

**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
**ORICON ENTERPRISES LIMITED**  
1076, Dr. E. Moses Road,  
Worli, Mumbai - 400 018

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of "ORICON ENTERPRISES LIMITED" (hereinafter referred to as 'the company') on 29<sup>th</sup> May, 2014, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the Resolution
Special Resolution pursuant to Section 180(1) (c) of the Companies Act, 2013 for creation of charge/ mortgage/ hypothecation on the assets of the company.	Special Resolution for creation of charge/ mortgage/ hypothecation on the assets of the company in addition to the existing charge/ mortgage/ hypothecation on the assets created by the company created by the company, on such movable and immovable properties, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment on redemption, costs, charges, expenses and all other moneys payable by the company in respect of the said Loans, shall not, at any time exceed Rs.400.00 crores (Rupees Four hundred crores only)
Special Resolution pursuant to Section 186 of the Companies Act, 2013 for loans and investment by the company.	Special Resolution for Loans and Investments by the company provided that the total amount of loans or investments made, guarantees given, and securities provided shall not at any time exceed Rs.500 crores (Rupees Five hundred crores only) over and above the paid up share capital of the company and its free reserves.



I submit my report as detailed hereunder:

1. As required under Section 110 of the Companies Act, 2013 (Act), the company has sent a Notice along with Explanatory Statement under Section 102 of the Act by courier to 4506 shareholders along with the Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope, returnable to scrutinizers and by Email to 1286 (sent) - 1218 (delivered) shareholders as per the details available with the RTA/Service Provider.
2. The Company also provided the E-Voting facility offered by National Securities Depository Limited (NSDL) for conducting E-voting by the members of the company.
3. The Shareholders were required to complete the postal ballot form and return the same to Scrutinizer on or before the close of working hours on 10<sup>th</sup> September, 2014 (6.00 pm) or cast their vote online on the basis of instructions for E-voting appearing in the Notice sent to them.
4. The postal ballots, including e-voting were duly opened / accessed in my presence and scrutinized and a computer statement containing the Shareholders Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected was generated.
5. There were no envelopes containing postal ballot forms received after close of working hours i.e., 10<sup>th</sup> September, 2014 (6.00 pm)
6. Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
7. The postal ballots forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots forms.
8. Postal ballot with the defects as mentioned in the instruction in the postal ballot form were rejected and not considered.
9. Shareholder's who have cast their vote both by Physical Ballot and e-voting, then voting done through e-voting is considered as valid and voting through Postal Ballot Form is treated as invalid.
10. None of the Shareholder's have cast votes for shares more than their actual holdings.
11. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.

On scrutiny, I report that out of Six Thousand and Sixty Eight (6068) Shareholders, Twenty One (21) Shareholders have exercised their vote through e-Voting and Forty Eighty (48) Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of results for the item placed for consideration by the members are given below:



**Item No.1 Creation of Charge/ mortgage/ hypothecation on the assets of the company:**

**TABLE A:**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Total votes cast through postal ballots received (A)	48	10817786	10.55
Total votes cast through E-Voting (B)	21	2703955	2.64
<b>Grand Total (C)</b>	<b>69</b>	<b>13521741</b>	<b>13.19</b>
Less : Invalid E-Voting/postal ballots forms (D)	2*	1910	0.001
Net E-Voting confirmation/ valid Postal ballot forms (C-D)	67	13519831	13.18

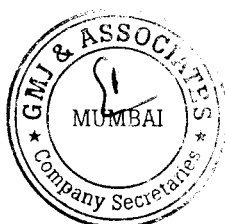
**TABLE:B**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Postal Ballot Forms /E-Voting with Assent for the Resolution	58	13510759	13.18
Postal Ballot Forms /E-Voting with Dissent for the Resolution	9	9072	0.008

**\*Note:** There are two shareholders who have neither voted in favour nor against the resolution, hence were considered invalid.

**Results:**

As the number of votes casted in favour of the Resolution i.e.,13.18% is more than the number of votes cast against i.e., 0.008 %, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, asset out in the Item No. 1 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.



**Item No.2 Loans and Investments by the company:**

**TABLE A:**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Total votes cast through postal ballots received (A)	48	10817786	10.55
Total votes cast through E-Voting (B)	21	2703955	2.64
Grand Total (C)	<b>69</b>	<b>13521741</b>	<b>13.19</b>
Less : Invalid E-Voting/postal ballots forms (D)	2*	1910	0.001
Net E-Voting confirmation/ valid Postal ballot forms (C-D)	67	13519831	13.18

**TABLE: B**

Particulars	No. Postal Ballot Forms/E-Voting	No. of Shares	% of Total Paid Up Equity Capital
Postal Ballot Forms /E-Voting with Assent for the Resolution	58	13510759	13.18
Postal Ballot Forms /E-Voting with Dissent for the Resolution	9	9072	0.008

**\*Note:** There are two shareholders who have neither voted in favour nor against the resolution, hence were considered invalid.

**Results:**

As the number of votes casted in favour of the Resolution i.e., 13.18% is more than the number of votes cast against i.e., 0.008%, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Item No.2 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.



All the resolutions stand passed under e-voting and postal ballot with the requisite majority.

I shall hand over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary of the company once the Chairman considers, approves and sign the minutes of the Meeting.

You may accordingly declare the result of the voting by Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal ballot.

Thanking You.

Yours Faithfully,

For **GMJ & ASSOCIATES**  
**COMPANY SECRETARIES**

*Maheshwar.*

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

**PLACE: MUMBAI**  
**DATE: 15<sup>th</sup> SEPTEMBER, 2014.**

