
ORICON ENTERPRISES LIMITED

CIN-L28100MH1968PLC014156

Regd. Off.: 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018.
Email: oclcont@vsnl.com • Website : www.oriconenterprises.com
Tel. No. : +91-22-24964656-60 • Fax No. : +91-22-24963055

NOTICE

NOTICE is hereby given that the **FORTY FOURTH** Annual General Meeting of the Company will be held on **Thursday 11th September, 2014 at 10.15 a.m.** at Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive, Mumbai - 400002 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended March 31, 2014 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend (s).
3. To appoint a Director in place of Shri Surendra Somani (DIN 00600860) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Adarsh Somani (DIN 00192609) who retires by rotation and being eligible, offers himself for reappointment.
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, M/s. Khandelwal Jain & Co. Chartered Accountants (FRN No. 105049W), be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the third consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) of the Company at such remuneration as may be fixed by the Board of Directors on the recommendation of Audit Committee of the Company.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, Shri S J Taparia, (DIN 00112513) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”
 7. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, Shri V N Khanna, (DIN 00064502) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”
 8. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**
“**RESOLVED THAT**, Shri Vinod Mimani, (DIN 00053976) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is
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hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**

“**RESOLVED THAT**, Shri Sanjay Dosi, (DIN 00039107) who is eligible to remain in office as an Independent Director, pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement becoming effective from 1st October, 2014, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and he shall not be liable to retire by rotation.”

10. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** in supersession of the ordinary resolution passed under Section 293(1)(d) of the Companies Act, 1956, by the shareholders in the 30th Annual General Meeting of the Company held on 29th December 2000, and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and pursuant to Article 159 of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of business of the company with or without security and upon such terms and conditions as they may think fit notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up Share Capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 400.00 crores (Rupees Four hundred Crores only) over and above the aggregate of the paid up Share Capital of the Company and its free reserves.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take necessary steps for giving effect to the aforesaid resolution.”

By Order of the Board
For Oricon Enterprises Limited

SANJAY JAIN
Company Secretary

Place : Mumbai
Date : 29th May, 2014
Registered Office:
1076, Dr. E. Moses Road
Worli, Mumbai – 400 018.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A proxy form is sent here with. Proxies submitted on behalf of the Company(ies), Societies, etc must be supported by an appropriate resolution or authority as applicable.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
 3. The Register of Members and the Share Transfer Books of the Company will remain closed from 4th September, 2014 to 11th September, 2014 (both days inclusive).
 4. a) The Dividend if declared, will be payable to those Equity Shareholders whose names stand on the Register of Members on 11th September, 2014.
b) In respect of Equity Shares held in the electronic form, the dividend will be payable to the beneficial owners of shares as on the close of 3rd September, 2014 as per details furnished by the Depositories for this purpose.
Members who have not encashed the dividend warrants for the financial year 2006-2007 and/or any subsequent dividends are requested to write to the Company giving the necessary details.
 5. Members are requested to intimate change in their address, if any, to the Company / R & T Agent.
 6. The brief profile of the Directors proposed to be appointed / re-appointed is given in the section "Report on Corporate Governance" of the Annual Report.
 7. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/ NECS) facility should mandatorily be used by the Companies for the distribution of dividend to its members. In order to avail the facility of ECS/ NECS, members are requested to provide bank account details to the company or its Registrar and Share Transfer Agents.
 8. In support of the "Green Initiative" announced by the Government of India electronic copy of the Annual Report and this Notice inter-alia indicating the process and manner of e-voting along with attendance slip and Proxy form are being sent by E-mail to those shareholders whose E-mail addresses have been made available to the Company / Depository Participants unless member have requested for a hard copy of the same. For members who have not registered their e-mail addresses physical copies of Annual Report and this Notice inter-alia indicating the process and manner of e-voting along with attendance slip and Proxy form will be sent to them in the permitted mode.
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VOTING THROUGH ELECTRONIC MEANS

- i. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-voting facility to the Members to cast their votes electronically on the resolutions mentioned in the Notice of 44th Annual General Meeting of the Company.
- ii. The E- Voting period commences on 5th September, 2014 (9.00am) and ends on 7th September, 2014 (6.00 pm). During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - a) Open email and open PDF file viz; "OELAGM e-voting pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/ PIN for e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - c) Click on "Shareholder – login."
 - d) Put user Id and password (as above) as initial password/ PIN noted in step (a) above and click login.
 - e) Password change Menu appears. Change the password with new password/ PIN of your choice with minimum 8 digits/ characters or combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform.
 - f) Please note that login to e-voting website will be disabled upon five unsuccessful attempts to key –in the correct password. In such an event, you will need to go through 'Forget Password' option available on the site to re-set the same.
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- g) Home page of “e-voting” opens. Click on e-voting : Active voting cycles.
 - h) Select “EVEN” of Oricon Enterprises Limited.
 - i) Now you are ready for “e-voting” as “cast vote” page opens.
 - j) Cast your vote by selecting appropriate options and click on “submit” and also “confirm” when prompted.
 - k) Institutional Shareholders(i.e. other than individual s, HUF, NRI etc.) are also required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs@gmj.co.in with a copy marked to evoting@nsdl.co.in and sanjayjain@ocl-india.com
- B. In case a member uses a printed copy of the Notice of AGM:
- a) Initial password is provided by separate letter send to the shareholder
- | EVEN (E-voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
| | | |
- b) Please follow all steps from Sl. No. (b) to (k) above, to cast vote.
9. Mr. Prabhat Maheshwari, Partner, G M J & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scurtinizer’s Report shall be placed on the Company’s website www.oriconenterprises.com and on the website of NSDL within two days of passing of the resolution at the AGM of the Company and shall be communicated to the stock Exchange.

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 6, 7, 8 and 9

Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, are Independent Directors of the Company and have held the position as such for more than 5 (five) Years.

The Companies Act, 2013 (hereinafter referred as the “Act”) and the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

It is proposed to appoint Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement for a period of 5 (five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, and they shall not be liable to retire by rotation.

Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from member’s alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, for the office of Directors of the Company.

The Company has also received declarations from the directors that they meet with the Criteria of Independence as prescribed both under sub- section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, are interested in the respective resolution as appointee as set out in item No. 6 to 9 of the Notice with regard to their respective appointment.

Copy of the Draft letters for respective appointments of Shri S J Taparia, Shri V N Khanna, Shri Vinod Mimani, and Shri Sanjay Dosi, as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company .

The Board recommends the resolution as set out in Item No 6 to 9 for approval of the Members.

None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in these resolutions.

Item No. 10

The Shareholders of the Company had by an Ordinary Resolution, at the 30th Annual General Meeting of the Company held on 29th December, 2000, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid up Share Capital and free reserves but not exceeding Rs 200.00 crores (Rs. Two Hundred Crores Only).

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid up Share Capital and free reserves. Accordingly the Special Resolution as set out in item No. 10 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

By Order of the Board
For Oricon Enterprises Limited

SANJAY JAIN
Company Secretary

Place : Mumbai
Date : 29th May, 2014
Registered Office:
1076, Dr. E. Moses Road
Worli, Mumbai – 400 018.



CIN: L28100MH1968PLC014156
 Regd. Office : 1076. Dr. E. Moses Road, Worli, Mumbai - 400 018

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I /We hereby record my / our presence at the 44th Annual General Meeting of the Company at **Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79, Marine Drive, Mumbai - 400002** on **Thursday 11th September, 2014** at **10.15 A.M.**

Full name of the Shareholder in Block Letters: _____

Folio No.: _____ DPID No.: _____ Client ID No.: _____

Name of Proxy holder _____

Signature of Proxy holder _____

Signature of Shareholders _____

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 Read with Rule 19(3) of the Companies (Management and Administration) Rules 2014]

Oricon Enterprises Limited
 CIN: L28100MH1968PLC014156
 Registered office: 1076 DR E Moses Road, Worli, Mumbai – 400018

Name of the Member(s) : _____	Registered address : _____
E-mail Id: _____	Folio No. / Client ID: _____ DP ID: _____

I /We being the member(s) of _____ Shares of the above named Company hereby appoint:

- (1) Name: _____ Address: _____ E-mail Id: _____ or failing him;
- (2) Name: _____ Address: _____ E-mail Id: _____ or failing him;
- (3) Name: _____ Address: _____ E-mail Id: _____

As my/ our proxy to attend and vote (on a poll) for me / us and on my/ behalf at the 44th Annual General Meeting of the Company to be held on **Thursday, 11th September, 2014** at **10.15 a.m.** at **Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive Mumbai – 400002** and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	ORDINARY BUSINESS	For	Against
1.	Consider and adopt Annual Financial Statement of the Company for the year ended 31st March, 2014 together with Reports of Board of Directors and Auditor's thereon		
2.	Declaration of Final Dividend		
3.	Re-appointment of Shri Surendra Somani , who retire by rotation and being eligible offer himself for re-appointment as director		
4.	Re-appointment of Shri Adarsh Somani , who retire by rotation and being eligible offer himself for re-appointment as director		
5.	Re-appointment of M/s. Khandelwal Jain & Co. as Statutory Auditor		
	SPECIAL BUSINESS		
6.	Appointment of Shri S J Taparia as Independent Director		
7.	Appointment of Shri V N Khanna as Independent Director		
8.	Appointment of Shri Vinod Mimani as Independent Director		
9.	Appointment of Shri Sanjay Dosi as Independent Director		
10.	Approval pursuant to section 180(1) (c) to the Board of Director to borrow monies		

Signed this _____ day of _____ 2014

Signature of the Shareholder _____

Affix
 Re. 1
 Revenue
 Stamp

Signature of first proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.