

**ORSON HOLDINGS COMPANY LIMITED**  
**Regd. Office: 14C Raja Santosh Road, Alipore, Kolkata-700027**  
**Phone (033)24496767; E-mail: sales@orsonholdings.com**  
**CIN: L67120WB1982PLC034468**

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**NOTICE OF EXTRA- ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra- Ordinary General Meeting (EGM) of the members of **M/s ORSON HOLDINGS COMPANY LIMITED (CIN L67120WB1982PLC034468)** will be held on Thursday, 11th June, 2015 at 11:00 A.M. at the registered office of the Company at 14C, Raja Santosh Road, Alipore, Kolkata-700027 to transact, the following business: -

**SPECIAL BUSINESS:**

**Appointment of Statutory Auditors to fill casual vacancy**

1. 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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Rustagi & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B. K. Agarwala & Co. Chartered Accountants."

**"RESOLVED FURTHER THAT** M/s. Rustagi & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company from this Extra- Ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them."

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

**Re-appointment of Mr. Vivek Kumar Bhartia (DIN 00003182) as Managing Director**

**"RESOLVED THAT** pursuant to the provisions of Section 196 & 203 read with Schedule V of the Companies Act, 2013 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), consent of the Company be and is hereby accorded to re-appoint Mr. Vivek Kumar Bhartia (DIN 00003182) as Managing Director of the Company for a further period of five years with effect from 10<sup>th</sup> January, 2015.

**"RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), consent of the Company be and is hereby accorded for payment of remuneration to Mr. Vivek Kumar Bhartia (DIN 00003182) as Managing Director of the Company for a period of three years with effect from 10<sup>th</sup> January, 2015. The details of remuneration as recommended by the Nomination and Remuneration Committee are as follows:

**(a) Salary, Perquisites and Allowances per annum:**

- (i) Basic Salary: Rs.2,00,000/- p.m
- (ii) Leave Salary: Rs.2,00,000/- p.a
- (iii) Bonus : Rs.2,00,000/- p.a
- (iv) Perquisites and allowances subject to a maximum of Rs. 10,00,000/- p.a. (Rupees Ten Lacs Only)

The perquisites and allowances, as aforesaid, shall include unfurnished rent free accommodation or house rent allowances in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs and club membership fees. The said perquisites and allowances shall be evaluated, whenever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of perquisites

**(b) Reimbursement of Expenses**

Expenses incurred for travelling, board and lodging including for his spouse and attendant(s) during business trips, any medical assistance provided including for his family members; and provisions of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites

**(c) General:**

He shall not be eligible to receive any remuneration by way of sitting fees for attending meetings of the Board of Directors or any committee thereof.

The appointment can be terminated by either party by giving three months' notice in writing to the other.

The aggregate of the remuneration and perquisites / benefits payable to all managerial personnel of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013 or any amendment thereto or re enactment thereof.

**"RESOLVED FURTHER THAT** the Board of Directors is authorised to vary or increase the remuneration, perquisites and other benefits payable or to be provided to Mr. Vivek Kumar Bhartia (DIN 00003182), including any monetary value thereof to the extent the Board of Directors may consider appropriate and to alter and vary the terms and conditions so as not to exceed the maximum limits specified in the Companies Act."

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year the company shall pay by way of remuneration or perquisites or any other allowance as mentioned in the resolution in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto."

**"RESOLVED FURTHER THAT** Mr. Raj Kumar Bhartia (DIN 00003164), Director of the Company be and is hereby authorized to do all such acts deeds and matters and things as in absolute discretion it may consider necessary expedient or desirable to give effect to this resolution."

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

**Appointment of Mrs. Gayatri Bhartia (DIN 00003216) as Director**

“**RESOLVED THAT** Mrs. Gayatri Bhartia (DIN 00003216), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 26, 2015 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014, being eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a member pursuant to Section 160 of the Act proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company.”

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

**Appointment of Mrs. Gayatri Bhartia (DIN 00003216) as Whole time Director**

“**RESOLVED THAT** pursuant to the provisions of Section 196 & 203 read with Schedule V of the Companies Act, 2013 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), consent of the Company be and is hereby accorded to appoint Mrs. Gayatri Bhartia (DIN 00003216) as Whole time Director of the Company for a period of five years with effect from 26<sup>th</sup> March, 2015

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), consent of the Company be and is hereby accorded for payment of remuneration to Mrs. Gayatri Bhartia (DIN 00003216) as Whole time Director of the Company for a period of three years with effect from 26<sup>th</sup> March, 2015. The details of remuneration as recommended by the Nomination and Remuneration Committee are as follows:

(a) Consolidated Salary: Rs.50,000/- p.m

(b) Bonus and Leave Salary: As per applicable rules of the Company

The Company’s contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of perquisites

**(b) Reimbursement of Expenses**

Expenses incurred for travelling, board and lodging including for his spouse and attendant(s) during business trips, any medical assistance provided including for his family members; and provisions of cars for use on the Company’s business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites

**(c) General:**

She shall not be eligible to receive any remuneration by way of sitting fees for attending meetings of the Board of Directors or any committee thereof.

The appointment can be terminated by either party by giving three months' notice in writing to the other.

The aggregate of the remuneration and perquisites / benefits payable to all managerial personnel of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013 or any amendment thereto or re enactment thereof.

**“RESOLVED FURTHER THAT** the Board of Directors is authorised to vary or increase the remuneration, perquisites and other benefits payable or to be provided to Mrs. Gayatri Bhartia (DIN 00003126), including any monetary value thereof to the extent the Board of Directors may consider appropriate and to alter and vary the terms and conditions so as not to exceed the maximum limits specified in the Companies Act.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year the company shall pay by way of remuneration or perquisites or any other allowance as mentioned in the resolution in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

**“RESOLVED FURTHER THAT** Mr. Raj Kumar Bhartia (DIN 00003164), Managing Director of the Company be and is hereby authorized to do all such acts deeds and matters and things as in absolute discretion it may consider necessary expedient or desirable to give effect to this resolution.”

By Order of the Board  
For Orson Holdings Co Ltd.

Sd/-

Raj Kumar Bhartia  
Director  
DIN 00003164

DATE: 15.05.2015  
PLACE: KOLKATA

**NOTES:**

**A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.**

1. The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on Cut off Date of 04-June-2015.
5. 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 the Clause-35B of the listing agreement, 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 EGM.

6. The Board of Directors has appointed Mr. Navin Kothari of M/s N.K. & ASSOCIATES, Practicing Company Secretaries as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.
7. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date of 04-June-2015, shall be eligible to cast vote either through remote e-voting or in the EGM.
8. 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.
9. Members who have cast their votes by remote e-voting prior to the EGM, may also attend the meeting but shall not be entitled to cast their vote again.
10. The notice of EGM is being sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 8-May-2015.
11. Notice of the EGM 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.
12. 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. 04-June-2015, are requested to send the written /email communication to the Company at sales@orsonholdings.com by mentioning their FolioNo. / DP ID and Client ID No to obtain the Log-in ID and Password for e-voting.

13. Process for E-Voting:

I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the EGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

**III.) The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Monday June 8, 2015 at 9.00 A.M. and ends on Wednesday June 10, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 4, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period

- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>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 ).</li> </ul>

- (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 “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](mailto: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](mailto: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.
- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
14. 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 [sales@orsonholdings.com](mailto:sales@orsonholdings.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before June 10, 2015, upto 5.00 pm without which the vote shall not be treated as valid.
15. 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 04 June 2015.

16. The notice of Extra Ordinary General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 08 May 2015.
17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 04 June, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Mr. Navin Kothari practicing Company Secretary (Certificate of Practice Number 3725) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The results shall be declared by the Director of the Company at its registered office on 12<sup>th</sup> June, 2015 at 12.30 P.M. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the EGM of the Company and will be communicated to the Stock Exchanges, CSE Limited.

### **Explanatory Statement under Section 102(1) of the Companies Act, 2013**

#### **Item No. 1**

The Company had appointed M/s B.K.Agarwala & Co, Chartered Accountants, Kolkata, as the Statutory Auditors of the Company at the Thirty Second Annual General Meeting (AGM) held on 10<sup>th</sup> September, 2014 to hold office till the conclusion of the next AGM.

M/s B.K.Agarwala & Co, Chartered Accountants, Kolkata have tendered their resignation effective from February 10, 2015, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Since, a casual vacancy, in terms of section 139(8) of the Act, caused by the resignation of auditors can only be filled up by the Company in general meeting. As per recommendation of the Audit committee, the Board proposes that M/s. Rustagi & Co., Chartered Accountants, Kolkata, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B.K.Agarwala & Co, Chartered Accountants, in the Extraordinary General Meeting of the Company.

M/s. Rustagi & Co., Chartered Accountants, Kolkata, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act 2013.

Accordingly, Board recommends the resolution for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

Mr. Vivek Kumar Bhartia, aged 46 years, is a co-promoter and Managing Director of the Company and having over 15 years of industry experience in the field of LPG Valve Industry. He has a degree in Commerce. His current term of appointment as a Managing Director of the Company expire on January 10, 2015. He has excellent grasp and thorough knowledge and experience. His knowledge of various aspects relating to the Company's affairs and



long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Vivek Kumar Bhartia should be available to the Company for a further period of five years with effect from January 10, 2015. In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on January 5, 2015, re-appointed him as Managing Director of the Company for a further period of five years with effect from January 10, 2015.

Sections 197 read with Schedule V of the Companies Act, 2013 requires the payment of minimum remuneration in case of lack or inadequacy of profits to be approved by the Members by way of a Special Resolution for a period not exceeding three years. In view of this, it is proposed to seek the approval of Members for payment of below mentioned remuneration of Mr. Vivek Kumar Bhartia for 3 years:

**(a) Salary, Perquisites and Allowances per annum:**

- (i) Basic Salary: Rs.2,00,000/- p.m
- (ii) Leave Salary: Rs.2,00,000/- p.a
- (iii) Bonus : Rs.2,00,000/- p.a
- (iv) Perquisites and allowances subject to a maximum of Rs. 10,00,000/- p.a. (Rupees Ten Lacs Only)

The perquisites and allowances, as aforesaid, shall include unfurnished rent free accommodation or house rent allowances in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs and club membership fees. The said perquisites and allowances shall be evaluated, whenever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of perquisites

**(b) Reimbursement of Expenses**

Expenses incurred for travelling, board and lodging including for his spouse and attendant(s) during business trips, any medical assistance provided including for his family members; and provisions of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites

**(c) General:**

He shall not be eligible to receive any remuneration by way of sitting fees for attending meetings of the Board of Directors or any committee thereof.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

<b>I. General Information</b>	
Nature of industry	Orson Holdings Co. Ltd. is engaged in manufacturing of LPG Cylinder Valves
Date or expected date of commencement of commercial production	Date of commencement of commercial production- 30 <sup>th</sup> June 1998
In case of new companies, 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	Particulars of Financial Year 2013-14: Total Revenue- Sales & Other Income- Rs.4132.32 lacs Profit before Tax- Rs. 225.53 Lacs Tax Expenses – Rs. 63.29 Lacs Net Profit after tax- Rs. 162.24
Foreign investments or collaborations, if any	NIL
<b>II. Information about the appointee</b>	
Background details	As narrated above
Past remuneration	For Financial year 2013-14- Rs.10.63 Lacs
Recognition or awards	Mr. Vivek Kumar Bhartia has played a vital role in marketing of our product in the foreign market and his whole hearted efforts have made our Company being established in the Global LPG market
Job profile and his suitability	Overall management of the Company. Given his experience, Mr. Vivek Kumar Bhartia is considered well suited for the position
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is commensurate with the responsibilities of the appointee & is in line with the remuneration practice in the industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides remuneration to be paid to him, Mr. Vivek Kumar Bhartia is also entitled to interest on amount borrowed by the Company from him. Mrs. Gayatri Bhartia, Whole Time Director of the Company is wife of Mr. Vivek Kumar Bhartia
<b>III. Other information</b>	
Reasons of loss or inadequate profits	The Company's profit after tax for Financial Year 2013-14 stood at 162.24 Lacs as compared to 111.18 Lacs in 2012-13 The inadequacy of profit is greatly attributed to lower margin in order to penetrate the foreign

	market and make our product globally competitive. Further the domestic market was not feasible due to negative margin.
Steps taken or proposed to be taken for improvement	The Company production has started enhancing from January 2013 and the Company is able to run its new factory with 100% capacity and is expected to result in substantial growth in revenues and margin in upcoming years. Further the Company is tapping export market and also exploring more new areas. Further with modernization of plant and tapping new export market the company is confident of its growth in near future.
Expected increase in productivity and profits in measurable terms	The Company expects to generate increased revenues in the coming years
<b>IV. Disclosures</b>	
The Company will disclose its information in the Directors Report.	

Accordingly, Board recommends the resolution for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel except Mr. Vivek Kumar Bhartia as an appointee and Mr. Raj Kumar Bhartia, Mrs. Shanti Bhartia and Mrs. Gayatri Bhartia as a relative may be deemed to be concerned or interested in the Resolution.

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

Pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors at its meeting held on March 26, 2015 had appointed Mrs. Gayatri Bhartia as an Additional Director of the Company with effect from that date. Due notice under Section 160 of the Companies Act, 2013 has been received proposing the appointment of Mrs. Gayatri Bhartia as a Director of the Company. Requisite consent has been filed by Mrs. Gayatri Bhartia pursuant to the provisions of Section 152 of the Companies Act, 2013, to act as a Director, if appointed.

Accordingly, Board recommends the resolution for your approval as Ordinary Resolution.

None of the Directors and Key Managerial Personnel except Mrs. Gayatri Bhartia as an appointee and Mr. Raj Kumar Bhartia, Mrs. Shanti Bhartia and Mr. Vivek Kumar Bhartia as a relative may be deemed to be concerned or interested in the Resolution.

#### **Item No. 4**

Mrs. Gayatri Bhartia, aged 43 years, has 10 years of industry experience in the field of Commerce and management. She has a degree in Commerce. She has excellent grasp and thorough knowledge and experience of general management. Her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mrs. Gayatri Bhartia should be available to the Company for a period of five years with effect from March 26, 2015. In terms of the provisions of the Companies Act, the Nomination and Remuneration

Committee of the Board and the Board of Directors have, at their meeting held on March 26, 2015, appointed her as Whole time Director of the Company for a period of five years with effect from March 26, 2015.

Sections 197 read with Schedule V of the Companies Act, 2013 requires the payment of minimum remuneration in case of lack or inadequacy of profits to be approved by the Members by way of a Special Resolution for a period not exceeding three years. In view of this, it is proposed to seek the approval of Members for payment of below mentioned remuneration of Mrs. Gayatri Bhartia for 3 years:

a) Consolidated Salary: Rs.50,000/- p.m

(b) Bonus and Leave Salary: As per applicable rules of the Company

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of perquisites

**(b) Reimbursement of Expenses**

Expenses incurred for travelling, board and lodging including for his spouse and attendant(s) during business trips, any medical assistance provided including for her family members; and provisions of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites

**(c) General:**

She shall not be eligible to receive any remuneration by way of sitting fees for attending meetings of the Board of Directors or any committee thereof.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

<b>I. General Information</b>	
Nature of industry	Orson Holdings Co. Ltd. is engaged in manufacturing of LPG Cylinder Valves
Date or expected date of commencement of commercial production	Date of commencement of commercial production- 30 <sup>th</sup> June 1998
In case of new companies, 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	Particulars of Financial Year 2013-14: Total Revenue- Sales & Other Income- Rs.4132.32 lacs Profit before Tax- Rs. 225.53 Lacs Tax Expenses – Rs. 63.29 Lacs Net Profit after tax- Rs. 162.24
Foreign investments or collaborations, if any	NIL
<b>II. Information about the appointee</b>	

Background details	As narrated above
Past remuneration	NIL
Recognition or awards	NIL
Job profile and her suitability	Overall management of the Company. Given her experience, Mrs. Gayatri Bhartia is considered well suited for the position
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is commensurate with the responsibilities of the appointee & is in line with the remuneration practice in the industry.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Vivek Kumar Bhartia Managing Director of the Company is husband of Mrs. Gayatri Bhartia
<b>III. Other information</b>	
Reasons of loss or inadequate profits	The Company's profit after tax for Financial Year 2013-14 stood at 162.24 Lacs as compared to 111.18 Lacs in 2012-13 The inadequacy of profit is greatly attributed to lower margin in order to penetrate the foreign market and make our product globally competitive. Further the domestic market was not feasible due to negative margin.
Steps taken or proposed to be taken for improvement	The Company production has started enhancing from January 2013 and the Company is able to run its new factory with 100% capacity and is expected to result in substantial growth in revenues and margin in upcoming years. Further the Company is tapping export market and also exploring more new areas. Further with modernization of plant and tapping new export market the company is confident of its growth in near future.
Expected increase in productivity and profits in measurable terms	The Company expects to generate increased revenues in the coming years
<b>IV. Disclosures</b>	
The Company will disclose its information in the Directors Report.	

Accordingly, Board recommends the resolution for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel except Mrs. Gayatri Bhartia as an appointee and Mr. Raj Kumar Bhartia, Mrs. Shanti Bhartia and Mr. Vivek Kumar Bhartia as a relative may be deemed to be concerned or interested in the Resolution.

Details of Directors seeking appointment/ re-appointment at the this General Meeting scheduled to be held on June 11, 2015

Name of the Director	Mr. Vivek Kumar Bhartia	Mrs. Gayatri Bhartia
Date of Birth	12-07-1969	08-07-1972
Date of Appointment	10-01-2015	26-03-2015
Relationship with other Directors	Son of Mr. Raj Kumar Bhartia & Mrs. Shanti Bhartia, Directors of the Company and husband of Mrs. Gayatri Bhartia, Whole Time Director of the Company.	Wife of Mr. Vivek Kumar Bhartia Managing Director of the Company and daughter in law of Mr. Raj Kumar Bhartia & Mrs. Shanti Bhartia, Directors of the Company
Expertise in specific functional area	Expertise in the field of manufacturing of LPG Cylinder Valves	Expertise in the field of commerce and management.
Qualification	B.Com	B.Com
Board Membership of other companies as on March 31,2015	Omkeshwar Investments Pvt. Ltd. Ontario Construction & Investment Pvt. Ltd. North India Wires Ltd Bullish Enclave & Developers Pvt. Ltd. Orion LPG & Engg. Equipments Pvt. Ltd.	Omkeshwar Investments Pvt. Ltd.  Ontario Construction & Investment Pvt. Ltd.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2015	NIL	NIL
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2015	NIL	NIL
a) Audit Committee	NIL	NIL
b) Shareholders' Grievance Committee	NIL	NIL
c) Board Governance and Nomination Committee	NIL	NIL
d) Compensation Committee	NIL	NIL
e) Other Committee	NIL	NIL
Number of shares held in the Company as on March 31, 2014	294800	NII

By Order of the Board  
For Orson Holdings Co Ltd.

Sd/-

Raj Kumar Bhartia  
Director

DIN 00003164

DATE: 15.05.2015  
PLACE: KOLKATA

# ORSON HOLDINGS COMPANY LIMITED

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

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

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

\*Applicable for Investors holding shares in electronic form.

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

1.	<b>Name:</b>	<b>Address:</b>
	<b>E-mail Id:</b>	<b>Signature:</b>

### Or falling him

2.	<b>Name:</b>	<b>Address:</b>
	<b>E-mail Id:</b>	<b>Signature:</b>

### Or falling him

3.	<b>Name:</b>	<b>Address:</b>
	<b>E-mail Id:</b>	<b>Signature:</b>

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, the 11<sup>th</sup> of June, 2015 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 for appointment of statutory auditors to fill casual vacancy.		
2.	Special Resolution for reappointment of Mr. Vivek Kumar Bhartia (DIN: 00003182) as Managing Director.		
3.	Ordinary Resolution for appointment of Mrs. Gayatri Bhartia as Director.		
4.	Special Resolution for appointment of Mrs. Gayatri Bhartia as Whole Time Director.		

Signed this ..... day of ..... 2015.

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Signature of Shareholder

-----  
Signature of Proxy holder(s):

Affix Re.1  
Revenue Stamp

#### Notes:

- This form should be signed across the stamp as per specimen signature registered with the Company.
- 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.**
- A proxy need not be a member of the Company.
- 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.
- \*\*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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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.

# ORSON HOLDINGS COMPANY LIMITED

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

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

CIN: L67120WB1982PLC034468

SR No.....

## ATTENDANCE SLIP

Extra Ordinary General Meeting, Thursday, the 11 th of June , 2015 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 EXTRAORDINARY GENERAL MEETING of the Company to be held on Thursday, the 11th of June, 2015 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.

### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER - ID (BO-ID or Folio No. as per Note No. 13 - (iv) of the Notice)	PERMANENT ACCOUNT NUMBER (PAN) (Original PAN / As per Note No. 13 - (vii) of the Notice)
150515003		

**Please refer to e-voting instructions mentioned in the Notice.**

The e-voting facility will be available during the following voting period:

Commencement of e-Voting : From 8-June-2015 at 9:00 AM (IST)

End of e-Voting : Upto 10 - June-2015 at 5:00 P.M. (IST)