



Date: April 22, 2024

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**

Dear Sir/Madam,

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

Further to our letter dated April 09, 2024 and in terms of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), 2015, We are enclosing herewith a copy of Postal Ballot Notice as sent to the Members of the Company to seek approval by way of Special Resolution and voting through electronic means only (e-voting/remote e-voting) for Sale and Transfer of the Company's Business of manufacturing, trading and Sale of Plastic Closures and Preforms by way of slump sale on a going concern basis to Manjushree Technopack Limited.

The voting period will commence from Wednesday, April 24, 2024, IST at 9.00 a.m. and will end on Thursday, May 23, 2024, IST at 5.00 p.m.

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

**ORICON ENTERPRISES LIMITED**

CIN: L28100MH1968PLC014156

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

Email – [share@ocl-india.com](mailto:share@ocl-india.com) Website – [www.oriconenterprises.com](http://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
Wednesday, April 24, 2024 at 09:00 a.m. (IST)	Thursday, May 23, 2024 at 05:00 p.m. (IST)

**Dear Member(s),**

**Notice** is hereby given pursuant to Section 108 and 110 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 from time to time by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) to transact the Special Business as set out hereunder by passing Special Resolution by way of Postal Ballot only, by voting through electronic means (‘remote e-voting’) for the business specified in this notice.

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.

**Special Business:****1. Approval for Sale and Transfer of the Company’s Business of manufacturing, trading and Sale of Plastic Closures and Preforms by way of slump sale on a going concern basis to Manjushree Technopack Limited**

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

“**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provisions of Articles of Association of the Company and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and all other provisions of all other applicable laws and subject to such approvals, sanctions, consents, registrations and permissions as may be required from statutory and regulatory authorities, if any, consent of the Members of the Company be and is hereby accorded for the proposed sale and transfer of the Company’s Business of manufacturing, trading and Sale of Plastic Closures and Preforms along with the respective assets (including immovable assets, movable assets, inventory, brands and intangible assets, contracts, licenses and permissions, business records), embedded goodwill and transferring employees along with employee benefit funds assets, and assumed liabilities (“**Undertakings**”) at an enterprise value of Rs. 520.00 Crores (Rupees Five Hundred Twenty Crores Only) to be received on completion of sale subject to adjustments as set out in the Business Transfer Agreement dated April 10, 2024, by way of “slump sale”, (as contemplated under section 50B read with section 2(42C) of the Income Tax Act, 1961) on a going concern basis without values being assigned to the individual assets and assumed liabilities to Manjushree Technopack Limited (“**MTL**”) a Company incorporated under the laws of India, having its Registered office at 2nd Floor, MBH Tech Park, Survey No 46P and 47P, Electronic City,

Phase-II, Begur Hobli, Bengaluru - 560100 in accordance with the terms of the Business Transfer Agreement dated April 10, 2024 executed between Oricon Enterprises Limited and MTL.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”) which term shall be deemed to include any committee which the board may have constituted or may constitute from time to time to exercise its power including the power conferred by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or incidental thereto, to effect the sale/transfer of Undertakings and to negotiate, finalize, settle and execute such documents/deeds/writings/papers/agreements/applications as may be required for sale/transfer of Undertakings.”

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:** April 09, 2024

**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, 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, April 19, 2024**, 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 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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](mailto:share@ocl-india.com) or to Bigshare Services Private Limited at [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com) / [vinod.y@bigshareonline.com](mailto: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 April 19, 2024 will be considered for the purpose of E-voting.
9. **The Remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, April 24, 2024 and ends at 5:00 p.m. (IST) on Thursday, May 23, 2024.** 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 Chairman 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, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **Thursday, May 23, 2024.**
12. The Results declared along with the Scrutinizer Report shall be placed on the Company's website [www.oriconenterprises.com](http://www.oriconenterprises.com) after the results are declared by the Chairman 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 referred to in the Notice or Statement may send their requests to [share@ocl-india.com](mailto: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 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](mailto:info@bigshareonline.com) and [share@ocl-india.com](mailto: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](mailto:info@bigshareonline.com) and [share@ocl-india.com](mailto: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](mailto: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
<p>Individual Members holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">  <p>NSDL Mobile App is available on   App Store     Google Play</p> </div>

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 virtualmeeting &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at <b>022 - 4886 7000</b> and <b>022 - 2499 7000</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 22 55 33</b>

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:

<b>Mannerofholdingssharesi.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 user 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](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.com](mailto: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](mailto:mayuri@mindspright.co.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto:evoting@nsdl.com)



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED APRIL 09, 2024****Item No. 1**

The Board of Directors of the Company at its meeting held on Tuesday, April 09, 2024 has, Subject to the Approval of Members of the Company by way of Special Resolution through Postal Ballot and such other approvals, consents, permissions and sanctions as may be deemed necessary, approved sale and transfer of the Company's Business of manufacturing, trading and Sale of Plastic Closures and Preforms plants of which are situated at Kundaim Industrial Estate Kundaim in the state of Goa and IDCO Khordha in the state of Odisha ("Undertakings") at an enterprise value of Rs. 520.00 Crores (Rupees Five Hundred Twenty Crores Only) to be received on completion of sale subject to adjustments as set out in the Business Transfer Agreement dated April 10, 2024 with MTL, by way of "slump sale", (as contemplated under section 50B read with section 2(42C) of the Income Tax Act, 1961) on a going concern basis without values being assigned to individual assets and assumed liabilities to Manjushree Technopack Limited ('**MTL**') and has executed a Business Transfer Agreement dated April 10, 2024 with MTL.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the Members of the Company by way of Special Resolution is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

Object and Commercial Rationale for carrying out such sale: The Board is of the opinion that the Company is receiving good enterprise value for the sale and transfer of the Undertakings.

Use of Proceeds arising therefrom: While the specific utilization of the proceeds from the sale of the Undertakings has not yet been determined, the proceeds of the sale will allow the Company to capitalize on continuing the business of the Company and to look for new growth opportunities.

The board is of the opinion that the sale and transfer of the Undertakings will be in the best interest of the Company and its members.

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

None of the Directors / Key Managerial Personnel or their relatives are concerned or interested in the said resolution financially or otherwise.

Business Transfer Agreement is open for inspection by the Members at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 01.00 p.m. and 04.00 p.m. upto **Thursday, May 23, 2024**

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:** April 09, 2024  
**Place:** Mumbai