

28th August, 2024

To,
The Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

To,
The Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block 'G'
Bandra Kurla Complex
Bandra (E), Mumbai-400 051

Scrip Code: 526325

Scrip Code: ORIENTLTD

Dear Sir/Ma'am,

Subject: Notice of 36th Annual General Meeting.

This is to inform you that the 36th Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held on Friday, September 20, 2024 at 11.30 a.m. (IST) through Video Conferencing/Other Audio-Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Annual Report and Notice of AGM for the Financial Year 2023-24 which is being sent to the Members through electronic mode on their registered email address with the Company/Company's Registrar & Transfer Agent.

The Notice of AGM along with Annual Report is also available on the website of the Company i.e. www.orientpressltd.com under the following route:

Investors → Financial Report → Annual Report

Kindly take the same on record

Thanking you

Yours faithfully

For **ORIENT PRESS LIMITED**

SHUBHANGI

LOHIA

Digitally signed by
SHUBHANGI LOHIA
Date: 2024.08.28 15:17:39
+05'30'

Shubhangi Lohia

Company Secretary & Compliance Officer

Place: Mumbai

Encl: As above

Copy to:

National Securities Depository Limited
Compliance Department Trade World,
A Wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel,
Mumbai- 400 013

Central Depository Services (India) Limited
Marathon Futurex,
A-wing, 25th Floor,
NM Joshi Marg,
Lower Parel,
Mumbai-400 013

ORIENT PRESS LIMITED

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **Orient Press Limited** ("the COMPANY") (CIN: L22219MH1987PLC042083) will be held on Friday, September 20, 2024 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Board's Report and Auditors Report thereon.
2. To appoint a Director in place of Mr. Rajaram Maheshwari (DIN:00249954), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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

"RESOLVED THAT Mr. Rajaram Maheshwari (DIN: 00249954) who retires by rotation from the Board of Directors pursuant to the provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To ratify the remuneration of Cost Auditors.**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force the remuneration of ₹2,50,000/-plus GST and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit payable to M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the financial year ended March 31, 2024 be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. **Appointment of Mr. Deepak Manikant Vaishnav (DIN: 02889935) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with The Companies

(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Deepak Manikant Vaishnav (DIN:02889935), who meets the criteria of independence under Section 149 (6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th September, 2024 to 19th September, 2029;

RESOLVED FURTHER THAT the Board of Directors 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. **Appointment of Mr. Vinay Biyani (DIN: 10723963) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vinay Biyani (DIN:10723963) who meets the criteria of independence under Section 149 (6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th September, 2024 to 19th September, 2029;

RESOLVED FURTHER THAT the Board of Directors 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."

6. **Appointment of Mrs. Neha Jagetia (DIN: 10726398) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Neha Jagetia (DIN:10726398) who meets the criteria of independence under Section 149 (6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and in respect of whom the Company

has received a notice in writing from a member under Section 160 (1) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th September, 2024 to 19th September, 2029;

RESOLVED FURTHER THAT the Board of Directors 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.”

**By Order of the Board of Directors
For Orient Press Limited**

**Shubhangi Lohia
Company Secretary & Compliance Officer**

Place: Mumbai

Date: August 12, 2024

Registered Office:

L-31, MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com
Email: share@orientpressltd.com

Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its circular dated September 25, 2023 read with circulars dated April 08, 2020, April 13, 2020, May 5, 2020 and December 28, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC / OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the above items of business to be transacted is annexed hereto. Details of Directors whose Appointment/Re-appointment is proposed pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since this AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
5. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution / Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to shubhangi.lohia@orientpressltd.com.

6. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
7. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime India Private Limited (Register and Transfer Agent) in case the shares are held by them in physical form.
8. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, the same are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid/ claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF. In view of this, Members who have so far not encashed their dividend are requested to make their claims forthwith to RTA.
9. Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. The due date for transferring the unclaimed/ unpaid dividend pertaining to dividend declared in financial year 2016-2017 is October 27, 2024.

During the year, amount of ₹97,890/- Un-claimed Dividend for the financial year 2015-2016 had been deposited in the Investors Education and Protection Fund.

The Company also transmitted 2525 Equity Shares of the Company into the DEMAT Account of the IEPF Authority in terms of the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/ unpaid dividend pertaining to financial year 2015-2016 had been transferred into IEPF and who have not encashed their dividends for 7(Seven) subsequent financial years. Concerned Shareholders may still claim the shares or apply for refund of their dividend to the IEPF Authority in Web Form No. IEPF-5 available on www.iepf.gov.in

In case the Dividend has remained unclaimed in respect of Dividend declared in financial year 2016-17 to 2018-19 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/emails to this effect to the concerned shareholders.
10. Mandatory updation of PAN, KYC and nomination details SEBI vide its circular dated 16th March 2023 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are, therefore, requested to submit

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the PAN and Bank Account details to RTA/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, members are requested to submit a copy of bank passbook/statement attested by Bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.

Members holding Physical shares in single name are advised to avail the nomination facility by filing Form SH- 13, as prescribed under Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2023-24 will also be available on website of the Company, i.e. www.orientpressltd.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL www.evotingindia.com.
12. Members who hold shares in physical form and have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at by email to rnt.helpdesk@linkintime.co.in or at Company's email id. shubhangi.lohia@orientpressltd.com by following due procedure.
13. Members holding shares in dematerialized addresses, who have not registered /updated their email addresses with their Depository Participants, are requested to register/update their email addresses with the Depository Participants with whom they maintain their Demat accounts.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. All documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at shubhangi.lohia@orientpressltd.com.
16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Instructions for Members attending Meeting through VC/ OAVM.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
18. Share transfer documents and all correspondence relating thereto, should be addressed to M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083, Registrar and Transfer Agent of the Company.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII of the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and/ or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ M/s. Link Intime India Pvt. Ltd. for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/ HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 06, 2018.
21. Information and other instructions relating to e-voting are as under:
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) and Regulation 44 of SEBI (LODR) the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide E-voting facility to the Members.
 - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner case of electronic shareholding) as on the cut-off date, i.e., Friday, September 13, 2024 A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - IV. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, September 13, 2024 only shall be entitled to avail the facility of e-voting.
 - V. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, September 13, 2024 such Member may obtain the User ID and password by sending a request at rnt.helpdesk@linkintime.co.in or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd.

- VI. It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd. by sending an E-mail at rnt_helpdesk@linkintime.co.in by following due procedure.
- VII. The Board of Directors of the Company has appointed Mr. Vinod Kumar Mandawaria, Practicing Company Secretary (Membership No. 2209; CP No. 2036) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer will submit his report to Mr. R.V. Maheshwari, Chairman & Managing Director or any other person authorized by the Chairman of the meeting after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. The result of the voting along with the Scrutinizer's report shall be communicated to the stock exchanges and will also be displayed on the Company's website www.orientpressltd.com.
- IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 20, 2024.
- X. **Information and other instructions relating to e-voting are as under:**

- (i) The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Tuesday, September 17, 2024. **End of e-voting:** Up to 5:00 p.m. (IST) on Thursday, September 19, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- (ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies. Where the e-voting is in progress and as per information provided by company. On clicking the e-voting option, the user will be able to see the respective e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.

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<p>Individual Shareholders holding securities in Demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS ’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https:// eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and ForgetPassword option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000.</p>

(v) **Login method for e-Voting and joining virtual meeting for Physical and shareholders other than individual holding in Demat form.**

- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on “Shareholders” Module.
- (3) 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. Shareholders shares in Physical Form should enter Folio Number registered with the Company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) 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.
- (6) If you are a first time user follow the steps given below:

Login type	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) i. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. i. If both 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).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders 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 also to be 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.
- (viii) For Shareholders Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: shubhangi.lohia@orientpressltd.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

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4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shubhangi.lohia@orientpressltd.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**By Order of the Board of Directors
For Orient Press Limited**

**Shubhangi Lohia
Company Secretary & Compliance Officer**

Place: Mumbai
Date: August 12, 2024

Registered Office:
L-31,MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com;
Email: share@orientpressltd.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 .**Item No. 1**

The Company is directed under the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ('the Rules') to have the audit of its cost records conducted by a cost accountant in practice. The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), and remuneration of the Cost Auditor of ₹2,50,000/- plus GST and reimbursement of actual expenses if any to conduct the audit of the cost records of the Company for the financial year ended March 31, 2024.

In accordance with the provisions of Section 148 of the Act read with Rules, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is being sought for the proposal contained in the resolution set out at Serial No. 3 of the Notice of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2024.

The Board recommends the resolution set out at Serial No. 3 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

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

Item No. 2

Mr. Deepak Manikant Vaishnav (DIN: 02889935) is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th September, 2024 to 19th September, 2029 pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the Members.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company and based on the performance evaluation, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that his qualifications and rich experience meet the skills and capabilities required for the role of an Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that he possess the identified core skills, expertise and competencies fundamental for effective discharge of his role as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Deepak Manikant Vaishnav are provided in the Annexure to this Notice. The Company has in terms of Section 160(1) of the Act, received notice from a Member proposing his candidature for the office of an Independent Director. The Company has received declarations from Mr. Deepak Manikant Vaishnav to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI LODR Regulations.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company. In the opinion of the Board, he fulfils the criteria specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

The Independent Director shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board & reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Deepak Manikant Vaishnav setting out the terms and conditions of appointment will be available for inspection in electronic mode during business hours on all day except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at shubhangi.lohia@orientpressltd.com. This statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and any other applicable regulations, the Board recommends the appointment of Mr. Deepak Manikant Vaishnav as Independent Director for the approval of the Members by a **Special Resolution** set out at Item No. 4 of the accompanying Notice.

Except Mr. Deepak Manikant Vaishnav and his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested financially or otherwise in this resolution.

Item No. 3

Mr. Vinay Biyani (DIN: 10723963) is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years with effect from 20th September, 2024 to 19th September, 2029 pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the Members.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company and based on the performance evaluation, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that his qualifications and rich experience meet the skills and capabilities required for the role of an Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that he possess the identified core skills, expertise and competencies fundamental for effective discharge of his role as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Vinay Biyani are provided in the Annexure to this Notice. The Company has in terms of Section 160(1) of the Act, received notice from a Member proposing his candidature for the office of an Independent Director. The Company has received declarations from Mr. Vinay Biyani to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI LODR Regulations.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company. In the opinion of the Board, he fulfils the criteria specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

The Independent Director shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board & reimbursement of expenses for participating in the Board and other meetings.

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Copy of draft letter of appointment of Mr. Vinay Biyani setting out the terms and conditions of appointment will be available for inspection in electronic mode during business hours on all day except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at shubhangi.lohia@orientpressltd.com. This statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and any other applicable regulations, the Board recommends the appointment of Mr. Vinay Biyani as Independent Director for the approval of the Members by a **Special Resolution** set out at Item No. 5 of the accompanying Notice.

Except Mr. Vinay Biyani and/his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested financially or otherwise in this resolution.

Item No. 4

Mrs. Neha Jagetia (DIN: 10726398) is proposed to be appointed as an Independent (Woman) Director of the Company for a term of five consecutive years with effect from 20th September, 2024 to 19th September, 2029 pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the Members.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company and based on the performance evaluation, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that her qualifications and rich experience meet the skills and capabilities required for the role of an Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that she possess the identified core skills, expertise and competencies fundamental for effective discharge of her role as an Independent Director of the Company.

The profile and specific areas of expertise of Mrs. Neha Jagetia are provided in the Annexure to this Notice. The Company has in terms of Section 160(1) of the Act, received notice from a Member proposing her candidature for the office of an Independent Director. The Company has received declarations from Mrs. Neha Jagetia to the effect that she meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI LODR Regulations.

She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as Director of the Company. In the opinion of the Board, she fulfils the criteria specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management.

The Independent Director shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board & reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mrs. Neha Jagetia setting out the terms and conditions of appointment will be available for inspection in electronic mode during business hours on all day except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at shubhangi.lohia@orientpressltd.com. This statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and any other applicable regulations, the Board recommends the appointment of Mrs. Neha Jagetia as Independent Director for the approval of the Members by a **Special Resolution** set out at Item No. 6 of the accompanying Notice.

Except Mrs. Neha Jagetia and/her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested financially or otherwise in this resolution.

For Orient Press Limited

Shubhangi Lohia
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 12, 2024

Registered Office:

L-31, MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com;
Email: share@orientpressltd.com

ANNEXURE A

Additional information on Directors recommended for appointment/reappointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

Particulars	Mr. Rajaram Maheshwari	Mr. Deepak Manikant Vaishnav	Mr. Vinay Biyani	Mrs. Neha Jagetia
Director Identification Number (DIN)	00249954	02889935	10723963	10726398
Date of Birth	14.01.1950	27.08.1964	08.10.1971	23.03.1984
Nationality	Indian	Indian	Indian	Indian
Qualifications	Science Graduate	Chartered Accountant	Science Graduate	Chartered Accountant & Company Secretary
Experience and expertise in specific functional areas	More than 50 years of experience in the field of packaging, marketing and printing of products.	Over 35 years of industry experience in Business Strategy, IT, Audit and Finance Operations.	Over 31 years of experience in Institutional Broking, Back office Operations, Stock Trading and Market Intelligence in the Equities market.	Rich experience in Internal Audit in Banking Sector.
Remuneration last drawn	₹ 20, 31,202/-	N.A.	N.A.	N.A.
Number of Equity Shares held in the Company.	366772 (as on 31.03.2024)	NIL (as on 12.08.2024)	NIL (as on 12.08.2024)	NIL (as on 12.08.2024)
Directorship held in other Companies as on (excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	Orient Flexipack Limited	NIL	NIL	NIL
Committee position held in other companies (Chairmanship/Membership of Audit & Stakeholders Relationship Committee of other Public Companies.	NIL	NIL	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	Mr. R.R. Maheshwari is the brother of Mr. R.V. Maheshwari.	None	None	None