



Date: June 19, 2025

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Scrip Code: 513121

National Stock Exchange of India Limited

Bandra Kurla Complex,

5th Floor, Exchange Plaza,

Bandra (East), Mumbai - 400051

NSE Symbol: ORICONENT

Sub: Postal Ballot Notice - Disclosure under Regulations 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), 2015, We are enclosing herewith a copy of Postal Ballot Notice dated May 28, 2025 as sent to the Members of the Company to seek approval by way of resolution(s) through voting by electronic means only (e-voting/remote e-voting) for the following special business(s).

Sr. No.	SPECIAL BUSINESS
1.	To reappoint Mr. Adarsh Somani (DIN:00192609) as Managing Director of the Company
2.	To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Susheel G. Somani
3.	To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Hridai Somani
4.	To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Sharad Toshniwal

The voting period will commence from Monday, June 23, 2025 IST at 9.00 a.m. and will end on Tuesday, July 22, 2025, IST at 5.00 p.m.

The Notice is also being made available at the website of the Company at www.oriconenterprises.com and on the website of NSDL at www.evoting.nsdl.com

We hope you will find it in order and requested to kindly take the same on records.

Thanking you,
Yours faithfully,

For **Oricon Enterprises Limited**,

Sanjay Jain
Company Secretary & Compliance Officer

Regd. Office: 1076, Dr. E. Moses Road, P. B. No. 6584, Worli, Mumbai - 400018. Fax: +91-22 24963055
Phone: +91 - 22- 2496 4656 - 58, 4366 2200 E-mail: oclcont@ocl-india.com website: www.oriconenterprises.com
CIN: L28100MH1968PLC014156

ORICON ENTERPRISES LIMITED

CIN: L28100MH1968PLC014156

Regd. Off.: 1076, Dr. E. Moses Road, Worli, Mumbai – 400018

Email – share@ocl-india.com Website – www.oriconenterprises.com

Tel No.: +91-22-43662200

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, June 23, 2025 at 09:00 a.m. (IST)	Tuesday, July 22, 2025 at 05:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) including any statutory modifications or re-enactments thereof for the time being in force and other applicable provisions, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, and subsequent circular issued time to time by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) that the item of special business set out in the Notice annexed hereto are proposed to be transacted by passing Resolution(s) through Postal Ballot which, as per MCA Circular shall mean voting only through electronic means (“**remote e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (“**Notice**”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to its Members. Further, pursuant to Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, all the individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / DPs. Members are required to communicate their assent or dissent only through the remote e-voting facility.

The detailed procedure and instructions for remote e-voting forms part of the ‘Notes’ section to this Notice. An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution(s) setting out the material facts and the reasons/ rationale thereof is annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Tuesday, July 22, 2025.

The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Miss. Mayuri Bharat Thakkar (COP No. 26189), Practicing Company Secretary, as the Scrutiniser for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by the remote e-voting facility, the Scrutiniser will submit her report to the Managing Director, or any other person authorised by him. The results declared, along with the Scrutiniser Report, shall be announced by the Managing Director or such person as authorised, within the stipulated timelines. The Scrutiniser decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at www.oriconenterprises.com the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com The results shall also be displayed on the Notice Board at the Registered Office of the Company.

Special Business:

1. To reappoint Mr. Adarsh Somani (DIN:00192609) as Managing Director of the Company and in this regard 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(s) 196, 197, 198, 200 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), if any, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), approval of the members of the Company be and is hereby accorded to reappoint Mr. Adarsh Somani (DIN:00192609) as the Managing Director of the Company for a further period of 5 (five) years with effect from June 01, 2025 to May 31, 2030 (both days inclusive) not liable to retire by rotation on the remuneration and other terms and conditions as set out in the explanatory statement annexed hereto forming part of this notice.

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 annexed hereto, forming part of this notice as minimum remuneration.

RESOLVED FURTHER THAT the Board 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 within permissible limits laid down under applicable provisions and Schedule V of the Act 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 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 LODR, to Mr. Adarsh Somani (DIN: 00192609) during his tenure as Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Susheel G. Somani and to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant, to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, rules if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force, to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("LODR") and other applicable provisions, if any, based on the recommendation of Nomination & Remuneration Committee, Audit Committee of the Company and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the transaction entered/to be entered into by the Company with Mr. Susheel G. Somani a related party to hold office or place of profit in the Company on the monthly remuneration not exceeding such sum and on such terms and conditions as set out in the explanatory statement annexed hereto forming part of this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Hridai Somani and to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant, to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, rules if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force, to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“LODR”) and other applicable provisions, if any, based on the recommendation of Nomination & Remuneration Committee, Audit Committee of the Company and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the transaction entered/to be entered into by the Company with Mr. Hridai Somani a related party to hold and continue to hold office or place of profit in the Company on the monthly remuneration not exceeding such sum and on such terms and conditions as set out in the explanatory statement annexed hereto forming part of this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To approve related party transaction in respect to hold office or place of profit in the Company by Mr. Sharad Toshniwal and to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant, to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, rules if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force, to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“LODR”) and other applicable provisions, if any, based on the recommendation of Nomination & Remuneration Committee, Audit Committee of the Company and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the transaction entered/to be entered into by the Company with Mr. Sharad Toshniwal a related party to hold and continue to hold office or place of profit in the Company on the monthly salary not exceeding such sum and on such terms and conditions as set out in the explanatory statement annexed hereto forming part of this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Oricon Enterprises Limited**

Sanjay Jain
Company Secretary
Membership number: A7249

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

Date: May 28, 2025
Place: Mumbai

Notes:

1. An Explanatory statement pursuant to the provisions of Section 102 of the Act stating material facts and reasons for the proposed resolution(s), is annexed hereto and forms part of the notice.
2. In compliance with the provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company has provided facility to the Members to exercise votes through electronic voting system ("Remote E-voting") on the E-voting platform provided by National Securities and Depositories Limited ("NSDL"). The instructions for E-voting are provided as part of this Postal Ballot Notice.
3. The voting rights of the Members shall be reckoned on the equity shares held by them as on Friday, June 13, 2025 being the "**Cut-off date**" fixed for this purpose. The Postal Ballot Notice is being sent electronically to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.
4. Resolution(s) passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Board has appointed Ms. Mayuri Bharat Thakkar, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.
6. The Postal Ballot Notice is hosted on the website of the Company at www.oriconenterprises.com and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. 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
8. In accordance with the provisions of the MCA Circulars, Members can vote only through the Remote E-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on June 13, 2025 will be considered for the purpose of E-voting.
9. **The Remote e-voting period commences from 9:00 a.m. (IST) on Monday, June 23, 2025 and ends at 5:00 p.m. (IST) on Tuesday, July 22, 2025** Members are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
10. The Scrutinizer will submit her report to the Managing Director of the Company, or any person authorized by him after the completion of scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the Postal Ballot e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.
11. The Resolution(s), if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., July 22, 2025.
12. The Results declared along with the Scrutinizer Report shall be placed on the Company's website www.oriconenterprises.com after the results are declared by the Managing Director or any other person so authorized by him and the same shall be communicated to the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The results shall also be displayed on the notice board of the Company at its registered office of the Company at 1076, Dr. E. Moses Road, Worli, Mumbai-400018.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. Members desirous of inspecting the documents, if any, referred to in the Notice or Statement may send their requests to share@ocl-india.com from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.

15. Process for those Members 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 resolution(s) set out in this notice:

- A) In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to info@bigshareonline.com and share@ocl-india.com
- B) 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 (selfattested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to and info@bigshareonline.com and share@ocl-india.com. If you are an Individual Members 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 for Individual Members holding securities in demat mode.**
- C) Alternatively, Member/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- D) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members 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. 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 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 ‘Member/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

Type of Members	Login Method
	<p>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.</p> <p>4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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.

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

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

Login type	Helpdesk details
Individual Members 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.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Members 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 1800 22 55 33

B) **Login Method for Members other than Individual Members holding securities in demat mode and Members 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 'Member/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 Members other than Individual Members 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'?
 - (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 Members 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.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system. How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 Members

1. Institutional Members (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 mayuri@mindspright.co.in with a copy marked to evoting@nsdl.com
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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED MAY 28, 2025

Item No. 1

The existing tenure of Mr. Adarsh Somani as Managing Director of the Company is to expire on May 31, 2025 the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee, in their meeting held on May 28, 2025 reappointed Mr. Adarsh Somani as Managing Director for a further period of five (5) years with effect from June 01, 2025 to May 31, 2030 (both days inclusive) subject to approval of the Members of the Company.

The details of re-appointment, terms and conditions and remuneration payable during his tenure as Managing Director are as under

Salary, Perquisites and Allowances	Upto Rs. 25,00,000/- per month
Provident fund*	Company's contribution to provident Fund as per rules of the Company
Superannuation Fund or Annuity Fund*	Company's contribution to Superannuation Fund or Annuity Fund as per rules of the Company
Gratuity	Payable at a rate not exceeding half a month's salary for each completed year of service.
Encashment of leave	Payable at the end of the tenure or early determination.
Car, telephone and Computer facilities	Company will provide Car with driver and telephone and Computer facility and all the expenditure in connection therewith being borne by the Company
Children's education allowance, Holiday passage for Children studying outside India or family staying abroad and Leave Travel Concession	Payable as per Section IV of Schedule V of the Companies Act, 2013
Privilege Leave	one month's privilege leave on full pay for every eleven month's service

**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.*

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.

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, 2030 would be payable to Mr. Adarsh Somani as per the provisions of the Companies Act, 2013.

Mr. Adarsh Somani satisfies all the conditions set out in the Companies Act, 2013 and schedule thereto for being eligible for his re-appointment and he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

Further, the remuneration payable to Mr. Adarsh Somani along with remuneration of other Executive Directors may exceed the limits as prescribed under Regulation 17(6)(e)(i) SEBI(LODR), 2015. Hence, the approval of members by way of Special Resolution is required for payment of remuneration to Mr. Adarsh Somani during his tenure effective from 01st June, 2025 to 31st May, 2030

Mr. Adarsh Somani is interested in the Resolution set out in Item No.1 of the Notice, since it pertains to his re-appointment as the Managing Director of the Company. The relatives of Mr. Adarsh Somani may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice, for the approval of the Members of the Company.

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 pilfer proof caps (ROPP caps), aluminium collapsible tubes, Petrochemical products. 		
Date or expected date of commencement of commercial production.	Not applicable (Company is an existing company)		
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	FY 2024-25 (Rs. In Lakhs)	FY 2023-24 (Rs. In Lakhs)
	Sales and other Income	39,014.42	50,944.81
	Profit / (Loss) before tax	15,339.49	937.64
	Less: Tax	2,139.23	(246.82)
	Profit/ (Loss) after Tax	13,200.26	1,184.46
Foreign Investments or collaborations, if any	The Company does not have Foreign Investments or collaborations.		

2. INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Adarsh Somani by qualification is a commerce graduate. He has 28 years of rich experience in different capacities.
Past Remuneration	Rs. 25,00,000/- per month.
Remuneration Proposed	Rs. 25,00,000/- 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.
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 however the Company may have inadequate profit for the payment of managerial remuneration payable to the Managing Director/executive directors(s) which may exceed the limits specified in the Companies Act, 2013.
Steps taken or proposed to be taken for improvements	During the FY 2024-25 the Company has sold/transferred its two (2) undertakings on slump sale basis at an enterprises value of Rs. 520.00 crores and the consideration is received.
Expected increase in productivity and profits in measurable terms.	The proceeds from the sale will allow the Company to capitalize on continuing the business of the Company and to look for the new opportunities.

Pursuant to the Provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), details in respect of Director seeking Appointment/Re- appointment are furnished below:

Name of Director	Mr. Adarsh Somani
Age	51 Years
DIN	00192609
Date of first appointment on the Board of the Company	23/05/2008
Qualification	B. Com
Experience	He has 28 years of rich experience in different capacities.
Brief Profile	Mr. Adarsh Somani by qualification is a commerce graduate. He has 28 years of rich experience in different capacities. Expertise in Marketing of FMCG products, Real Estate and Finance.
Skills and capabilities required for the role and the manner in which the proposed Independent Director(s) meets such requirement	Not Applicable
Terms and Conditions of Appointment/ Re- appointment	Terms and Conditions of Re-appointment as Managing Director of the Company is provided in Explanatory Statement.
Remuneration last Drawn (including sitting fees, if any)	Rs. 25,00,000/- per month
Remuneration Proposed to be paid	Rs. 25,00,000/- per month
Number of Board Meeting attended during the financial year 2024-25	7 (Seven)
Directorship held in other Listed Companies	1. Koprana Limited
Directorship in other Companies (excluding foreign companies and Section 8 companies)	1. G. Claridge and Company Limited 2. Koprana Laboratories Limited 3. Debonair Publication Private Limited 4. United Shippers Limited 5. Venkatesh Karriers Limited

	6. Hotel Empire Limited 7. Kopran Lifestyle Limited 8. Bigflex Lifescience Private Limited
Chairmanship/ Membership of Committees of the Board of Directors of other listed Companies	Member of Stakeholder Relationship Committee of Kopran Limited
Chairmanship/ Membership of Committees of the Board of Directors of other Companies	NA
Number of shares held in the Company either by self or as a beneficial owner	42,07,952 Equity shares
Relationship with other Director/ Key Managerial Personnel ("KMP")	NA
Name of the listed entities from which the person has resigned in the past three years	1. Sarvamangal Mercantile Company Limited (FY2024-25)

Item No. 02

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013("Act") read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Board of Directors of the Company at its Meeting held on May 28, 2025 have accorded its approval for appointment to hold office or place of profit by Mr. Susheel G. Somani, a related party on retainership basis on a remuneration not exceeding Rs. 5,00,000/- per month.

In terms of the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rules 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 approval of Members is required for payment of remuneration to a related party appointment to any office or place of profit exceeding Rs. 2,50,000/- per month.

Mr. Susheel G. Somani being part of promoter/promoter group is a Related Party and the monthly remuneration exceeds the limit as specified in the Companies Act, 2013. Hence prior approval from the members is required to be obtained for this purpose.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014 is as under:

Sr.No.	Particulars	Details
1.	Name of the Related Party	Mr. Susheel G. Somani
2.	Name of the director or key Managerial personnel who is related, if any;	NA
3.	Nature of Relationship	Mr. Susheel G. Somani, is a part of Promoter/Promoter Group of the Company.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	To hold and continue to hold office or place of profit by Mr. Susheel G. Somani, on the monthly remuneration not exceeding Rs. 5,00,000/- per month.
5.	any other information relevant or important for the members to take a decision on the proposed resolution	Mr. Susheel G. Somani is a promoter of the Company and was director of the Company for nearly 55 years and has served as the Chairman of the Board during the period Company has made significant growth. The Board is of the opinion that the with his rich experience his guidance to the Company would be beneficial to the best interest of the Company.

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

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice, for the approval of the Members of the Company.

Item No. 03

The Board of Directors based on the recommendation of audit committee at their meeting held on August 10, 2023 had appointed Mr. Hridai Somani, a related party as a retainer on monthly remuneration of Rs. 2,00,000/- per month for availing marketing related services. The Company pays the retainership fees to Mr. Hridai Somani within the limit approved by the Board.

In view the contribution made by him and to further provide stimulus to his efforts in the best interest of the Company, the Board of Directors, based on the recommendation of Audit Committee and Nomination and Remuneration committee at their meeting held on May 28, 2025 proposed to increase the monthly remuneration payable to him not exceeding Rs. 5,00,000/- per month.

In terms of the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rules 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 prior approval of Members is required for payment of remuneration to a related party appointment to any office or place of profit exceeding Rs. 2,50,000/- per month.

Mr. Hridai Somani being part of promoter/promoter group is a Related Party and the monthly remuneration exceeds the limit as specified in the Companies Act, 2013. Hence prior approval from the members is required to be obtained for this purpose.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014 is as under:

Sr.No.	Particulars	Details
1.	Name of the Related Party	Mr. Hridai Somani
2.	Name of the director or key Managerial personnel who is related, if any;	NA
3.	Nature of Relationship	Mr. Hridai Somani, is a part of Promoter/Promoter Group of the Company.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	To hold and continue to hold office or place of profit by Mr. Hridai Somani, on remuneration not exceeding Rs. 5,00,000/- per month.
5.	any other information relevant or important for the members to take a decision on the proposed resolution	The Board is of the opinion that the proposed increase in the remuneration would be justifiable and in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives are deemed to be directly or indirectly concerned or interested in the resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice, for the approval of the Members of the Company.

Item No. 04

The Board of Directors based on the recommendation of audit committee at their meeting held on December 29, 2020 had appointed Mr. Sharad Toshniwal, a related party as an employee Senior Manager (Marketing) on monthly salary not exceeding of Rs. 2,50,000/- per month. The Company pays the salary to Mr. Sharad Toshniwal within the limit approved by the Board.

In view the contribution made by him and to further provide stimulus to his efforts in the best interest of the Company, the Board of Directors, based on the recommendation of Audit Committee and Nomination and Remuneration committee at their meeting held on May 28, 2025 proposed to increase the monthly salary payable to him not exceeding Rs. 5,00,000/- per month.

In terms of the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rules 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 prior approval of Members is required for payment of remuneration to a related party appointment to any office or place of profit exceeding Rs. 2,50,000/- per month.

Since the proposed increase in salary exceeds the limit as specified herein above prior approval of a member's is required.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014 is as under:

Sr.No.	Particulars	Details
1.	Name of the Related Party	Mr. Sharad Toshniwal
2.	Name of the director or key Managerial personnel who is related, if any;	Mr. B. K. Toshniwal, Executive Director
3.	Nature of Relationship	Mr. Sharad Toshniwal is a son of Mr. B. K. Toshniwal, Executive Director of the Company.
4.	Nature, material terms, monetary value and particulars of the contract or arrangements;	To hold and continue to hold office or place of profit by Mr. Sharad Toshniwal, on monthly salary not exceeding Rs. 5,00,000/-.
5.	any other information relevant or important for the members to take a decision on the proposed resolution	Mr. Sharad Toshniwal, Senior Manager (Marketing). Ever since joining the Company, he has gained considerable experience and also involved in assisting finance, treasury department of the Company and has demonstrated ability to acquire responsibilities. Therefore, the Board believes that the proposed increase in monthly salary would be justifiable and in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. B. K. Toshniwal, Executive Director and his relatives are deemed to be directly or indirectly concerned or interested in the resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice, for the approval of the Members of the Company.

By Order of the Board of Directors
For **Oricon Enterprises Limited**

Sanjay Jain
Company Secretary
Membership number: A7249

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

Date: May 28, 2025
Place: Mumbai