

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

Notice is hereby given that an Extra- Ordinary General Meeting (EOGM) of the members of **M/s ORSON HOLDINGS CO LIMITED (CIN: L67120WB1982PLC034468)** will be held on Tuesday, 18th April, 2017 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:

VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY

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

SPECIAL RESOLUTION:

“**RESOLVED THAT** subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and to the extent Rules notified, the Securities Contract (Regulation) Act, 1956, and the rules framed, thereunder, the Listing Agreement with The Calcutta Stock Exchange Limited (‘CSE’), Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from CSE.”

“**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 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.”

DATE: 14.03.2017.

By Order of the Board
For Orson Holdings Co Ltd.
Vivek Kumar Bhartia
Managing Director
DIN:00003182

NOTES:

A Member of the company 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 valid and effective must be deposited at the registered office of 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 Extra-ordinary 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 11.04.2017.
5. As per Section 108 of the Companies Act, 2013 and the Rules notified thereunder and the Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is providing the facility to exercise their right to vote on resolution proposed to be considered at this EGM by electronic means. Further 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 EOGM.
6. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date of, shall be eligible to cast vote either through remote e-voting or in the EOGM.
7. 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.
8. Members who have cast their votes by remote e-voting prior to the EOGM, may also attend the meeting but shall not be entitled to cast their vote again.
9. The notice of EOGM is being sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 10.03.2017.
10. Notice of the EOGM 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.

11. 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 10.03.2017, 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 No to obtain the Log-in ID and Password for e-voting.

12. 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 Extra Ordinary General Meeting (EOGM) 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 EOGM (“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 EOGM 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 EOGM may also attend the EOGM 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 15th April, 2017 (9:00 am) and ends on 17th April, 2017 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th April, 2017, 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.
 - (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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533
13. 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 17th April, 2017, upto 5:00 pm without which the vote shall not be treated as valid.

14. 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 11th April, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 11th April, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. 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 11th April, 2017 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.
17. Notice of the EOGM 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.
18. 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. 11th April, 2017 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.
19. 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 EOGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EOGM, 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.
20. 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 listed stock exchanges viz. Calcutta Stock Exchange.

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

Item No. 1

The Company had previously passed a resolution on in its EOGM on 25.03.2016 for voluntary delisting of shares, however, as per the norms of the CSE the process of delisting should be completed within a span of one year but due to unavoidable circumstances the period of the validity of the resolution expires on 24.03.2017 Hence, the Company has to again approach the shareholders for Delisting of shares. Therefore, the Board of Directors of the Company has approached shareholders for their approval to make a voluntary delisting of the equity shares of the Company from CSE to increase their operational flexibility in supporting its business and also to provide an exit opportunity to all the public shareholders of the Company in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009 and subsequent amendments thereto.

In terms of the regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, the Delisting Proposal requires the approval of the shareholders by way of a special resolution passed through remote E-voting or ballot. Further, as per regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by the public shareholders against it.

The shareholder's approval is being sought by passing a Special Resolution for Delisting of the Company's Equity Shares from the CSE in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time.

Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

By Order of the Board
For Orson Holdings Co Ltd.
Vivek Kumar Bhartia
Managing Director
DIN:00003182

DATE: 14.03.2017.