

ORSON HOLDINGS COMPANY LIMITED

CIN: L67120WB1982PLC034468

Regd. Office :14C, Raja Santosh Road, Alipore,Kolkata-700027

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NOTICE

NOTICE is hereby given that the 32nd ANNUAL GENERAL MEETING of ORSON HOLDINGS CO LTD will be held at 14C, Raja Santosh Road, Alipore, Kolkata-700027 on Wednesday, 10th September, 2014 at 10.00 am to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet as at March 31, 2014, the statement of Profit & Loss for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Raj Kumar Bhartia (DIN 00003164), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s **B. K. Agarwala & Company**, Chartered Accountant (Registration No.304111E), be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting (AGM) of the Company and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

4. 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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shiv Krishan Kapur (DIN 01227904), Non-executive Director of the Company whose period of office is liable to retirement by

rotation as per the Companies Act, 1956 and whose term expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 10, 2014 up to September 9, 2019.”

5. 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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shiv Kumar Bajaj (DIN 02000612), Non-executive Director of the Company, whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 10, 2014 up to September 9, 2019.”

6. 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vijay Swaminathan (DIN 03505029), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 30, 2014, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and, in respect of whom the Company has received a

notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years with effect from July 30, 2014 up to July 29, 2019.”

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as Special Resolution::

“RESOLVED THAT in supersession of Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at Extra Ordinary General Meeting of the Company held on 23rd October, 1997 for increasing in borrowing powers of the Board and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to and authority conferred upon the Board of Directors of the Company for borrowing any sum or sums of monies for and on behalf of the Company from time to time from one or more persons, firms, bodies corporate or bankers or financial institutions or from others by way of advances, deposits, loans, or otherwise withstanding that the sum or sums or monies so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business i.e. loans repayable on demand or within six months from the date of the loan such as short-term cash credit arrangements, the discounting of bills and the issue of other short term loan of seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose so that the total amount up to which the monies may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.30,00,00,000/- (Rupees Thirty Crores only) on account of the principle.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

8. To consider and if thought fit, to pass, with or without modification, the following Resolution as Special Resolution::

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier Resolutions passed in this regard, the consent of the members be and is hereby accorded to and authority conferred upon the Board or Directors of the Company to create such mortgages, charges, hypothecations and any other encumbrances, in addition to the existing mortgages, charges, hypothecations and other encumbrances created by the Company on all or any part of the immovable and/or movable parties, current and/or fixed assets, tangible and/or intangible assets, or stock in trade (including raw materials, stores, spare parts and components in stock or in transit) work in progress and debts and advances, claims of the Company whosoever situate, present and future in favour of Indian or Foreign Financial Institutions, Banks, Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise and other lending institution or organization or Body Corporate or such other person from whom the Company has borrowed or proposes to borrow money by way of Term Loan, Working Capital Loans including Fund based and non-fund based limits, External Commercial Borrowings, Commercial Papers or any other financial instrument permitted by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of Agreements entered/ to be entered into within the overall borrowing limit fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

By Order of the Board of Directors
For Orson Holdings Co Ltd.
Sd/-
Vivek kumar Bhartia
Managing Director

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/ITSELF 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.

2. 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.

3. 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.

4. Members/Proxies should fill in and sign the attendance slips and deposit at the entrance of Meeting Hall, before attending the Meeting.

5. 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.

6. 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.

7. 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. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.

8. 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.

9. Register of Members and Share Transfer Books of the Company will remain closed from Wednesday the 3rd September 2014 to Wednesday 10th September 2014 (both days inclusive).

10. 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.

11. The Registers under the Companies Act, 2013 is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.

12. 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.

13. 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.

14. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

15. The two Directors liable to retire in the ensuing AGM are Mr. Raj Kumar Bhartia (DIN 00003164) and Mr. Shiv Krishan Kapur (DIN 01227904) of which Mr. Shiv Krishan Kapur (DIN 01227904) is an Independent Director and he is being reappointed as an Independent Director in the Annual General Meeting not liable to retire by rotation.

16. Brief profile of directors seeking appointment/re-appointment is provided at Annexure A of this Notice.

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

Item Nos. 4 to 5

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

Mr. Shiv Krishan Kapur (DIN 01227904) joined the Board of Directors of the Company as a Non-executive Independent Director on 21.12.2009, liable to retire by rotation. He is a B.Com Graduate and an Industrialist having vast experience of business and management. He retires by rotation at the ensuing Annual General Meeting (AGM) of the Company under the erstwhile applicable provisions of Companies Act, 1956. In terms of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ("Act") and, being eligible he has offered himself for appointment as an Independent Director of the Company.

Mr. Shiv Kumar Bajaj (DIN 02000612) joined the Board of Directors of the Company as a Non-executive Independent Director on 05.06.2013, liable to retire by rotation. He is a B.Com Graduate and an Industrialist having vast experience of business and HR Management. He is a Director whose term of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ("Act") and, being eligible he has offered himself for appointment as an Independent Director of the Company.

The Board of Directors have recommended appointment of Mr. Shiv Krishan Kapur and Mr. Shiv Kumar Bajaj, at the ensuing Annual General Meeting of the Company as an Independent Director under Section 149 of the Act, not liable to retire by rotation, to hold office for a term upto five consecutive years with effect from September 10, 2014 up to September 9, 2019.

Mr. Shiv Krishan Kapur and Mr. Shiv Kumar Bajaj, Non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a

Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice have been received from member(s) signifying their intention to propose appointment of these Directors as Independent Directors.

Except these Directors, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 4 and 5.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the members of the Company.

Item Nos. 6

Mr. Vijay Swaminathan(DIN 03505029) was appointed as an Additional Director by the Board with effect from July 30, 2014, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vijay Swaminathan will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit proposing his candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Vijay Swaminathan (DIN 03505029) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Vijay Swaminathan (DIN 03505029), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The resolution seeks the approval of members for the appointment of Mr. Vijay Swaminathan as an Independent Director of the Company for a term of five consecutive years with effect from July 30, 2014 up to July 29, 2019 pursuant to

Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

No director, key managerial personnel or their relatives, except Mr. Vijay Swaminathan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Item No 7

The members of the Company at their Extra Ordinary General Meeting held on 23.10.1997 have approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 18,00,00,000/- (Rupees Eighteen Crores).

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves except with the consent of the members accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, to enable to the Board of Directors or any committee thereof or any person authorised by such Board or Committee to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs 30,00,00,000/- (Rupees Thirty Crores).

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

The Board recommends the resolution for approval of the members.

Item No. 8

Section 180(1)(a) of the Companies Act, 2013 requires that the consent of the Members of the Company is to be accorded by way of Special Resolution to give authority to Board of Directors and /or any committee thereof and / or the person who is delegated authority by such Board / Committee for creating security to borrow money by mortgage, charge, hypothecation or any other encumbrances on Company's movable and / or immovable assets or stock in trade.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

The Board commends the resolution for approval of the members.

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

Sd/-

Vivek kumar Bhartia
Managing Director

Registered Office:

14C, Raja Santosh Road, Alipore,
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Date: August 14, 2014

Annexure A

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 10, 2014

| | | | | |
|---------------------------------------|--|----------------------------|--|--|
| Name of the Director | Shiv Krishan Kapur | Shiv Kumar Bajaj | Vijay Swaminathan | Raj Kumar Bhartia |
| Date of Birth | 28/10/1966 | 29/01/1950 | 28/07/1962 | 04/01/1942 |
| Date of Appointment | 21/12/2009 | 05/06/2013 | 30/07/2014 | 26/03/1985 |
| Relationship with other Directors | None | None | None | Father of Mr. Vivek Kumar Bhartia & husband of Mrs. Shanti Bhartia |
| Expertise in specific functional area | Expertise in the field of Finance and Export | Expertise in HR Management | Expertise in Insurance and asset financing | Expertise in the LPG Cylinder and Valve Manufacturing Industry |
| Qualification | Graduate | Graduate | Graduate | Graduate |

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|--|---|---|-------------------------|---|
| <p>Board Membership of other companies as on March 31,2014</p> | <p>1.Victoria Wines Private Limited</p> | <p>1.Ambe Tex-Fab (India) Private Limited 2.The Oriental Mercantile Co Ltd 3.Murat Viniyog Ltd 4.Adiambe Fashions Limited 5.Khaitan Electricals Limited</p> | <p>1. DHP India Ltd</p> | <p>1.Ganges Steel Mfg Co India Pvt Ltd 2.North India Wires Ltd 3.Skylab Investments Pvt Ltd 4.Bullish Enclave & Developers Pvt Ltd. 5.Bhartia Sons Ltd 6.Omkeshwar Investments Private Limited 7.Pin Point Construction & Investment Company Pvt. Ltd. 8.ADR Constructions Pvt Ltd 9.Zebra Builders & Developers Pvt Ltd 10.RPS Constructon And Investment Co Pvt Ltd 11.RS&BH Construction & Investment Company Pvt Ltd 12.BPH Construction And Investment Co Pvt Ltd 13. Ontario Construction & Investment Pvt Ltd 14.Onam Developers Private Limited 15.Orion Lpg & Engg. Equipments Private</p> |
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|---|-----|-----|-----|--|
| | | | | Limited 16.North India Lpg Cylinders Limited |
| Chairman/ Member of the Committee of the Board of Directors as on March 31, 2014 | NIL | NIL | NIL | NIL |
| Chairman/Member of the Committee of Directors of other Companies in which he is a director as on March 31, 2014 | | | | |
| a)Audit Committee | NIL | NIL | √ | NIL |
| b)Shareholders' Grievance Committee | NIL | NIL | NIL | NIL |
| c)Board Governance and Nomination Committee | NIL | NIL | NIL | NIL |
| d)Compensation Committee | NIL | NIL | NIL | NIL |
| e)Other Committee | NIL | NIL | NIL | NIL |
| Number of shares held in the Company as on March 31, 2014 | NIL | NIL | NIL | 114100 |