

ORICON ENTERPRISES LIMITED

CIN-L28100MH1968PLC014156

Regd. Off.: 1076, Dr. E. Moses Road, Worli, Mumbai - 400 018.
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NOTICE OF POSTAL BALLOT

To
The Members,

Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) for seeking consent of Members of the Company by passing the following resolutions through Postal Ballot

1. Creation of Charge/ Mortgage/ Hypothecation on assets of the Company

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

“RESOLVED THAT pursuant to Section 180(1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to statutory amendments made thereto from time to time, the consent of the Members be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “The Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecation in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the substantial assets of the company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares/ and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 400.00 crores (Rupees Four Hundred Crores only)”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents /deeds/ writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution”.

2. Loans and Investment by the Company

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with all the relevant Rules made thereunder, as may be amended from time to time, (including and statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Member be and is hereby accorded to the Board of Directors of the Company to:

- (a) give any loan to any person(s) or other body corporate(s);
- (b) give any guarantee or provide security in connection with a loan to any other body-corporate(s) / person (s); and
- (c) acquire by way of subscription, purchase or otherwise, securities of any other body-corporate(s);

exceeding sixty percent of aggregate of its paid up share capital, free reserves and securities premium or one hundred percent of its free reserves and securities premium account, whichever is higher, provided that the total amount of loans or Investment made, guarantees given, and securities provided shall not at any time exceed Rs. 500 Crores (Rupees Five hundred crores only) over and above the paid up Share capital of the Company and its free reserves.”

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide and finalize the terms and conditions for the Loans provided, guarantees given and Investments made from time to time within the limit as prescribed herein above and to obtain approvals statutory, contractual or otherwise and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and/or expedient for implementing and giving effect to this 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. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Board of Directors have appointed Shri Prabhat Maheshwari, Partner, M/s. G M J & Associates, Practicing Company Secretaries, as a scrutinizer to receive and scrutinize the completed Ballot paper received from the Members in a fair and transparent manner. The postal ballot form and the self addressed business reply envelope is enclosed for use of the Member(s).
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all Members of the Company to send their assent or dissent in respect of the resolutions through postal ballot/ e-voting contained in Notice dated May 29, 2014. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the Members of the Company to cast their vote electronically.
4. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer not later than close of working hours on 10th September, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Members. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal Ballot will be announced on or after 11th September, 2014, at the registered office of the Company 1076 Dr E Moses Road , Worli, Mumbai – 400018.
5. The resolutions shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be posted on the website of the Company at www.oriconenterprises.com
6. Kindly note that the Shareholders can opt for only one mode of voting, i.e. either by Physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote both by physical postal ballot and e-voting, then voting done through valid postal ballot shall prevail and voting done by e-voting will be treated as invalid.

VOTING THROUGH ELECTRONIC MEANS

- i. In terms of the provisions of Section 108, 110 of the Companies Act, 2013 (the Act) read with rule 22 of the Companies (Management and Administration) Rules, 2014, 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 Postal Ballot.

- ii. The E- Voting period commences on 12th August, 2014 (9.00am) and ends on 10th 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; “OELPOSTALBALLOT 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.
 - 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 below Postal Ballot Form 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.
- 7. The result shall be declared on or after 11th September, 2014. 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 through Postal Ballot and shall be communicated to the stock Exchange.
- 8. In case of any queries pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQ) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the telephone nos: 022-24994600 / 022-24994738 or email at evoting@nsdl.co.in.
- 9. Members who have registered their email Id for the receipt of documents of electronic mode under the green initiative of Ministry of Corporate affairs are being sent notice of postal ballot by email and others are sent by post along with postal ballot form. Members who have received postal ballot notice by email and wish to vote through physical postal ballot forms can seek duplicate postal ballot forms from the Registered office of the Company.
- 10. Kindly note that the members can opt only one mode of voting that is either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa.

However in case member has voted in both then voting done through valid physical ballot shall prevail and voting done by e-voting will be treated as invalid.

ANNEXURE TO THE NOTICE:

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

Item No. 1

In terms of Section 180(1) (a) of the Companies Act, 2013 consent of the members of the Company is required by way of special resolution passed through Postal Ballot to create charge /mortgage on the movables /immovable properties of the Company which amount to be sell /dispose of the properties of the Company.

The Company has created or will be required to create such charge /mortgage for availing financial facilities from Banks/ Financial Institutions or any other concern.

Accordingly the Board recommends the special resolution for your approval.

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

Item No. 2

In terms of Section 186, and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and rules made thereunder, the Company can make loans, give guarantees, provide securities to, and make investments in the securities of, any other person or other bodies corporate to the extent of 60% of aggregate of its paid-up capital and free reserves and securities premium or 100% of its free reserves and securities premium whichever is higher.

Where the aggregate of loans and investments made, guarantees given and securities provided exceed the aforesaid limits, prior approval of the Members by way of Special Resolution is required. It may be noted that, in terms of Section 186 of the Act, any inter-corporate loan given / investment made / guarantee given / security provided to wholly owned subsidiaries are exempted from the aforesaid limits.

The Company is constantly reviewing opportunities for expansion of business operations either directly or through its subsidiary(s)/ Joint Venture/ Associate Company(ies) / other bodies Corporate or persons and would therefore be required to provide financial support by way of loan(s) and / or guarantee(s) and/ or Security(ies) / Investment in securities which may exceed the limit as prescribed under Section 186 of the Companies Act, 2013.

It is therefore considered appropriate to have the consent of the Members of the Company in place for the purpose.

The Board recommends the Special Resolution for your approval.

Except Directors and Key Managerial Personnel of the Company who are / may be Director / Shareholder in one or more persons/ Bodies corporate described herein above, No other Director or Key Managerial Personnel and their relatives 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.