

Date: 30th August, 2022

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange of India Ltd

Bandra Kurla Complex,
5th Floor, Exchange Plaza,
Bandra (East), Mumbai - 400051

Dear Sir,

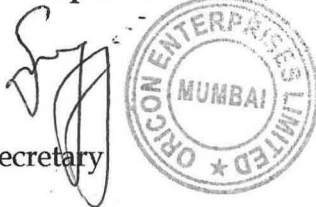
Sub: Notice of 52nd Annual General Meeting of the Company

Ref: BSE: Scrip Code: 513121, NSE: ORICONENT

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice of 52nd Annual General Meeting of the Shareholders of the Company scheduled to be held on Wednesday, September 28, 2022 at 03:00 P.M.

For **Oricon Enterprises Limited,**

Sanjay Jain
Company Secretary



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. +91-22-43662200; Fax No. +91-22-24963055

NOTICE

Notice is hereby given that the **Fifty-Second** Annual General Meeting of the Company will be held on **Wednesday, 28th September, 2022 at 03:00 P.M.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**
 - a) **The Audited Financial Standalone Statements of the Company for the year ended March 31, 2022 including the Audited Balance Sheet as at 31st March, 2022, the statement of Profit & Loss and Cash Flow Statement, for the year ended on that date and Report(s) of Board of Directors and Auditors thereon.**
 - b) **The Audited Financial Consolidated Statements of the Company for the year ended March 31, 2022 including the Audited Balance Sheet as at 31st March, 2022, the statement of Profit & Loss and Cash Flow Statement, for the year ended on that date and Report(s) of Auditors thereon.**
2. **To declare Dividend on Equity Shares for the Year ended March 31, 2022.**
3. **To appoint a Director in place of Mrs. Sujata Parekh Kumar (DIN: 00016335), who retires by rotation and being, eligible offers herself for re-appointment.**
4. **To appoint a Director in place of Mr. Varun Somani (DIN: 00015384), who retires by rotation and being, eligible offers himself for re-appointment.**
5. **To appoint Statutory Auditors of the Company and in this regard to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) S G N & Co., Chartered Accountants, (FRN: 134565W) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 52nd Annual General Meeting till the conclusion of the 57th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS

6. **To appoint Mr. Shravan Kumar Malani (DIN: 00302995) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section(s) 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Shravan Kumar Malani (DIN: 00302995) who was appointed as an Additional Director (Independent) by the Board of Directors in their meeting held on November 12, 2021, and who holds office up to the conclusion of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a period of five years i.e. w.e.f November 12, 2021 to November 11, 2026.”
7. **To change designation of Mr. Adarsh Somani (DIN: 00192609) from Joint Managing Director to Managing Director and to consider remuneration payable to him and in this regard to consider and if thought fit, to pass the following resolution with or without modification as Special Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modifications or re-enactment thereof for the time being in

force) the consent of the Members be and is hereby accorded to change the designation of Mr. Adarsh Somani from Joint Managing Director to Managing Director with effect from 10th August, 2022 for his remaining tenure i.e. till 31st May, 2025 and to revise the remuneration payable to Mr. Adarsh Somani (DIN: 00192609), as Managing Director of the Company with effect from August 10, 2022 as per the details provided in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise the remuneration payable to Mr. Adarsh Somani (DIN: 00192609) as Managing Director, from time to time subject to the ceiling laid down in Section 197 read with Schedule V of the Companies Act, 2013 without any further approval of the Members of the Company, but with such other approvals, sanctions, or permissions if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT if in any financial year during his tenure as Managing Director, the Company has no profit or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites as set out in the explanatory statement pursuant to section 102 of the Act, annexed hereto, forming part of this notice as minimum remuneration.

RESOLVED FURTHER THAT consent of Members of the Company be and is hereby also accorded for payment of remuneration in excess of the limits prescribed under Regulation 17(6)(e)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended to Mr. Adarsh Somani (DIN: 00192609) as Managing Director during his tenure effective from 01st October, 2022 to 31st May, 2025.

8. To ratify remuneration payable to Cost Auditor and in this regard to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force), the annual remuneration of Rs. 1,00,000 (Rupees One Lakhs Only) payable to Dilip M Malkar, Cost Accountants (Firm Registration No: 101222) who has been appointed by the Board of Directors as Cost Auditor of the Company for Financial Year 2022-23 to conduct Audit of its cost accounting records, as prescribed under the Companies (Cost Records & Audit) Rules, 2014, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be necessary to give effect to this resolution.”

By order of the Board
For **Oricon Enterprises Limited**

Sanjay Jain
Company Secretary
(PAN: AAIPJ2491G)

Place: Mumbai
Date: 10th August, 2022

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

NOTES:

1. The ministry of corporate affairs (“MCA”) pursuant to General Circular No. 02/2022 dated 5th May, 2022, permitted holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013, (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars. The deemed venue for the AGM shall be the registered office of the Company.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence proxy form and attendance slip are not annexed to this Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
4. Institutional/Corporate Members (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy of its Board Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization be sent to the scrutinizer by e-mail at pushpendra@mindspright.co.in with a copy marked to evoting@nsdl.co.in
5. Participation through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
6. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to share@ocl-india.com from their registered email address.
7. **Queries proposed to be raised at the Annual General Meeting may be sent to the company by email at share@ocl-india.com at least seven days prior to the date of Annual General Meeting. The same shall be replied suitably by the Company.**
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2022 to 28th September, 2022 (both days inclusive).
9. Members holding shares as on 21st September, 2022 shall be entitled to vote at the Annual General Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
10. The Dividend for the Year ended March 31, 2022, as recommended by the Board, if approved at the AGM, will be paid within thirty days from the date of declaration of dividend to -
 - a) the Members holding shares in physical mode and whose names appear on the Register of Members as on 28th September, 2022.
 - b) the Members holding shares in electronic form and who are beneficial owners of the Shares as on the close of working hours of 20th September, 2022, as per the details furnished by the Depository(ies).
11. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN")	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G/ 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be sent to tds@bigshareonline.com and/or vinod.y@bigshareonline.com on or before 15th September, 2022. No communication would be accepted from members after 15th September, 2022 regarding tax withholding matters.

12. 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 Agent.
13. Brief profile of the Director(s) proposed to be appointed/re-appointed is annexed and forms part of Notice of Annual General Meeting.
14. Members who have not encashed the dividend warrants for the Financial Year 2014-15 and/or any subsequent years are requested to write to the Company.
15. Members are requested to intimate change in their address, if any, to the Company / R & T Agent.
16. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as set out in the notice is annexed thereto.
17. Notice of 52nd AGM and financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) for FY 2021-22, are being sent only through email to all members as on 26th August, 2022 (i.e. based on Benpose report after the Board Meeting in which notice is approved) on their registered email id with the company and no physical copy of the same would be dispatched. The 52nd Annual Report containing Notice, financial statements and other documents are also available on the website of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) where the Company's shares are listed and is also available on the website of the Company (www.oriconenterprises.com). Physical copy of Annual Report will be provided on request made by any member.
18. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company with details of folio number and attaching a self-attested copy of PAN Card at share@ocl-india.com or to Bigshare Services Private Limited at jibu@bigshareonline.com/vinod.y@bigshareonline.com

Procedure/Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM

will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mrs. Sarita Mote, Assistant Manager at evoting@nsdl.co.in / 1800 102 0990/ 1800 22 4430.

Voting through electronic means:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars/ SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. The remote e-voting period commences on 25th September, 2022 (09:00 A.M.) and ends on 27th September, 2022 (05:00 P.M.). During this period Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2022 may cast their vote by remote e-voting. The remote 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.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Type of shareholders Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - d) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - e) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nSDL.com to reset the password.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sanjayjain@ocl-india.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to share@ocl-india.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Other Information

1. The Company has appointed P.P. Singh & Co., Practicing Company Secretaries, as scrutinizer for conducting the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
2. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. 21st September, 2022 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2022, 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.

4. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting and

thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours 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/her in writing, who shall countersign the same and declare the result of the voting forthwith.

5. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.oriconenterprises.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

By order of the Board
For **Oricon Enterprises Limited**

Sanjay Jain
Company Secretary
(PAN: AAIPJ2491G)

Date: 10th August, 2022
Place: Mumbai

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 06

The Board of Directors of the Company ('the Board'), on the recommendation of Nomination and Remuneration Committee of the Board, at their meeting held on November 12, 2021 had appointed Mr. Shravan Kumar Malani (DIN: 00302995) as an Additional Independent Director of the Company for a period of 5 years w.e.f. November 12, 2021 to November 11, 2026, who holds office upto the Conclusion of this Annual General Meeting of the Company.

Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("the Act") and applicable regulations of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('Listing Regulations') the approval of the members of the Company is required to appoint Mr. Shravan Kumar Malani as an Independent Director of the Company.

The Company has received declaration from Mr. Shravan Kumar Malani that he meets the criteria of Independence as prescribed under section 149(6) of the Act and Regulation 16 of Listing Regulations.

In the opinion of the Board the aforesaid appointee fulfill the conditions for his appointment as an Independent Director under the Act and Listing Regulations.

Mr. Shravan Kumar Malani or his relatives to the extent of Shareholding, if any, may be deemed concerned or interested in the Ordinary Resolution. None of the other Directors and Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item no. 6 for the approval of the Members.

Item No. 7

The Company in its Annual General Meeting held on 21st September, 2019 had appointed Mr. Adarsh Somani (DIN: 00192609) as Joint Managing Director for a period of 5 years i.e. from 01st June, 2020 to 31st May, 2025 by way of Special Resolution. Due to death of Mr. Rajendra Somani, Managing Director of the Company, the Board in its meeting held on 10th August, 2022, on the recommendation of the Nomination and Remuneration Committee, had recommended to designate Mr. Adarsh Somani as Managing Director of the Company, subject to approval of shareholders, on remuneration as under:

Salary, Perquisites and Allowances: Upto Rs. 25,00,000/- per month

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 Income-Tax Act, 1961.

Gratuity not exceeding half a month's salary for each completed year of service.

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

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 Mr. Adarsh Somani's residence.

Mr. Adarsh 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 meeting of the Board of Director's or Committees thereof.

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

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 May, 2025 would be payable to Mr. Adarsh Somani as per the provisions of the Companies Act, 2013.

Additional Information as required under Schedule V of the Companies Act, 2013.

1. GENERAL INFORMATION :

Nature of Industry	The Company is engaged into the business of manufacturing and marketing of Packaging Products viz. <ul style="list-style-type: none"> • metal caps & closures including crown caps, closures, roll over puffer proof caps (ROPP caps), aluminium collapsible tubes, • Plastic closure, Pre-forms, and • Petrochemical products. 			
Date or expected date of commencement of commercial production.	a) Petrochemicals products - March 27, 1991 b) Packaging Products – August 29, 2018 c) Manufacturing of Preforms – March 29, 2019			
In case of new Company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
Financial Performance based on given indicators during the Financial Year (Rs. In Lakhs)	Particulars	2021-22 (₹ In Lakhs)	2020-21 (₹ In Lakhs)	2019-20 (₹ In Lakhs)
	Sales and other Income	52,533.58	39,021.13	609,24.63
	Profit / (Loss) before exceptional item, interest, depreciation, prior period item and tax.	6147.44	6,987.97	9,422.97
	Exceptional Item	14,659.62	1,596.01	500.00
	Interest	1,193.96	1315.73	1249.97
	Depreciation	3154.93	3118.51	3762.42
	Tax	771.22	60.56	499.83
	Net Profit	15,686.95	897.18	3410.75
Foreign Investments or collaborations, if any	The Company do not have Foreign Investments or collaborations.			

2. INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Adarsh Somani by qualification is a commerce graduate. He has to his credit 25 years of rich experience in different capacities.
Past Remuneration	Rs. 12,00,000/- per month.
Recognition or awards	Nil
Job Profile and his suitability	Mr. Adarsh Somani as Managing Director shall be responsible for the day to day management of the Company. He shall also carry out such duties as may be entrusted to him by the Board of Directors.
Remuneration Proposed	Rs. 25,00,000/- per month.
Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	The proposed remuneration of Mr. Adarsh Somani is fully justified and comparable to that prevailing in the industry for similarly placed executive.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any.	Nil

3. OTHER INFORMATION

Reason of loss or inadequate profits	The Company has not incurred loss but however, the managerial remuneration payable to the executive directors may exceed the limits specified in the Companies Act, 2013 and therefore the Company may have inadequate profits for managerial remuneration.
Steps taken or proposed to be taken for improvements	The Company is investing further for expansion of Plant situated at Khurdha, Odhissa
Expected increase in productivity and profits in measurable terms.	As mentioned above, the steps proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

Mr. Adarsh Somani and his relatives to the extent of their shareholding, may be deemed concerned or interested in the Special Resolution. None of the other Directors and Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the resolution as set out at Item no. 7 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 7 for the approval of the Members.

Item No. 8

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on 30th May, 2022, had approved the appointment and remuneration of Dilip M Malkar, Cost Accountants as Cost Auditor of the Company to conduct cost audit of its cost accounting records for the Financial Year ending 31st March, 2023 for an annual remuneration of Rs. 1,00,000/- (Rupees One Lakh Only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014 the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company post their appointment by the Board.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 8 of the Notice for ratification of remuneration payable to the Cost Auditor as aforesaid.

The Board recommends the Ordinary Resolution set out in Item No. 8 for the approval of the Members.

None of the other Directors and Key Managerial Personnel of the Company and/or their relatives, is concerned or interested, financially or otherwise, in the said resolution.

Annexure to Notice (Item No. 3, 4, 6 and 7)

Brief particulars of the Director(s) seeking appointment/re-appointment

Name of the Director	Mrs. Sujata Parekh Kumar	Mr. Varun Somani	Mr. Shravan Kumar Malani
Age	62 years	39 years	45 years
Date of Birth	20/08/1959	27/09/1982	15/04/1977
Qualifications	B.Com, Mumbai University, MBA – Fairleigh Dickinson University, USA	BBA	M.S., Computer Science, from Fitchburg State College, Hyderabad
Nationality	Indian	Indian	Indian
Terms and conditions of appointment / re-appointment Details of remuneration sought to be paid	Mrs. Sujata Parekh Kumar, Non-Executive Director, retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible offers herself for re-appointment.	Mr. Varun Somani, Non-Executive Director, retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible offers himself for re-appointment.	Non-Executive Independent Director, Not liable to retire by rotation.
Details of remuneration last drawn	NIL	NIL	NIL
Date of first appointment on the Board	16/03/2015	14/08/2018	12/11/2021
Shareholding in the Company	55,78,480 Equity Shares	51,67,675 Equity Shares	NIL
Number of board meetings attended during the year	5	5	1
List of Directorships held in other Listed Companies	NIL	Kopran Limited	NIL
Committee Membership*	NIL	NIL	NIL
Relationship with Directors, Managers or other KMPs	N.A.	N.A.	N.A.
Nature of Expertise or experience	Experience of over 35 years' in all core areas of the company and has expertise in the field of operations, finance, administration, general management and insurance. She has strong skills in financial accounting and MIS development. She is also the Joint Managing Director of United Shippers Limited, the subsidiary Company.	Expertise and rich experience in technical, operational and marketing aspects of industrial products.	Experience in Marketing, Finance and Management.

Brief particulars of the Director(s) seeking appointment/re-appointment (Continued...)

Name of the Director	Mr. Adarsh Somani
Age	48 years
Date of Birth	20/04/1974
Qualifications	B.com
Nationality	Indian
Terms and conditions of appointment / re-appointment	Terms and Conditions of appointment as Managing Director of the Company is provided in Explanatory Statement.
Details of remuneration sought to be paid	Rs. 25,00,000/- per month
Details of remuneration last drawn	Rs. 12,00,000/- per month
Date of first appointment on the Board	23/05/2008
Shareholding in the Company	58,42,332 Equity Shares
Number of board meetings attended during the year	6
List of Directorships held in other Listed Companies	1. Kopran Limited 2. Sarvamangal Mercantile Company Limited
Committee Membership*	2
Relationship with Directors, Managers or other KMPs	N.A.
Nature of Expertise or experience	Expertise in Marketing of FMCG products, Real Estate and Finance.

*For counting Membership of committees only membership of Audit Committee and Stakeholder Relationship Committee is taken into consideration

By Order of the Board

Sanjay Jain
Company Secretary
(PAN: AAIPJ2491G)

Place: Mumbai
Date: 10th August, 2022

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

Information at a Glance

S. No	Particulars	Details
1	Day, Date and Time of AGM	28th , September, 2022, at 03:00 P.M.
2	Mode of AGM	Video Conferencing (VC) or Other Audio Visual Means (OAVM)
3	Participation through Video Conferencing	The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting at https://www.evoting.nsdl.com
4	Helpline for VC Participation	evoting@nsdl.co.in / 1800-222-990 or contact Mr. Sarita Mote, Assistant Manager at evoting@nsdl.co.in / 1800 102 0990/ 1800 22 4430.
5	Submission of Questions/ Queries for AGM	Queries proposed to be raised at the Annual General Meeting may be sent to the company by email at share@ocl-india.com at least seven days prior to the date of Annual General Meeting.
6	Final Dividend For FY 2021-22	50% i.e. Rs. 1 per equity share, subject to approval of Members at the AGM
7	Book Closure Date	21st September, 2022 to 28th September, 2022
8	Cut-off date for e-voting	21st September, 2022
9	Remote e-voting start date and time	25th September, 2022 (09:00 A.M.)
10	Remote e-voting end date and time	27th September, 2022 (05:00 P.M.)
11	Remote e-voting website of NSDL	https://www.evoting.nsdl.com