voted in favour	Number of votes cast (Shares) in favour	% of total number of valid votes cast
Remote e-voting	86	10,94,42,793	100
<b>Total</b>	<b>86</b>	<b>1094,42,793</b>	<b>100</b>

**II. Voted against the resolution:**

Mode of Voting	Number of members who voted against	Number of votes cast (Shares) in against	% of total number of valid votes cast
Remote e-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

[Contd...3]



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III. Invalid votes:

Mode of Voting	Number of members who voted	Number of votes cast (Shares)
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

4. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Meeting and the same shall be handed over to the Company.



For GMJ & ASSOCIATES  
Company Secretaries

*Maheshwari*

[CS PRABHAT MAHESHWARI]  
PARTNER  
F.C.S. No. : 2405  
COP No. : 1432

PLACE: MUMBAI  
DATE : 26<sup>TH</sup> FEBRUARY, 2018

**FORM NO. MGT-13****Report of Scrutinizer for voting through Poll****SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Appointed by the National Company Law Tribunal, Mumbai Bench, Mumbai, for the  
Meeting of Equity Shareholders of  
Oricon Enterprises Limited,  
1076, Dr. E. Moses Road,  
Worli, Mumbai - 400 018

Dear Sir,

Sub: Scrutinizer's Report on the "Voting through Poll" pursuant to the Notice dated 20<sup>th</sup> January, 2018 for and in respect of proposed Scheme of Amalgamation between "Oriental Containers Limited" ("First Transferor Company") and "Shinrai Auto Services Limited" ("Second Transferor Company") with Oricon Enterprises Limited ("Transferee Company"), at the National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Oricon Enterprises Limited held on Saturday, 24<sup>th</sup> February, 2018 at 4.00 p.m. at Shri S. K. Somani Memorial Hall, Hindi Vidhya Bhavan, 79, Marine Drive, Mumbai - 400 002.

I, CS Prabhat Maheshwari, (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries has been appointed by the Board of Directors of Oricon Enterprises Limited and the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai (NCLT) by its order dated 12<sup>th</sup> January, 2018 as "the Scrutinizer" for the purpose of the poll taken on the below mentioned resolution, at the National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Oricon Enterprises Limited held on Saturday, 24<sup>th</sup> February, 2018 at 4.00 p.m. at Shri S. K. Somani Memorial Hall, Hindi Vidhya Bhavan, 79, Marine Drive, Mumbai - 400 002.

- 1) After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- 2) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Registrar & Share Transfer Agents (RTA) and the authorizations / proxies lodged with the Company.
- 3) 10 Poll papers were found defective.
- 4) The result of the Poll is as under:

[Contd...2]



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The Scrutinizer's Report on the resolution proposed in the Notice with respect to Poll Process is as under;

**ITEM NO. 1:**

Approval of the arrangement embodied in the Scheme of Amalgamation between Oriental Containers Limited, the First Transferor Company, and Shinrai Auto Services Limited, the Second Transferor Company with Oricon Enterprises Limited, the Transferee Company and their respective shareholders.

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	3,669	99.19

Voted against the resolution:

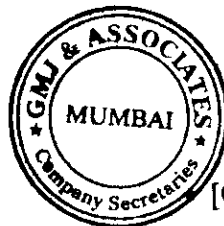
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	30	0.81

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	394

- 5) A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6) I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Susheel Somani, Chairman of the meeting.

Thanking You.



For GMJ & ASSOCIATES  
Company Secretaries

*Maheshwari*

[CS PRABHAT MAHESHWARI]

PARTNER

F.C.S. No. : 2405

COP No. : 1432

PLACE: MUMBAI

DATE : 26<sup>TH</sup> FEBRUARY, 2018.



**SCRUTINIZER'S REPORT - POSTAL BALLOT**

To,  
The Chairman,  
Appointed by the National Company Law Tribunal, Mumbai Bench, Mumbai, for the Meeting  
of Equity Shareholders of  
Oricon Enterprises Limited,  
1076, Dr. E. Moses Road, Worli,  
Mumbai - 400 018.

Dear Sir,

Sub: **Scrutiny of Postal Ballot Forms received pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.**

1. I CS Prabhat Maheshwari, (FCS: 2405, CP No. 1432), Partner of GMJ & Associates, Company Secretaries has been appointed by the Board of Directors of Oricon Enterprises Limited and the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai (NCLT) by its order dated 12<sup>th</sup> January, 2018 as "the Scrutinizer" for the purpose of scrutinizing the postal ballot process in a fair and transparent manner and ascertaining the requisite majority in respect of the resolution as circulated in the Notice dated 20<sup>th</sup> January, 2018 proposed at the National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Oricon Enterprises Limited held on Saturday, 24<sup>th</sup> February, 2018 at 4.00 p.m. at Shri . S. K. Somani Hall, Hindi Vidhya Bhavan, 79, Marine Drive, Mumbai - 400 002.
2. The Management of the Company is responsible to ensure compliance with the requirements of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014 relating to process of Postal Ballot on the resolution contained in the Notice dated 20<sup>th</sup> January, 2018. My responsibility as a scrutinizer for the postal ballot voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution as stated below, based on the Postal Ballot Forms submitted by the shareholders of the Company and on the details/ report generated by the Registrar and Transfer Agents of the Company (Bigshare Services Private Limited).
3. In connection with the above subject, I submit my report as under:
  - a. On basis of Postage Certificate issued by M/s. Professional Courier, I confirm that the Company has completed on 24<sup>th</sup> January, 2018, the dispatch of Postal Ballot Forms along with postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 12<sup>th</sup> January, 2018.

[Cont...2]



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- b. The Company has issued an advertisement on 25<sup>th</sup> January, 2018 in 'The Free Press Journal', English Newspaper and on 26<sup>th</sup> January, 2018 in 'Navshakti', (Marathi) vernacular language newspaper, informing about the completion about the dispatch of the Notices, to the shareholders along with other related matters mentioned therein.
- c. The particulars of all Postal Ballot Forms received from the Members have been entered in a Register separately maintained for the purpose in electronic mode.
- d. The Postal Ballot Forms were kept, in sealed and tamper proof Ballot Box, under safe custody of the Company, Oricon Enterprises Limited, before commencing the scrutiny of such postal ballot forms.
- e. The Postal Ballot Forms were opened and taken up for the scrutiny by me. The details of Postal Ballot Forms were reconciled with the records maintained by the Company, Oricon Enterprises Limited and Registrar & share Transfer Agents (RTA) and the authorizations/proxies lodged with the Company.
- f. The Postal Ballot forms received upto the close of working hours on 23<sup>rd</sup> February, 2018, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- g. Envelopes containing postal ballot forms received after 23<sup>rd</sup> February, 2018 were not considered for my scrutiny.
- h. I have not come across any mutilated Postal Ballot Form.

A Summary of the Postal Ballot forms received is given below:

**SPECIAL RESOLUTION:**

**ITEM NO. 1:**

Approval of the arrangement embodied in the Scheme of Amalgamation between Oriental Containers Limited, the First Transferor Company, and Shinrai Auto Services Limited, the Second Transferor Company with Oricon Enterprises Limited, the Transferee Company and their respective shareholders.

Particulars	No. of Postal Ballot forms	No. of Shares
Total Postal Ballots received	3	85
Less: Invalid Postal Ballots	0	0
Net Valid Postal Ballots	3	85
Postal Ballot with "Assent" for the resolution	3	85
Postal Ballot with "Dissent" for the resolution	0	0
Percentage of voters / shares in "favour"	100	100
Percentage of voters / shares "Against"	0	0



[Contd...3]

... 3...

4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Susheel Somani, Chairman of the Company.

Thanking You.



For GMJ & ASSOCIATES  
Company Secretaries

*Prabhat Maheshwari*

[CS PRABHAT MAHESHWARI]

PARTNER

FCS No. : 2405

COP No. : 1432

PLACE: MUMBAI

DATE : 26<sup>TH</sup> FEBRUARY, 2018.