

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(xi) of Companies (Management and Administration) Rules, 2015 (as amended)]

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

Dear Sir,

Subject: Report of Scrutinizer for Thirty Fourth Annual General Meeting of the shareholders of Orson Holdings Company Limited held at Shree Vihar, 14C, Raja Santosh Road, Kolkata-700027 at 11 a.m.

Pursuant to the resolution passed by the Board of Directors of Orson Holdings Company Limited, I Navin Kothari of N.K. & ASSOCIATES practicing company secretaries have been appointed as a Scrutinizer to receive, process and scrutinize the remote e-voting at the 34th Annual General Meeting (AGM) as mentioned under clause (ix) of Sub Rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2015 (as amended), in fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per provision of Companies Act, 2013 on the resolutions approved by remote e-voting for the 34th Annual General Meeting held on Wednesday, September 14, 2016.

In terms of Regulation 44 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules 2014), in connection with the resolution proposed in the 34th AGM, the company had provided remote e-voting.

1. 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, 2016 whose name appeared in the Register of Members/list of Beneficial Owners as on 13th August, 2016.
 - b. The remote e-voting period remained open from 9.00 A.M. on Sunday, 11th September, 2016 up to 5.00 P.M. on Tuesday, 13th September, 2016.
 - c. The Shareholders holding shares as on the "cut off" date, i.e. 7th September, 2016 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 Wednesday, 14th September, 2016 at 12.30 p.m. after the conclusion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Nisha Kalyani, and Mr. Rahul Korwani who are not in employment of the Company.
- f. I have downloaded 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.
2. 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, 2016 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	07	419930	07	419930	100
Voted against the Resolution	0	0	0	0	0

b) Resolution 2

To appoint a Director in place of Mr. Vivek Kumar Bhartia (DIN 00003182) 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	07	419930	07	419930	100
Voted against the Resolution	0	0	0	0	0

c) Resolution 3

To appoint a Director in place of Mr. Subir Nag (DIN 00003209) 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	07	419930	07	419930	100
Voted against the Resolution	0	0	0	0	0



(d) Resolution 4

Ratification of appointment of M/s. Rustagi & Co., Chartered Accountants (Firm 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	07	419930	07	419930	100
Voted against the Resolution	0	0	0	0	0

SPECIAL BUSINESS**e) Resolution 5****(SPECIAL RESOLUTION)**

To replaced and renumbered clauses and to delete other object clause by Adoption of Memorandum of Association of the Company as per new Companies Act 2013.

	<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	07	419930	07	419930	100
Voted against the Resolution	0	0	0	0	0



f) Resolution 6

(SPECIAL RESOLUTION)

Adoption of New set of Articles of Association of the company inter-alia pursuant to Companies Act 2013.

	<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	07	419930	07	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 13.08.2016 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



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 Wednesday, 14th September, 2016 at 12.30 p.m.

Nisha Kalyani

NISHA KALYANI
Address: 43, CIT Road VI
3rd Floor, kankurgachi Kolkata-700054

Place : Kolkata
Dated: 15/09/2016

Rahul Korwani

RAHUL KORWANI
Address: 14F, Corporation
Place, 3rd Floor, Kolkata-700087

