

ORICON ENTERPRISES LIMITED

CIN-L28100MH1968PLC014156

Registered office: 1076 Dr E Moses Road, Worli, Mumbai – 400018

e-mail : share@ocl-india.com; Website: www.oriconenterprises.com

Tel. No. +91-22-24964656 – 60; Fax No. +91-22-24963055

NOTICE

NOTICE is hereby given that the **FORTY FIFTH** Annual General Meeting of the Company will be held on **Saturday, 19th September, 2015 at 10.00 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, 2015 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri Susheel G Somani (DIN 00601727) who retires by rotation and being eligible, offers himself for reappointment as Director .
4. To appoint a Director in place of Shri B K Toshniwal (DIN 00048019) who retires by rotation and being eligible, offers himself for reappointment as Director .
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 and 141 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 next Annual General Meeting 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** pursuant to the Provisions of Section 152 and other applicable Provisions of the Companies Act, 2013 read with the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and Clause 49 of the Listing Agreement, Mrs. Sujata Parekh Kumar (DIN 00016335), who was appointed as an Additional Director of the Company and holds office upto the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the Provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mrs. Sujata Parekh Kumar for the office of Director, be and is hereby appointed as a Director of the Company, 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** pursuant to Provisions of Section 149, 152 read with Schedule IV and all other applicable Provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and Clause 49 of the Listing Agreement, Shri K G Gupta (DIN 00997067), who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the Provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri K G Gupta for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 50th 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 pursuant to Provisions of Section 149, 152 read with Schedule IV and all other applicable Provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and Clause 49 of the Listing Agreement, Shri N Gangaram (DIN 00001246), who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the Provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri N Gangaram for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of 50th 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 **Special Resolution**:

“RESOLVED THAT pursuant to the Provisions of Section 196, 197, 203 and Schedule V and other applicable Provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members be and is hereby accorded to the re-appointment of Shri Rajendra Somani as the Managing Director of the Company for a period of five years commencing from 1st April, 2015 to 31st March, 2020 on such remuneration, terms and conditions, recommended by the Nomination and Remuneration Committee as detailed herein below: .”

a) **Basic Salary** : Rs. 3,50,000/- per month

b) **HRA** : Rs. 1,50,000/- per month

c) **Perquisites** :

Medical Reimbursement : Expenses incurred for Shri Somani and his family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Leave Travel Concession : For Shri Somani and his family once in a year incurred in accordance with the Rules specified by the Company.

Club Fees : Subject to a maximum of two clubs. This will not include admission and life membership fees.

Personal Accident Insurance : Premium not to exceed Rs. 4000/- per annum.

For the purpose of this Category, family means the spouse, the dependent children and dependent parents of Shri Somani.

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act 1961.

Gratuity not exceeding half a month's salary for each completed year of service. Past service of Shri Somani shall be taken into account for the purpose of calculating gratuity.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on Perquisites

Shri Somani shall be entitled to one month's privilege leave on full pay for every eleven months' service.

Shri Somani shall be entitled to reimbursement of all or any expenditure actually and properly incurred for Company's business. He shall not be entitled to any sitting fee for attending meetings of the Board of Directors' or Committees thereof.

Free use of car with driver for the Company's business, all the expenditure in connection therewith being borne by the Company and free telephone and computer facilities at the residence.

Subject to the superintendence and control of the Board of Directors of the Company, Shri Somani shall be responsible for the day to day management of the Company and shall carry out such duties as may be entrusted to him by the Board of Directors.

The appointment may be terminated by either party giving to the other party, three months' notice in writing.

Compensation for loss of office in case of any termination before 31st March, 2020 would be payable to Shri Somani as per the Provisions of the Companies Act, 2013.

“RESOLVED FURTHER that if in any financial year during his tenure as Managing Director, the Company has no profit or its profits are inadequate, salary and perquisites as above will be payable to Shri Rajendra Somani as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise the remuneration payable to him as Managing Director, from time to time subject to the ceiling laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013 without further approval of the members of the Company, but with such other approvals, sanctions, or permission if any, required for such revision in the remuneration.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds or things and sign all the documents as may be necessary, to give effect to the aforesaid resolution”

By Order of the Board
For Oricon Enterprises Limited

SANJAY JAIN
Company Secretary

Place : Mumbai
Date : 27th May, 2015

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 herewith. 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 11th September, 2015 to 19th September, 2015 (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 19th September, 2015.

- 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 10th September, 2015 as per details furnished by the Depositories for this purpose.

Members who have not encashed the dividend warrants for the financial year 2007-2008 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.

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, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement 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 45th Annual General Meeting of the Company.
- ii. The members who have cast their vote by remote evoting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iii. The E- Voting period commences on 16th September, 2015 (9.00 a.m.) and ends on 18th September, 2015 (5.00 p.m.). During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of 12th September, 2015 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; "OEL 45th AGM 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 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.
 - 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) Upon confirmation, the message “Vote cast successfully” will be displayed.
- l) Once you have voted on the resolution, you will not be allowed to modify your vote.
- m) 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 (m) above, to cast vote.

- 9. In case of any queries, you may refer the frequently asked question (FAQS) for Members and remote e-voting uses manual for Members available at the downloads Section of www.evoting.nsdl.com or call on toll free No. 1800-222-990.
- 10. If you are already registered with NSDL for remote e-voting then you can use your exiting user ID and Password/PIN for casting your vote.
- 11. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 12. The Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2015.
- 13. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. 12th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free No.: 1800-222-990.

- 14. A person, whose name is recorded in the register of the members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 15. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 16. Shri. Prabhat Maheshwari, Partner of M/s. GMJ & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 17. The result shall be declared within the three days from the conclusion of the 45th 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 three days of passing of the resolution at the AGM of the Company and shall be communicated to the Stock Exchange(s).

ANNEXURE TO THE NOTICE:

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

Item No. 6

The Board of Directors at their meeting held on 16th March, 2015 appointed Mrs. Sujata Parekh Kumar as an Additional Director of the Company.

Mrs. Sujata Parekh Kumar (DIN 00016335) is a post graduate from University of USA and having an experience of nearly 6 years. She has worked in almost all core areas of the Company and had expertise in field of operations, finance, Administration and General Management. She is also a Managing Director of United Shippers Limited, Subsidiary of the Company.

A brief profile of Mrs. Sujata Parekh Kumar in terms of Clause 49 of the Listing Agreement is given in the Corporate Governance Report.

In terms of Section 161 of the Companies Act, 2013 Mrs. Sujata Parekh Kumar holds office as Additional Director till the conclusion of this Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from member signifying his intention to propose the candidature of Mrs. Sujata Parekh Kumar as a Director of the Company.

The Board of Directors is of the opinion that her vast experience will be great value to the Company and therefore recommends item No. 6 of this notice for your approval.

None of the Directors, Key Managerial Personnel and relative thereof except Mrs. Sujata Parekh Kumar and Shri S J Parekh is concerned or interested in the resolution.

Item No. 7

The Board of Directors at their meeting held on 14th November, 2014 appointed Shri K G Gupta as an Additional Director of the Company.

Shri K G Gupta is a Member of Institute of Company Secretaries of India and having an vast experience in Secretarial, Accounts, Finance, HRD, and General Administration.

He has also started his own business in the name of Krishumitra Paper and Chemicals Pvt Ltd and lead as a Managing Director of the Company. He was also associated with the Company as Company Secretary in the year 1972-73. Presently Shri Gupta is running an English Medium High School at Nasik.

A brief profile of Shri K G Gupta in terms of Clause 49 of the Listing Agreement is given in the Corporate Governance Report.

In terms of Section 161 of the Companies Act, 2013 Shri K G Gupta holds office as Additional Director till the conclusion of this Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from member signifying his intention to propose the candidature of Shri K G Gupta as a Director of the Company.

The Board of Directors therefore recommends item No. 7 of this notice for your approval.

None of the Directors, Key Managerial Personnel and relative thereof except Shri K G Gupta is concerned or interested in the resolution.

Item No. 8

The Board of Directors at their meeting held on 16th March, 2015 appointed Shri N Gangaram as an Additional Director of the Company.

Shri N Gangaram holds a Master's Degree in Economics. Besides, he is a Certified Associate of the Indian Institute of Banking & Finance and a Fellow of the Economic Development Institute of The World Bank, Washington. After a stint with a Commercial Bank, Shri Gangaram joined RBI/IDBI where he worked for more than 25 years to retire as Executive Director of IDBI. He was Consultant to the World Bank, Washington and the Asian Development Bank, Manila and was also Adviser to UTI and ICRA. Shri Gangaram was Chairman of Listing Advisory Committee and Member of three other Committees of the National Stock Exchange of India (NSE). He also served as an Arbitrator of the Exchange.

A brief profile of Shri N Gangaram in terms of Clause 49 of the Listing Agreement is given in the Corporate Governance Report.

In terms of Section 161 of the Companies Act, 2013 Shri N Gangaram holds office as Additional Director only till the conclusion of this Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from member signifying his intention to propose the candidature of Shri N Gangaram as a Director of the Company. The Board of Directors therefore recommends item No. 8 of this notice for your approval.

None of the Directors, Key Managerial Personnel and relative thereof except Shri N Gangaram is concerned or interested in the resolution.

Item No. 9

The term of appointment of Shri Rajendra Somani as Managing Director is expired on 31st March, 2015. Shri Rajendra Somani is associated with the Company for the last 45 years and has provided immense contribution in growth of the Company. The Board of Directors are of the view that services of Shri Somani are required and shall be useful to the Company.

Accordingly the Board of Directors, after taking into consideration the financial position of the Company, trends in the industries, Shri Somani's past performance and past remuneration packages of Managerial personnel in the same industries, at their meeting held on 16th March, 2015 reappointed Shri Somani, as Managing Director of the Company for a period of five years w.e.f. 1st April, 2015 to 31st March, 2020, subject to approval of members of the Company.

Shri Rajendra Somani is also the Managing Director of M/s Oriental Containers Limited, a Subsidiary Company, within the Provisions of Section 196 of the Companies Act, 2013.

Shri Rajendra Somani by qualification is a Mechanical Engineer and by occupation he is an industrialist having working experience of more than 45 years as an industrialist.

Shri Rajendra Somani is concerned or interested to the extent of the remuneration proposed in the aforesaid resolution. Apart from Shri Rajendra Somani, Shri Surendra Somani and Shri Adarsh Somani being relative of Shri Rajendra Somani may also be treated as concerned or interested in the Resolution.

The above may also be treated as an abstract referred to in Section 190 of the Companies Act, 2013. The resolution as set out on Item No.9 of the notice is recommended for your approval

By Order of the Board
For Oricon Enterprises Limited

SANJAY JAIN
Company Secretary

Place : Mumbai
Date : 27th May, 2015

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

(To be presented at the entrance)

DP ID

Folio No. / Client ID

I /We hereby record my / our presence at the 45th Annual General Meeting of the Company at **Shri S K Somani Memorial Hall, Hindi Vidhya Bhavan, 79 Marine Drive Mumbai - 400002 on Saturday 19th September, 2015 at 10.00 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 45th Annual General Meeting of the Company to be held on **Saturday, 19th September, 2015 at 10.00 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 Statements of the Company for the year ended 31st March, 2015 together with Reports of Board of Directors and Auditor's thereon		
2.	Declaration of Dividend		
3.	Re-appointment of Shri Susheel G Somani (DIN-00601727), who retire by rotation and being eligible offer himself for re-appointment as Director		
4.	Re-appointment of Shri B K Toshniwal (DIN-00048019), who retire by rotation and being eligible offer himself for re-appointment as Director		
5.	Ratification for Re-appointment of M/s. Khandelwal Jain & Co. as Statutory Auditor		
	SPECIAL BUSINESS		
6.	Appointment of Mrs. Sujata Parekh Kumar (DIN-00016335) as Director		
7.	Appointment of Shri K G Gupta (DIN-00997067) as Independent Director		
8.	Appointment of Shri N Gangaram (DIN-00001246) as Independent Director		
9.	Re-appointment of Shri Rajendra Somani (DIN-00332465) as Managing Director		

Signed this _____ day of _____ 2015

Signature of the Shareholder _____



Signature of first proxy holder _____ Signature of Second proxy holder _____ Signature of third proxy holder _____

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.