

Date: May 11, 2019

To,

**Bombay Stock Exchange Limited**  
Floor 25, P J Towers  
Dalal Street  
Mumbai - 400001

**National Stock Exchange of India Ltd**  
Bandra Kurla Complex  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra (East), Mumbai - 400051

Dear Sir,


**Sub: Postal Ballot Notice and Form.**

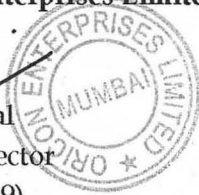
**Ref: BSE: Scrip Code: 513121, NSE: ORICONENT**

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), 2015, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement and Postal Ballot Form dispatched to the members for seeking approval of the members on following Resolutions by way of Special Resolution:

1. To appoint Mr. Susheel G. Somani as Non-Executive Director w.e.f. 01<sup>st</sup> July, 2019, who has attained the age of 75 years.
2. To appoint Mr. N Ganga Ram as Non-Executive Independent Director for second term w.e.f. 01<sup>st</sup> July, 2019, who has attained the age of 75 years.
3. To appoint Mr. K.G. Gupta as Non-Executive Independent Director for second term w.e.f. 01<sup>st</sup> July, 2019, who has attained the age of 75 years.
4. To appoint Mr. Vijaykumar Bhatia as Non-Executive Independent Director for second term w.e.f. 01<sup>st</sup> July, 2019, who has attained the age of 75 years.

For Oricon Enterprises Limited,

  
B.K. Toshniwal  
Executive Director  
(DIN: 00048019)



**ORICON ENTERPRISES LIMITED**

CIN-L28100MH1968PLC014156

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

**POSTAL BALLOT NOTICE**

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications and/ or re-enactment thereof for the time being in force) to the Members of the Company to consider and if thought fit to pass the resolution noted herein below by way of Postal Ballot/ E-voting.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto, forming part of the Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting as an alternate for its Members, to enable them to cast their votes electronically instead of casting their vote in physical form and dispatching the Postal Ballot Form(s).

**Special Business:****1. To approve appointment of Mr. Susheel G. Somani as a Non-executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 and Regulation 17(1A) and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to appoint Mr. Susheel G. Somani (DIN: 00601727), whose consent to act as a Director has been obtained and who has attained the age of 75 years, as Non-Executive Director of the Company, w.e.f. 01<sup>st</sup> July, 2019 and whose office shall be liable to retire by rotation."

**2. To approve appointment of Mr. N Ganga Ram as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended consent of the members of the Company be and is hereby accorded to appoint Mr. N Ganga Ram (DIN: 00001246), who has attained the age of 75 years and whose consent to act as a Director has been obtained with a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being eligible for appointment for second term of five (5) consecutive years, as an Independent Non-Executive Director of the Company w.e.f July 01, 2019 to June 30, 2024 whose office shall not be liable to retire by rotation."

**3. To approve appointment of Mr. K.G. Gupta as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended consent of the members of the Company be and is hereby accorded to appoint Mr. KG Gupta (DIN: 00997067), who has attained the age of 75 years and whose consent to act as a Director has been obtained with a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being eligible for appointment for second term of five (5) consecutive years, as an Independent Non-Executive Director of the Company w.e.f July 01, 2019 to June 30, 2024 whose office shall not be liable to retire by rotation."

**4. To approve appointment of Mr. Vijaykumar Bhatia as an Independent Non-Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended consent of the members of the Company be and is hereby accorded to appoint Mr. Vijaykumar Bhatia (DIN: 00099762), who has attained the age of 75 years and whose consent to act as a Director has been obtained with a declaration that he meets the criteria for

independence as provided in Section 149(6) of the Act , being eligible for appointment for second term of five (5) consecutive years, as an Independent Non-Executive Director of the Company w.e.f July 01, 2019 to June 30, 2024 whose office shall not be liable to retire by rotation.”

By Order of the Board of Directors  
For Oricon Enterprises Limited

Sanjay Jain  
Company Secretary

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

Date: April 27, 2019  
Place: Mumbai

**Notes:**

- 1 An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto.
- 2 The Notice along with Postal Ballot form is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on May 03, 2019.
- 3 In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 & 110 of the Companies Act, 2013 read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering to its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating E-voting in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
- 4 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent by email to those members whose e-mail address are registered with the Company / Depository Participant(s).  
  
Members who have not registered their email address will receive their Postal Ballot Notice along with the form and prepaid postage Business Reply through courier / post.
- 5 In case a member is desirous of obtaining Postal Ballot Form in physical form or a duplicate one, he/she may write to the Company or send an email to [share@ocl-india.com](mailto:share@ocl-india.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), the Company shall forward the same along with the prepaid postage Business Reply envelope to the member (s).  
  
The member(s) can also download the Postal Ballot form from the Company's website [www.oriconenterprises.com](http://www.oriconenterprises.com).
- 6 The postal ballot notice has been uploaded on the Company's website [www.oriconenterprises.com](http://www.oriconenterprises.com).
- 7 The voting rights of the members shall be in proportion to their shares in the total paid up equity share capital of the Company as on May 03, 2019
- 8 **Voting through Electronic Means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies

(Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the Equity shareholders (which include public shareholders) to cast their votes electronically on the resolution mentioned in the Notice of Postal Ballot. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

- II. The remote E-voting period commences on May 15, 2019 (9:00 AM) and ends on June 13, 2019 (5:00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date May 03, 2019, 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.
- III. **The process and manner for remote e-voting are as under:**

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

**Step 1 : Log-in to NSDL e-Voting system at**  
<https://www.evoting.nsdl.com/>

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 enter the 'initial password' and the system will force you to change your password.
  - c) 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, your 'initial password' is communicated to you on your postal address.
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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@gmj.co.in](mailto:cs@gmj.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.  
  
In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
3. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Initial password is provided as below/at the bottom of the Postal Ballot form:

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN

- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.  
  
*NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).*  
  
*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID+ Client ID).*  
  
*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No).*
- VI. 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).
- VII. 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 i.e. May 03, 2019
- VIII. 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. May 03, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper.



**9 Voting through Physical Postal Ballot Form**

- Members exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form annexed here to and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on June 13, 2019, at 05:00 P.M.
- Please note that all postal ballot forms received after June 13, 2019, at 05:00 P.M. will be strictly treated as if the reply from the Member has not been received.
- In case, shares are jointly held, the postal ballot form should be completed and signed as per the specimen signature registered with the company by the first named Member and in his / her absence, by the next named Member.
- A tick ( ) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.

**10 Kindly note that the members can opt for only one mode of voting i.e., either by physical ballot or remote e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice-versa. However, in case members cast their votes by both the modes, voting done by physical ballot shall be treated as invalid and votes cast through remote e-voting shall prevail.**

- 11 The vote in this Postal Ballot cannot be exercised through proxy.
- 12 The Board of Directors have appointed Mr. Prabhat Maheshwari, (Membership No.FCS 2405/CP 1432), or in his absence Mr. Mahesh Soni, (Membership No. FCS 3706/ CP No. 2324) both Partner at M/s. GMJ & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting process and remote e-voting process in a fair and transparent manner.
- 13 The Scrutinizer's decision on the validity or otherwise of the Postal Ballot Form / e-voting will be final.
- 14 The Scrutinizer will submit his report to the chairman or managing director after completion of the scrutiny of the postal ballot form and e-voting.
- 15 The resolution shall be deemed to be passed on the last date of receipt of Postal ballot forms i.e., on June 13, 2019, if approved by requisite majority.
- 16 Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10.00 a.m. and 12.00 noon upto June 13, 2019.
- 17 The Results of e-voting and Postal Ballot Form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.oriconenterprises.com](http://www.oriconenterprises.com) within two (2) days of passing of the resolution i.e. on or before June 15, 2019 and communicated to the Stock Exchanges.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED APRIL 27, 2019**

**Item No. 1**

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 "No listed entity shall appoint a person or continue the Directorship of any person as Non-Executive Director who has attained the age of Seventy-Five years unless a Special Resolution is passed to that effect."

Mr. Susheel G. Somani is a promoter of the Company and was member of the Board of Directors since 22nd December, 1969. However, in terms of Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Susheel G. Somani ceased to be Director w.e.f. 01st April, 2019 as he has already attained the age of 75 Years.

During his tenure as Director (Chairman) of the Company, the Company has made significant growth. Mr. Susheel G. Somani has rich experience of more than 48 years in the industry and has vast knowledge in technical, operational and marketing aspects of industrial products which is helpful for successful operations of the Company. Mr. Susheel G. Somani also being a Promoter of the Company, the Board is of the opinion to continue to have his services, hence, proposes to appoint him as a Non-Executive Director of the Company.

Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and applicable Secretarial Standards are as follows:

Name of Director	Mr. Susheel G. Somani
DIN	00601727
Date of Birth	10-10-1941
Age	77 Years
Nationality	Indian
Qualification	M.Sc
Terms and Conditions of appointment/ re-appointment	Non-Executive Director, liable to retire by rotation.
Details of remuneration sought to be paid	No remuneration is to be paid except sitting fees for attending Board and Committee meetings
Details of remuneration last drawn	No remuneration is paid except sitting fees for attending Board and Committee meetings
Date of First appointment on the Board	22/12/1969
Shareholding in the Company	16502502 (Including shares held by partnership firm & shares registered in his name)
List of Directorship and Committee membership held in other Listed Companies	NIL
Relationship with Directors, Managers or other KMP's	NA
Nature of Expertise or Experience	Expertise and rich experience in technical, Operational and Marketing aspects of Industrial Products.

The Board recommends the Special Resolution as set out at Item No.1 of the accompanying notice for your approval.

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

#### **Item No. 2**

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 "No listed entity shall appoint a person or continue the Directorship of any person as Non-Executive Director who has attained the age of Seventy-Five years unless a Special Resolution is passed to that effect."

Mr. N Ganga Ram was appointed in the Board as Independent Non-executive Director for a period of 5 years at the Annual General Meeting held on 19th September, 2015. However, in terms of Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. N. Ganga Ram ceased to be Director w.e.f. 01st April, 2019 as he has already attained the age of 75 Years.

Mr. N Ganga Ram 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, Mr. N Ganga Ram 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. Mr. N Ganga Ram was Chairman of Listing Advisory Committee and Member of three other Committees of National Stock Exchange of India (NSE). He also served as an Arbitrator of the Exchange. In view of his experience and knowledge, the Board of Directors of the Company proposes to appoint Mr. N Ganga Ram as the Non-Executive Independent Director of the Company.

Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and applicable Secretarial Standards are as follows:

Name of Director	Mr. N Ganga Ram
DIN	00001246
Date of Birth	22/09/1934
Age	84 Years
Nationality	Indian
Qualification	Master's Degree in Economics, besides he is a Certified Associate of the Indian Institute of Banking & Finance and a Fellow Member of the Economic Development Institute of The World Bank, Washington
Terms and Conditions of appointment/ re-appointment	Non-Executive Independent Director, being appointed for second term of 5 years, not liable to retire by rotation.
Details of remuneration sought to be paid	No remuneration is to be paid except sitting fees for attending Board and Committee meetings
Details of remuneration last drawn	No remuneration is paid except sitting fees for attending Board and Committee meetings

Shareholding in the Company	Nil
Name of other Listed Entity in which person holds Directorship and Committee membership	Thejo Engineering Limited Member: Nomination and Remuneration Committee (Chairman) Audit Committee (Member)
Relationship with Directors, Managers or other KMP's	NA
Nature of Expertise or Experience	Expertise and rich experience in Economics, Finance and related matters.

The Board recommends the Special Resolution as set out at Item No.2 of the accompanying notice for your approval.

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

#### **Item No. 3**

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 "No listed entity shall appoint a person or continue the Directorship of any person as Non-Executive Director who has attained the age of Seventy-Five years unless a Special Resolution is passed to that effect."

Mr. K.G. Gupta was appointed in the Board as Independent Non-executive Director for a period of 5 years at the Annual General Meeting held on 19th September, 2015. However, in terms of Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. KG Gupta ceased to be Director w.e.f. 01st April, 2019 as he has already attained the age of 75 Years.

Mr.K.G. Gupta is a member of Institute of Company Secretaries of India and having a vast experience in Secretarial, Accounts, Finance, HRD, and General Administration. In view of this, the Board of Directors of the Company proposes to appoint Mr. K.G. Gupta as the Non-Executive Independent Director of the Company.

Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and applicable Secretarial Standards are as follows:

Name of Director	Mr. K.G. Gupta
DIN	00997067
Date of Birth	07/10/1939
Age	80 Years
Nationality	Indian
Qualification	M.com, FCS (Company Secretary)
Terms and Conditions of appointment/ re-appointment	Non-Executive Independent Director, being appointed for second term of 5 years, not liable to retire by rotation.
Details of remuneration sought to be paid	No remuneration is to be paid except sitting fees for attending Board and Committee meetings

Details of remuneration last drawn	No remuneration is paid except sitting fees for attending Board and Committee meetings
Shareholding in the Company	Nil
Name of other Listed Entity in which person holds Directorship and Committee membership	NA
Relationship with Directors, Managers or other KMP's	NA
Nature of Expertise or Experience	Vast experience in Secretarial, Accounts, Finance, HRD, and General Administration

The Board recommends the Special Resolution as set out at Item No.3 of the accompanying notice for your approval.

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

#### Item No. 4

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 "No listed entity shall appoint a person or continue the Directorship of any person as Non-Executive Director who has attained the age of Seventy-Five years unless a Special Resolution is passed to that effect."

Mr. Vijaykumar Bhatia was appointed in the Board as Independent Non-executive Director for a period of 5 years at the Annual General Meeting held on 29th September, 2018. However, in terms of Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Vijaykumar Bhatia ceased to be Director w.e.f. 01st April, 2019 as he has already attained the age of 75 Years.

Mr. Vijay Bhatia has Experience of nearly 50 years in packaging industry. In view of the merger of Oriental Containers Limited with the Company which was engaged in manufacturing and sale of Packaging products, the Board of Directors are of the opinion that his experience in packaging industry will be beneficial in growth of the Company and hence proposes to appoint Mr. Vijaykumar Bhatia as the Non-Executive Independent Director of the Company.

Details of Director seeking appointment through postal ballot (pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and applicable Secretarial Standards are as follows:

Name of Director	Mr. Vijaykumar Bhatia
DIN	00088762
Date of Birth	07/05/1942
Age	76 Years
Nationality	Indian
Qualification	Post Graduate
Terms and Conditions of appointment/ re-appointment	Non-Executive Independent Director, being appointed for second term of 5 years, not liable to retire by rotation.
Details of remuneration sought to be paid	No remuneration is to be paid except sitting fees for attending Board and Committee meetings

Details of remuneration last drawn	No remuneration is paid except sitting fees for attending Board and Committee meetings
Shareholding in the Company	Nil
Name of other Listed Entity in which person holds Directorship and Committee membership	Hindustan Tin Works Limited
Relationship with Directors, Managers or other KMP's	NA
Nature of Expertise or Experience	Experience of nearly 50 Years in Packaging Industry.

The Board recommends the Special Resolution as set out at Item No.4 of the accompanying notice for your approval.

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

By Order of the Board of Directors  
For Oricon Enterprises Limited

Sanjay Jain  
Company Secretary

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

Date: April 27, 2019  
Place: Mumbai

**ORICON ENTERPRISES LIMITED**

CIN-L28100MH1968PLC014156

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

**POSTAL BALLOT FORM**

Ballot No. \_\_\_\_\_

- 1 Name of the Equity Shareholders(s) including joint –holders, if any \_\_\_\_\_
- 2 Registered Address of the sole/first name Equity Shareholder \_\_\_\_\_
- 3 Folio No/ DPID No \*/Client ID No.\* \_\_\_\_\_  
 (\*Applicable to Equity shareholders holding equity shares in dematerialized form)
4. Number of Equity shares held \_\_\_\_\_

I/ We hereby exercise my/ our vote in respect of under noted special resolution to be passed through Postal Ballot by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolution by placing a tick (✓) mark at the appropriate box below:

Sr. no.	Description of Special Resolution	No. of Shares held	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1	Appointment of Mr. Susheel G. Somani as Non-Executive Director w.e.f. 01st July, 2019, whose office shall be liable to retire by rotation.			
2	Appointment of Mr. N Ganga Ram as Non-Executive Independent Director for second term of five (5) years w.e.f. 01st July, 2019 upto 30th June, 2024 whose office shall not be liable to retire by rotation.			
3	Appointment of Mr. KG Gupta as Non-Executive Independent Director for second term of five (5) years w.e.f. 01st July, 2019 upto 30th June, 2024 whose office shall not be liable to retire by rotation.			
4	Appointment of Mr. Vijaykumar Bhatia as Non-Executive Independent Director for second term of five (5) years w.e.f. 01st July, 2019 upto 30th June, 2024 whose office shall not be liable to retire by rotation.			

Date: \_\_\_\_\_

Place: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Member

**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Event Number)	User ID	Password

Note: - Please read instructions printed overleaf carefully before exercising your vote. Shareholders desiring to exercise e-voting option may refer to detailed procedure on electronic voting provided in the notice of the meeting.



### INSTRUCTIONS

- 1 Please convey your assent in column "FOR" and dissent in the column "AGAINST" by placing a tick ( ✓ ) mark in the appropriate column of the ballot form only. The assent or dissent received in any other form or manner will not be considered.
- 2 Equity shareholders who have received the Postal Ballot form by e-mail and who wish to vote through postal ballot form can download the postal ballot form from the Company's website [www.oriconenterprises.com](http://www.oriconenterprises.com) or seek duplicate postal ballot form from the company.
- 3 Equity shareholders shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 05.00 p.m. on or before June 13, 2019. Postal Ballot form, if sent by courier or by registered post/ speed post at the expenses of an equity shareholders will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the Equity shareholders has not been received.
- 4 Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected.
- 5 The vote on postal ballot cannot be exercised by a proxy.
- 6 There will be only one (1) postal ballot form for every registered folio / client ID irrespective of the number of joint equity shareholders.
- 7 The Postal Ballot Form should be completed and signed by the Equity Shareholders (as per specimen signature registered with the Company and /or furnished by the Depositories). In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named Equity shareholder. Holders of Power of Attorney (POA) on behalf of Equity shareholder may vote on the Postal Ballot mentioning the registration No. of the POA with the Applicant Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
- 8 Kindly note that Equity shareholders (which includes Public shareholders) can opt only one mode for voting i.e. either by postal ballot or e-voting. If you are opting for e-voting, then he/she should not vote by postal ballot form and vice versa. However, in case Equity shareholder (s) cast their vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
- 9 Shareholders are requested not to send any other paper along with the postal Ballot in the enclosed self-addressed postage prepaid envelope.
- 10 Mr. Prabhat Maheshwari, (Membership No.FCS 2405/CP 1432) or in his absence Mr. Mahesh Soni, (Membership No. FCS 3706/ CP No. 2324) both Partners at M/s. GMJ & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the postal Ballot form will be final.