

**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 electronic, 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 19<sup>th</sup> August, 2017**

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 23<sup>rd</sup> June, 2017 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 (including Public shareholders) of Oricon Enterprises Limited held on 19<sup>th</sup> August, 2017 at 11.00 a.m. at Shri . S. K. Somani Hall, Hindi Vidhya Bahvan, 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 Oricon Properties Private Limited, the Transferor Company and Oricon Enterprises Limited, the Transferee company and their respective shareholders in the terms of the Notice dated 1<sup>st</sup> July, 2017 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 19<sup>th</sup> July, 2017 (9.00 a.m. IST) to 18<sup>th</sup> August, 2017 (5.00 p.m. IST). The E-voting results were unblocked by me on 19<sup>th</sup> August, 2017 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 21<sup>st</sup> August, 2017, which is attached herewith.
- 2) The Company had provided the facility of voting through Postal ballot from 19<sup>th</sup> July, 2017 to 18<sup>th</sup> August, 2017 to the Equity shareholders of the company on the resolution contained in the notice dated 1<sup>st</sup> July, 2017. I have issued separate Scrutinizer's Report dated 21<sup>st</sup> August 2017 on the Postal Ballot Forms, which is attached herewith.

[Cont...2]



- 3) At the National Company Law Tribunal (NCLT) Mumbai convened Meeting of the Company held 19th August, 2017, 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 21st August, 2017, 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 1 <sup>st</sup> July, 2017)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes / Ballot
1.	Approval of the Scheme of Amalgamation between Oricon Properties Private Limited and Oricon Enterprises Limited and their respective shareholders.	E- voting	11,26,18,184	7081	0
		Postal Ballots	11,308	0	2040
		Voting Conducted at the venue of the Meeting	24,534	4	14,000
		Total	11,26,54,026	7,085	16,040

- 5) Based on the foregoing, the Resolution as mentioned in Serial No. 1 forming part of the Notice dated 1<sup>st</sup> July, 2017 stands passed with requisite majority under e-voting, Postal Ballot process and Poll.

Thanking You.

Yours faithfully,  
For **GMJ & ASSOCIATES**  
Company Secretaries

*haheshwari*

**[CS PRABHAT MAHESHWARI]**  
**PARTNER**  
FCS No. : 2405  
COP No. : 1432



**PLACE: MUMBAI**  
**DATED : 21<sup>ST</sup> AUGUST, 2017**