

**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 as set out in the Notice of the Postal Ballot dated 23<sup>rd</sup> August, 2017.

As required under Section 108 and 110 of the Act, Notice dated 23<sup>rd</sup> August, 2017 along with Explanatory Statement under Section 102 of the Act and the Postal Ballot forms were dispatched to the Shareholders on 29<sup>th</sup> August, 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. 25<sup>th</sup> August, 2017 who were entitled to vote on the proposed resolution on Item No. 1 as set out in the Notice of the Postal Ballot.

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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, 1<sup>st</sup> September, 2017 at 9.00 A.M. (IST) and ended on Saturday, 30<sup>th</sup> September, 2017 at 5.00 P.M. (IST) and the remote e-Voting platform was blocked thereafter.

The votes cast under remote e-voting facility were then unblocked by me at 5:30 P.M. (IST) on 30<sup>th</sup> September, 2017 in the presence of two witnesses, who are not in the employment of the Company. I have scrutinized and reviewed the voting through electronic means (remote e-voting) and physical mode and votes tendered therein based on the data downloaded from Depository remote e-voting platform and the Postal Ballot forms received respectively.

- 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 30<sup>th</sup> September, 2017 (till 5.00 P.M. IST) i.e. the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

The result of the voting is as under:

**ITEM NO. 1: SPECIAL RESOLUTION:**

**APPROVAL TO SALE/TRANSFER OF THE BUSINESS OF PROVIDING SALES AND SERVICE OF TOYOTA VEHICLES IN THE NAME AND STYLE OF SHINRAI TOYOTA (TOYOTA DEALERSHIP BUSINESS) OF SHINRAI AUTO SERVICES LIMITED (SASL), A WHOLLY OWNED SUBSIDIARY OF THE COMPANY AND A RELATED PARTY OF THE COMPANY, AS A "GOING CONCERN", ON A SLUMP SALE BASIS TO MADHUBAN MOTORS PRIVATE LIMITED.**

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	110402730	100	110393693	99.99	13	9037	.01	0
Postal Ballot voting	66525	38	64525	97	3	2000	3	29
<b>Total</b>	<b>110469255</b>	<b>138</b>	<b>110458218</b>	<b>99.99</b>	<b>16</b>	<b>11037</b>	<b>.01</b>	<b>29</b>

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All the above resolutions as set out in the Notice of Postal Ballot dated 23<sup>rd</sup> August, 2017 stands 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

*Prabhat Maheshwari*

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



PLACE: MUMBAI

DATE: 1<sup>ST</sup> OCTOBER, 2017