

FORM NO. MGT.13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To,
Mr. Cecil De Santa Maria
Chairperson appointed by the Hon'ble National
Company Law Tribunal, Mumbai Bench
for the Meeting of the Unsecured creditors of
ORRA FINE JEWELLERY PRIVATE LIMITED
CIN: U36911MH1991PTC061736
Registered office: HOUSE OF ORRA, Aver House Building,
Plot B-26, Off. New Link Road, Opp. Citi Mall,
Andheri West, Mumbai - 400 053,
Maharashtra.

Dear Sir,

Subject: Scrutinizer's Report on passing of resolutions through poll by ballot paper at the Meeting of Unsecured Creditors of ORRA Fine Jewellery Private Limited ("the Company") held pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") on 12th January 2023 at 11.00 a.m. at the registered office of the Company in the matter of the Scheme of Arrangement between ORRA Fine Jewellery Private Limited and its shareholders ("Scheme") under Section 230 and other applicable provisions of the Companies Act, 2013 ("Act").

I, Rupesh Mahadeshwar, Company Secretary, Proprietor of M/s. R. Mahadeshwar & Co., Practicing Company Secretaries, have been duly appointed as the Scrutinizer for the meeting of the Unsecured Creditors of the Company convened and held on 12th January 2023 at 11.00 a.m. at HOUSE OF ORRA, Aver House Building, Plot B-26, Off. New Link Road, Opp. Citi Mall, Andheri West, Mumbai - 400 053, Maharashtra, for considering the Scheme, pursuant to the directions of the Hon'ble Tribunal vide order dated 25th November 2022 passed in Company Scheme Application No. CA (CAA) No. 265/MB/2022.

The Chairman further informed the Unsecured Creditors that in accordance with the directions passed by the Hon'ble National Company Law Tribunal in Company Application No. CA (CAA)265/MB/2022 in relation to Scheme of Arrangement between ORRA Fine Jewellery Private Limited and its shareholders under Section 230 and other applicable provisions of the Act, the Tribunal has appointed Mr. Rupesh Mahadeshwar, Practicing Company Secretary having Membership No. 36933 to be the Scrutinizer for the purpose of scrutinizing the votes cast at the said meeting of the Unsecured Creditors of the Company.

At the meeting venue, after the Unsecured Creditors of the Company were informed of my appointment as the Scrutinizer, the poll was duly conducted. I wish to state that before the poll was conducted, the Ballot Box was sealed in my presence, and I had verified that there were no Ballot Papers inside the Ballot Box when sealed. The Ballot Papers were then deposited by the Unsecured Creditors of the Company in my presence in the Ballot Box. After the time fixed for closing of the poll by the Chairperson, **Mr. Cecil De Santa Maria**, ballot boxes kept for polling were locked in my presence with due identification marks placed by me. After the polling was over, the Ballot Box was opened in my presence along with Chairperson and two witnesses viz. Mr. Akbar Shekh and Ms. Dhruvi Dharia who are not in the employment of the Company and poll papers were duly scrutinized. I initialed all the 10 (Ten) Ballot Papers found in the Ballot Box.

Before the detailed scrutiny of Ballot Papers was undertaken, the Ballot Papers received in the Ballot Box were segregated into "**FOR**", "**AGAINST**" and "**INVALID**". Thereafter, I got the signatures on the ballot papers verified with the specimen signature recorded under the Letters of Authorisation and Proxy Forms received by the Company wherever applicable. The Ballot Papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company. I have also examined the instruments of proxies and the Letters of Authorisation received by the Company. I have also examined that the Ballot Papers were complete, and not liable to be rejected as invalid.

The Scrutinizer's Report on the resolutions proposed in the Notice of the NCLT Convened meeting with respect to Poll Process is as under.

The Chairperson demanded poll at the said meeting and declared that all items shall be decided through Poll as per provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

Based on our scrutiny, the results of the poll conducted are as given under:

(a) Resolution Item No 1

***"RESOLVED THAT** pursuant to the provisions of Sections 230 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall be deemed to mean and include one or more Committee(s) constituted/to be*

constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between ORRA Fine Jewellery Private Limited and its shareholders ("Scheme") on the terms and conditions as stated therein placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or in proxy)	Number of Votes cast by them	Value of the total valid votes cast	Percentage of Total number of valid votes cast
9	9	Rs. 417,906,397.68/-	100%

(ii) Voted against the resolution:

Numbers of members present and voting (in person or in proxy)	Number of Votes cast by them	Value of the total valid votes cast	Percentage of Total number of valid votes cast
0	0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Value of the total invalid votes cast	Total number of votes cast by them
1	Rs. 4,31,07,676 /-	1



We state as follows:

1. Based on the foregoing, resolutions stated above, were passed with requisite majority.
2. All the relevant records relating to the Ballot Papers is under my safe custody and it will be handed over to the Chairperson for preserving safely after the Chairperson considers, approves and signs the minutes of the said meeting.
3. Meeting was commenced at 11.00 a.m. and concluded at 11.50 a.m.
4. The ballot box was opened on 12th January 2023 at 12.10 p.m. in my presence along with the said two witnesses.
5. Of the 10 (ten) Ballot Papers received, 9 (nine) were considered as valid Ballot Papers and 1 Ballot Paper was consider as invalid due absence of signature on the said Ballot Paper.

Thanking you,
Yours faithfully,

Place: Mumbai
Date: 17th January 2023



For M/s R. Mahadeshwar & Co.
Company Secretaries

[CS Rupesh Mahadeshwar]

Proprietor

ACS: 36933, COP: 13797

UDIN NO : A036933D002995350

REF. NO.: C016/ORRA/MGT-13 ECM/2022-23

Countersigned by

Mr. Cecil De Santa Maria
Chairperson of the Meeting of the Unsecured Creditors of
ORRA FINE JEWELLERY PRIVATE LIMITED