



To
The Board of Directors
ORSON HOLDINGS CO. LIMITED
"SHREE VIHAR"
14C, Raja Santosh road,
Kolkata-700027

SCRUTINIZER'S REPORT

Dear Sir,

1. I, Mr. Navin Kothari, Proprietor of M/s N.K & Associates, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of Orson Holdings Co. Limited (the Company) for the purpose of:
 - (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended,
 - (ii) Poll through ballot papers on the Resolutions contained in the notice (hereinafter referred to as "the resolution") of the Annual General Meeting of the members of the Company, held on 25th September, 2015 at 11.00 am at "SHREE VIHAR" 14C, Raja Santosh Road. Kolkata-700027.
2. I submit my report as under:
 - a. As per the information provided to me, the company has completed the dispatch of Notice, along with the Proxy Form to the Members on 13th August, 2015 whose name appeared in the Register of Members/list of Beneficial Owners as on 13th August, 2015.
 - b. The remote e-voting period remained open from 9.00 A.M. on Tuesday, 22nd September, 2015 up to 5.00 P.M. on Thursday, 24th September, 2015.
 - c. The Shareholders holding shares as on the "cut off" date, i.e. 18th September, 2015 were entitled to vote on the proposed resolutions as mentioned in the Notice of the Annual General Meeting of the Company.



- d. After the announcement for the vote through Ballot Paper by the Chairman. The ballot box was kept for the purpose of voting but none of the Shareholders has participated in the voting process.
- e. The votes through e-voting were unblocked on Friday, 25th September, 2015 at 12.00 noon after the conclusion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Nikita Kedia, and Ms. Bharti Jhanwar who are not in employment of the Company.
- f. I have also received a complete record of votes cast by electronic mode from **Central Depository Services Limited (CDSL)** the agency for providing and supervising electronic platform after it was closed by CDSL.
3. The result of the voting is as under:

ORDINARY BUSINESS

a) **Resolution 1**

Adoption of the audited financial statements for the year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.

	<u>Remote e-voting</u>		<u>Total Voting Result</u>		
	Number of Members voted	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	06	419930	06	419930	100
Voted against the Resolution	0	0	0	0	0



b) Resolution 2

Appointment of Director Mr. Raj Kumar Bhartia (DIN 00003164) who retires by rotation and, being eligible, offers himself for re-appointment.

	<u>Remote e-voting</u>		<u>Total Voting Result</u>		
	Number of Members voted	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	06	419930	06	419930	100
Voted against the Resolution	0	0	0	0	0

c) Resolution 3

Appointment of Director Mrs. Shanti Bhartia (DIN 00003198) who retires by rotation and, being eligible, offers herself for re-appointment.

	<u>Remote e-voting</u>		<u>Total Voting Result</u>		
	Number of Members voted	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	06	419930	06	419930	100
Voted against the Resolution	0	0	0	0	0



(d) Resolution 4

Appointment of M/s. Rustagi & Co., Chartered Accountants (ICAI Registration No.301094E), as statutory auditors of the Company.

	<u>Remote e-voting</u>		<u>Total Voting Result</u>		
	Number of Members voted	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	06	419930	06	419930	100
Voted against the Resolution	0	0	0	0	0

SPECIAL BUSINESS

e) Resolution 5

(ORDINARY RESOLUTION)

Re-Appointment of Mr. Subir Nag (DIN : 00003209) Whole Time Director of the Company

	<u>Remote e-voting</u>		<u>Total Voting Result</u>		
	Number of Members voted	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	06	419930	06	419930	100
Voted against the Resolution	0	0	0	0	0



4. RESULTS:-

As the number of votes cast in favour of all the resolutions i.e. 100%, I report that all the resolutions as per the Notice dated 13.08.2015 have been passed by the shareholders of the company unanimously.

5. The Registers, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a scrutinizer.

Thanking You,

Yours faithfully,
For N. K. & ASSOCIATES
Company Secretaries

Navin Kothari

(NAVIN KOTHARI)

Proprietor
FCS NO. 5935
C. P. NO. 3725



Dated: 26/09/2015

We the undersigned have witnessed that the votes cast through remote e-voting and voting at the AGM venue were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Friday, 25th August, 2015 at 12.00 noon.

Nikita Kedia

NIKITA KEDIA
Address: 60/101, Haripada Dutta Lane
Kolkata-700033

Bharti Jhanwar

BHARTI JHANWAR
Address: Vinayak Garden
41B, Simla Road,
102 Raja Dinendra Street,
Kolkata-700006