

ORSON HOLDINGS COMPANY LIMITED
CIN: L67120WB1982PLC034468
Regd. Office :14C, Raja Santosh Road, Alipore,Kolkata-700027
Telephone : +91 33 24496767/24796878,
Fax No.+91 33 24798931
Email: sales@orsonholdings.com
Website : www.orsonholdings.com

NOTICE OF 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th ANNUAL GENERAL MEETING of **M/S ORSON HOLDINGS COMPANY LIMITED** will be held at 14C, Raja Santosh Road, Alipore, Kolkata-700027 on Wednesday, 14th September, 2016 at 11.00 am to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2016 together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Vivek Kumar Bhartia (DIN 00003182) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Subir Nag (DIN 00003209) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard 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 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s Rustagi & Company, Chartered Accountant (Registration No.301094E), as the Statutory Auditor of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35thAnnual General Meeting (AGM) to be held in the calendar year 2017 on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS

5. 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 13 and other applicable provisions of the Companies Act, 2013 if any, Clause III B the objects incidental or ancillary to the attainment of the main objects of the company of Memorandum of Association be and hereby replaced and renumbered as 3rd (B) with the title **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd (A) ARE:-**

“RESOLVED FURTHER THAT the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C)”

“RESOLVED FURTHER THAT the word ‘The Companies Act, 1956’ should be replaced with ‘The Companies Act, 2013’ and Roman numbering should be replaced with Numerical Alpha wherever it appears in the Memorandum of Association of the Company.”

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies.”

6. 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 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing articles 1 to 120 with the new regulations 1 to 103, a copy of which is annexed to the explanatory statement, be and is hereby adopted as new regulations of the Articles of Association of the Company.”

“FURTHER RESOLVED THAT for the purpose of giving effect to all the resolutions, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolutions along with filing of necessary E-forms with the Registrar of Companies.”

By Order of the Board of Directors
For Orson Holdings Co Ltd.

Sd/-

Vivek kumar Bhartia
Managing Director
DIN :00003182

Registered Office:14C Raja Santosh Road, Kolkata-700027

Date: August 13, 2016

NOTES :

1. **A Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member. The instrument of Proxy should be deposited at the Registered Office of the Company, not later than 48 hours before commencement of the Meeting. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies should fill in and sign the attendance slips and deposit at the entrance of Meeting Hall, before attending the Meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
6. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 8th September 2016 to Wednesday 14th September 2016 (both days inclusive).
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the share Transfer Registrar M/s Niche Technologies Pvt. Ltd.
10. Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in

which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Niche Technologies Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.

13. The Company is pleased providing the facility for voting by members by electronic means and the business of the meeting may be transacted through electronic voting system. In terms of Section 108 of the Companies Act, 2013 read with Rule-20 of the Companies (Management and Administration) Rules, 2014 amended and Regulation 44 of the Listing (Obligations and Disclosures Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the facility of electronic voting ('e-voting') in respect of the resolutions proposed at this AGM.

14. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2016, shall be eligible to cast vote either through remote e-voting or in the AGM

15. Members attending the meeting who have not cast their vote by remote e-voting (i.e. casting votes by a member using electronic voting system from a place other than venue of extraordinary general meeting) shall have the facility of voting, either through ballot or polling paper, at the venue of meeting.

16. Members who have cast their votes by remote e-voting prior to the AGM, may also attend the meeting but shall not be entitled to cast their vote again.

17. 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, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic

voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 11th September, 2016 at 9:00 a.m. (IST) and ends on 13th September, 2016 at 5:00 p.m. (IST). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the

	name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **ORSON HOLDINGS COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

18. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at Kothari.navin@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 13th September, 2016, upto 5:00 pm without which the vote shall not be treated as valid.

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.

20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 7th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2016 and not casting their vote

electronically, may only cast their vote at the Annual General Meeting.

22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 7th September, 2016 are requested to send the written / email communication to the Company at sales@orsonholdings.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. Mr. Navin Kothari, practicing Company Secretary (Certificate of Practice Number 3725) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.orsonholdings.com and on the website of CDSL. The same will be communicated to the Calcutta Stock Exchange Limited, where the company shares are listed.

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

ITEM NO.5

The present Memorandum of Association of the company are in accordance with the provisions of the Companies Act, 1956. In order to comply with the provisions of the Companies Act, 2013 the Company needs to amend the title of Clause III B. the objects incidental or ancillary to the attainment of the main objects of the company and delete Clause III (C) the Other Objects for which the company is established from the Memorandum of Association. Under the Companies Act, 2013 the draft Memorandum of Association (in case of a company limited by shares) is provided in Table A thereto.

Consent of the shareholders is required in this regard. Hence the Directors recommend the aforesaid resolution for the approval by the members as Special Resolution. None of the Directors and their relatives are in any way concerned or interested in the said resolution.

ITEM NO. 6

The present Articles of Association of the company are in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 most of the regulations contained in the Articles have either become redundant or are not in tune with the provisions of the said Act. Under the Companies Act, 2013 the draft Articles (in case of a company limited by shares) is provided in Table F thereto.

In view of the aforesaid, it is proposed to replace all the existing articles 1 to 121 of the Articles of Association with the new set of regulations 1 to 103 and adopted as new set of Articles of Association. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Consent of the shareholders is required in this regard. Hence the Directors recommend the aforesaid resolution for the approval by the members as Special Resolution. None of the Directors and their relatives are in any way concerned or interested in the said resolution.

By Order of the Board of Directors
For Orson Holdings Co Ltd.

Sd/-
Vivek kumar Bhartia
Managing Director
DIN:00003182

Date: August 13 2016

ORSON HOLDINGS COMPANY LIMITED

Regd. Office: 14C Raja Santosh Road, Alipore .Kolkata- 700 027

Phone No.: (033) 24496767 ; **E-mail:** sales@orsonholdings.com

CIN: L67120WB1982PLC034468

SR No.....

ATTENDANCE SLIP

Annual General Meeting, Wednesday, the 14th day of September , 2016 at 11 A.M. at 14C Raja Santosh Road,
Alipore, Kolkata- 700 027

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the ANNUAL GENERAL MEETING of the Company to be held on
Wednesday, the 14th day of September, 2016 at 11 A.M. at 14C Raja Santosh Road, Alipore, Kolkata- 700 027

Signature of Shareholder/ Proxy/ Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

ORSON HOLDINGS COMPANY LIMITED

Regd. Office: 14C Raja Santosh Road, Alipore .Kolkata- 700 027

Phone No.: (033) 24496767; **E-mail:** sales@orsonholdings.com

CIN: L67120WB1982PLC034468

FORM NO. MGT - 11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, the 14th day of September, 2016 at 11 A.M. at 14C Raja Santosh Road, Alipore Kolkata- 700 027, and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Ordinary Resolution to consider and adopt the Audited Financial Statement, Report of Board of Directors and Auditors for the year ended 31 st March, 2016		
2.	Ordinary Resolution for reappointment of Mr. Vivek Kumar Bhartia (DIN 00003182) Director, retiring by rotation.		
3.	Ordinary Resolution for reappointment of Mr. Subir Nag (DIN 00003209) Director, retiring by rotation.		
4.	Ordinary Resolution for ratification of appointment of Auditor and fixing their remuneration		
5.	Special Resolution to amend the title of incidental object clause & deletion of other object clause of the memorandum of association		
6.	Special Resolution for adoption of new set of articles of association as per Companies Act, 2013		

Signed this day of 2016.

Signature of Shareholder

Signature of Proxy holder(s):

**Affix Re.1
Revenue Stamp**

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.***
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.