

SHRICON INDUSTRIES LIMITED

Registered Office: 112B, First Floor, Shakti Nagar, Kota, Rajasthan-324009
Phone: +91 744 250 0092, 250 0492, 0692, **Website:** www.shricon.in, **Email:** investor.shricon@gmail.com
CIN No.: L45200RJ1984PLC040606

Annual Report-2013-2014

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that Annual General Meeting of the Members of Shricon Industries Limited will be held at Registered Office: 112B, First Floor, Shakti Nagar, Kota, Rajasthan 324009, India on Monday the 29th day of September, 2014 at 4 pm to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date of the Company together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nawal Kishore Maheshwari who retires by rotation and being eligible, offer himself for reappointment.
3. To reappoint Auditors **M/s Harish Dayani & Co.**, Chartered Accounts, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. Adoption of new Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. AUTHORIZATION FOR BORROWING MONEY U/S 180(1)(c) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT consent of the Company be and is hereby granted to the Board of Directors in accordance with Section 180(1)(C) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and/or the Companies Act, 1956 and Articles of Association of the Company, for borrowing from time to time any sum or sums of money which along with sums already borrowed by the Company (apart from temporary loans obtained from the Company's Banker in the ordinary course of business) shall not exceed in aggregate at any one time Rs. 100 Crores (Rupees One Hundred Crores only) exclusive of interest, irrespective of the fact that such amount of borrowing outstanding at any one time may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose.

FURTHER RESOLVED Board of Directors of the Company be and are hereby severally authorized to take necessary steps for giving effect to the aforesaid resolution."

6. Authorization under section 180(1)(a) of the Companies Act, 2013

"RESOLVED THAT pursuant to Section 180(1) (a) of the Companies Act 2013, and other applicable provisions of the Companies Act, 2013 and/or the companies Act, 1956 and other applicable rules & regulations, if any, the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required for the purpose, consent of the members of the Company be and is hereby accorded to sell, lease, charge and/or mortgage or otherwise dispose off all or any of the immovable and movable property/undertakings/assets of the Company wheresoever situated, present & future, and the whole of the undertaking of the Company in favor of Banks/Financial Institution/NBFCs or otherwise to secure the repayment of the fund and/or non-fund based credit facilities availed or to be availed by the Company or its Holding/Subsidiary/Associate Companies or otherwise for a sum of money not exceeding Rs. 100 Crores.

RESOLVED FURTHER THAT sale, lease, mortgage/charge created and/or all agreements, documents executed/ to be executed and all acts done in terms of the above resolution by and within the authority of the Board of Directors be and is hereby confirmed and ratified.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to take all necessary steps for giving effect to the aforesaid resolution.

7. Authorization for Loans and Investments by the Company

"RESOLVED THAT pursuant to Section 186 of the Companies Act 2013, and other applicable provisions of the Companies Act, 2013 and/or the companies Act, 1956 and other applicable rules & regulations, if any, the Memorandum and Articles of Association of the Company and subject to such other approvals, consent, sanctions and permissions as may be required for the purpose, consent of the members of the Company be and is hereby accorded to make/give, from time to time, any loan(s)/advances/deposits/investments in shares, debentures, and/or other securities and to give, on behalf of the Company, any guarantee and /or provide any security in connection with any loan made by any other person to, or to any other persons by, any other Person(s)/Companies/Body Corporate(s) which shall be subject to aggregate limit of Rs. 100 Crores and which may be individual/aggregate in excess of the limits prescribed i.e. over and above 60% of the Company's paid up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more.

RESOLVED FURTHER THAT the board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental there to for the purpose of giving effect to this Resolution.

By Order of the Board of Directors
For **Shricon Industries Limited**

Place: Kota

Date: 14th August, 2014


Om Prakash Maheshwari
Director

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. All the documents referred in the Notice, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are open for inspection, during the business hours, at the Registered Office of the Company upto and including the date of Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 25/09/2014 to 29/09/2014 (both days inclusive) for the purpose of AGM.
6. While Members holding shares in physical form may write to the Company for any change in their address and bank mandates, Members having shares in electronic form may inform any change in address and bank details to their depository participant(s) immediately so as to enable the Company to make payment of dividend.
7. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
8. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
9. In case of Joint holders attending the Meeting, only such joint shareholder who is higher in the order of names will be entitled to vote.
10. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
11. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
12. Electronic copy of the Notice of the Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.
13. The Company has decided to e-mail Annual Report through electronic mode to all the shareholders whose e-mail addresses has been registered/updated in the record of Company/ Registrar/ Depositories pursuant to the '**Green Initiative in Corporate Governance**' initiated by The Ministry of Corporate Affairs, Government of India vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively. Further, in support to this green

initiative, the company has already sent a communication to all the shareholders that various documents/ notices meant for them will be sent electronically on their e-mail addresses as obtained from the Depositories/ other sources, unless specifically requested to be sent in physical form. The members who have not registered / updated their e-mail addresses so far, are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold their shares in physical form and who are desirous of receiving the communication/ documents in electronic form are requested to promptly register their e-mail addresses with the Registrar or the Company giving reference of their Folio Number.

14. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS/Regional ECS/National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.
15. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS /PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
16. **E-voting:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their votes at the AGM by electronic means and the business may be transacted through e-voting as per instructions below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th day of September, 2014 at 10.00 a.m. and will end at 6.00 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 Monday the 25th day of September, 2014, 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 during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "SHRICON INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN along with 'SHRICON INDUSTRIES Limited' on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or investor.shricon@gmail.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No.5

Pursuant to section 180(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956, if any, the Company can Borrow money exceeding it's paid up capital and free reserves that is to say, reserves not set apart for any specific purpose only with the approval of the shareholders accorded by way of a special resolution.

The Company may borrow from time to time any sums of money which along with sums already borrowed (if any) by the Company (apart from temporary loans obtained from the Company's Banker in the ordinary Course of business) may exceed the aforesaid limit but not exceeding Rs. 100 Crores and seeks your approval for the same.

The resolution outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice.

None of the Director of the Company is concerned or interested in the said resolution except to the extent of their shareholding, if any.

Item No.6

Pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act 2013 and other applicable provisions of the Companies Act 1956, if any, the Company may dispose of its undertakings/property/assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of shareholders accorded by way of Special Resolution.

The Company may sell, dispose off/create charge and or mortgage all or any of the immoveable property of the Company whatsoever situated, present & future, and the whole of undertaking of the Company in favour of any other person/Bank/Financial Institution/NBFCs or otherwise, to secure the repayment of the fund and/ or non fund based credit facilities availed (if any) or to be availed by the Company for a sum of money not exceeding Rs. 100 Crores.

The resolution outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice.

None of the director of the Company is any way interested in the said resolution, except to the extent of shareholding in the Company if any.

Item No.7

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and/or the Companies Act, 1956 the Company may make loans to, give guarantees, provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of 60% of its paid up share capital and free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approvals of shareholders is required by way of a special resolutions.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs. 100 Crores from time to time in/to one or more of the persons/entities. The source of funds for making these investments would be made from borrowing/surplus funds generated by the company through such sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed with the aggregate of loans made, guarantee given, securities provided and investments made (if any) from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

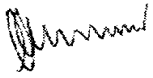
The resolution outlined above is in the interest of the company and the Board recommends the Resolution.

Except Directors of the Company who are/may be Directors/shareholders in one or more persons/bodies corporate described hereinabove, no other directors of the Company is concerned or interested in the said resolution.

By Order of the Board of Directors
For **Shricon Industries Limited**

Place: Kota

Date: 14th August, 2014


Om Prakash Maheshwari
Director

SHRICON INDUSTRIES LIMITED

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DIRECTORS' REPORT

To,
The Members,
Shricon Industries Limited
Kota

Your Directors have pleasure in presenting the Annual Report of the Company for financial year ended March 31, 2014 with the Audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended 31st March 2014.

FINANCIAL RESULTS:

The detailed financial statement of the Company is attached with this report.

DIVIDEND

Your directors do not recommend any dividend on equity shares for the period ended 31st March, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- ii. the Directors have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the profit of the Company for the said period;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. the Directors have prepared the accounts for the financial year ended 31st March, 2014, on a 'going concern' basis.

PUBLIC DEPOSITS

Your Company has not accepted any fixed deposits from public and, as such, no amount of principal or interest was outstanding on the date of the balance sheet.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of your Company, Mr. Nawal Kishore Maheshwari, Director of your Company, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

AUDITORS

M/s M/s Harish Dayani & Co., Chartered Accountants the Auditors of your Company, retire at the forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept office, if reappointed.

The Notes on Accounts referred to in the Auditors' Report are self explanatory and do not require any further comments.

PARTICULARS OF EMPLOYEES

Information in terms of Sec 217(i)(e) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not applicable to the Company.

SHRICON INDUSTRIES LIMITED

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ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

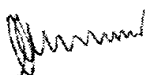
Considering the business activities of the Company information required to be provided under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, in relation to Conservation of Energy and Technology Absorption are currently not applicable to the Company.

There was no earning or expenditure in foreign currency during the year.

ACKNOWLEDGEMENT

The Board of Directors would like to express their sincere thanks to the all shareholders and other concerned for their continued support and co-operation.

For and on behalf of the Board of Directors,



Om Prakash Maheshwari
Director



Nawal Kishore Maheshwari
Director

Date: August 14, 2014

Place: Kota