

Corporate Office : 1101,1102, "G" Wing, 11th Floor,
Lotus Corporate Park, Off: Western Express Highway,
Goregaon (East), Mumbai 400 063, Maharashtra, India.
Tel. No. (Board) : +91 (022) 42977310 / 350
E : orient@orientpressltd.com • W : www.orientpressltd.com
CIN : L22219MH1987PLC042083



STAR EXPORT HOUSE

28th August, 2019

To,
Listing Compliance Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

To,
Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza", C-1, Block 'G'
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Scrip Code: 526325

Scrip Code: ORIENTLTD

Sub: Notice of the 31st Annual General Meeting (AGM) of Orient Press Limited

Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 31st Annual General Meeting of the Company along with the Attendance Slip and Proxy Form to be held on Saturday, 21st day of September, 2019 at 12.30 p.m. at the Registered Office of the Company situated at Plot No. L-31, M.I.D.C., Tarapur Industrial Area, Boisar- 401506, Dist. Palghar, Maharashtra.

Please take the same on record.

Yours Faithfully,

For Orient Press Limited

Shubhangi Tohia

Shubhangi Tohia

Company Secretary & Compliance Officer



Encl: as above

ORIENT PRESS LIMITED

NOTICE

NOTICE is hereby given that the **Thirty First** Annual General Meeting of the Members of **Orient Press Limited** (CIN: L22219MH1987PLC042083) will be held on Saturday, the 21st day of September, 2019 at 12.30 p.m. at the Registered Office of the Company situated at Plot No. L-31, MIDC, Tarapur Industrial Area, Boisar - 401506, Dist. Palghar, Maharashtra to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 0.75/- per Equity Share of ₹ 10/- each.
3. To appoint a director in place of Shri. Rajaram Shankarlal Maheshwari (DIN:00249954), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To fix Remuneration of Statutory Auditors for the Financial Year 2019-20.

SPECIAL BUSINESS:

5. 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 Company hereby ratifies 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 31st March, 2019 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.”

6. To re-appoint Shri. Ghanshyam Das Mundra [Director Identification Number (DIN): 00035877] 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 in accordance with the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or enactment(s) thereof for the time being in force), Shri Ghanshyam Das Mundra (DIN:00035877) who was appointed as an Independent Director and who holds office as an Independent Director upto the conclusion of 31st Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years, i.e. up to the conclusion of 36th Annual General Meeting of the Company to be held in calendar year 2024;

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

7. To re-appoint Shri. Kannan Ramamirtham [Director Identification Number (DIN): 00227980] 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 in accordance with the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or enactment(s) thereof for the time being in force), Shri Kannan Ramamirtham (DIN:00227980) who was appointed as an Independent Director and who holds office as an Independent Director upto the conclusion of 31st Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years, i.e. up to the conclusion of 36th Annual General Meeting of the Company to be held in calendar year 2024;

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

8. To re-appoint Shri. Vilas Madhukar Dighe [Director Identification Number (DIN): 02064647] 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 in accordance with the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or enactment(s) thereof for the time being in force), Shri Vilas Madhukar Dighe (DIN:02064647) who was appointed as an Independent Director and who holds office as an

Independent Director upto the conclusion of 31st Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years, i.e. up to the conclusion of 36th Annual General Meeting of the Company to be held in calendar year 2024;

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

9. To re-appoint Smt. Vinita Chhapparwal [Director Identification Number (DIN): 01649684] 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** in accordance with the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or enactment(s) thereof for the time being in force), Smt. Vinita Chhapparwal (DIN:01649684) who was appointed as an Independent Director and who holds office as an Independent Director up to 20th March, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years, i.e. from 21st March, 2020 to 20th March, 2025.

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

10. To approve continuation of payment of remuneration to Executive Directors who are Promoters in excess of 5% of the net profits of the Company in a year as per Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations 2015.

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

“**RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the continuation of payment of remuneration as per the existing terms and conditions to Shri Ramvilas Shankarlal Maheshwari, Chairman & Managing Director, Shri Rajaram Shankarlal Maheshwari, Executive Director, Shri Prakash Maheshwari and Shri Sanjay Maheshwari, Whole-Time Directors of the Company, as approved by the Members in the 29th Annual General meeting of the Company held on 23rd September, 2017, notwithstanding their aggregate annual remuneration exceeds 5 percent

of the net profits of the Company in a year, calculated as per the provisions of Section 198 of the Companies Act, 2013, till the expiry of their current term.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Directors

Shubhangi Lohia
Company Secretary & Compliance Officer

Place: Mumbai
Date: 14TH August, 2019

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 Register of Beneficial Owners and Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 15th September, 2019 to Saturday, 21st September, 2019 (both days inclusive).
2. The Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 5 to 10 of the accompanying Notice is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
Proxies, in order to be effective, should be duly completed, stamped and signed, must be deposited at the Registered Office of the Company not less than Forty Eight hours before the commencement of the Meeting.
A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting.
5. Equity Dividend, if approved by the Members at the Annual General Meeting, will be paid to the Equity Shareholders whose names appear in the Register of Member as on Saturday, 14th September, 2019 or Register of Beneficial Owners at the close of business hours on Saturday, 14th September, 2019, as per details furnished by the Depositories for this purpose.
6. Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure

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Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meeting, the details of Directors seeking appointment / re-appointment are provided in the "Annexure A" forming part of this Notice.

7. In order to enable the Company to remit dividend electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc. Members are requested to provide / update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque. The said information should be submitted to the Company, if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.
8. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.
9. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
10. Members holding shares:
 - (a.) in electronic (Demat) form are advised to inform the particulars of their bank account, change of address and E-mail ID to their respective DP only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Universal Capital Securities Pvt. Ltd. cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the Members to their DP.
 - (b.) in physical form are advised to inform the particulars of their bank account, change of address and E-mail ID to RTA.
11. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company / RTA.
12. NRI Members are requested to:
 - (a) change their residential status on return to India permanently.
 - (b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
13. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant Share Certificates to the Company's RTA for doing the needful.
14. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit the PAN to their respective DP. Members holding shares in physical form can submit their PAN details to the Company / RTA.
- SEBI has prescribed that securities of listed companies can be transferred only in dematerialized form 1st April, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
15. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company will transfer the unclaimed dividend to the Investor Education and Protection Fund (IEPF) established by the Central Government after the expiry of seven years from the date of transfer to unpaid & unclaimed dividend account.
16. Members, who have a valid claim to any unclaimed dividend which are not yet transferred, may claim the same from the Company immediately.

Also, pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared, on the website of the Company viz. www.orientpressltd.com.
17. All relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's at the Registered Office of the Company situated at Plot No. L-31, MIDC, Tarapur Industrial Area, Boisar-401506, Dist. Palghar, Maharashtra on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
18. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
19. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail ID either with their DP or the Company. The Annual Report for the Financial year ended 31st March, 2019 is being sent by electronic mode to those Members whose E-mail IDs are registered with the Company / Depositories, unless a Member has requested for a physical copy of the same.

Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their E-mail IDs. The Annual Report for the year ended 31st March, 2019 is available on the Company's website www.orientpressltd.com.
20. Members desiring any information relating to the Financial Statements are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
21. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
22. Members, Proxies and Authorised Representatives are requested to bring the copy of their Annual Report and the Attendance Slip, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. at the Annual General Meeting.

23. A route map showing the directions to reach the venue of the 31stAGM is annexed in the end of the AGM Notice forming part of this Annual Report as per requirements of the “Secretarial Standard-2” on General Meetings.

E-voting:

Pursuant of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide ‘remote e-voting’ (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 31stAnnual General Meeting of the Company.

It is hereby clarified that it is not mandatory for a Member to cast vote using e-voting facility.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the 31stAGM. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the Meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on cut-off date i.e. Saturday, 14th September, 2019.

Mr.Vinod Kumar Mandawaria of V. K. Mandawaria & Co., Practicing Company Secretary (Membership No.: 2209; CP No: 2036) (Address: 28, Mogal Bldg., 2nd Floor, 25, Vaju Kotak Road, Fort, Mumbai- 400001) has been appointed as Scrutinizer for conducting the e-voting process in the fair and transparent manner.

The Scrutinizer shall submit the report, to the Chairman, on the votes cast in favour or against, if any within Forty Eight hours from the conclusion of the Annual General Meeting.

The result declared along with the Scrutinizer’s report shall be placed on the website of the Company www.orientpressltd.com and shall simultaneously be communicated to the Stock Exchanges.

Members are requested to follow the instructions below to cast their vote electronically:-

- (i) The remote e-voting period begins on Wednesday, 18th September 2019 at 9.00 a.m. (IST), and ends on Friday, 20th September, 2019 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 14th September, 2019 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Friday, 20th September, 2019.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on “Shareholders/Members” tab to cast your vote.
- (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.

- (v) Next enter the Image Verification as displayed and Click on Login.

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.

- (vi) If you are a first time user follow the steps given below:

	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) <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 (which is mentioned in address label as sr. no. affixed on Annual Report) 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.
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. 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).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) 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 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for Orient Press Limited on which you choose to vote.

- (xi) 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.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If you as a Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians:

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates and custodians respectively.

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 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) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e 14th September, 2019 may follow the same instructions as mentioned above for e-Voting or send a request at share@orientpressltd.com. However, if such member is already registered with CDSL for remote e-voting then he/she/it can use his/her/ its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL. The same can be done by using "Forgot user Details/ Password" option avail on www.evotingindia.com.

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.

(xx) Notice of the Annual General Meeting is also displayed at www.orientpressltd.com or at www.evotingindia.com.

In case a member receives physical copy of the Notice [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

1. Please follow all steps from sl. no. (i) to sl. no. (xxii) above to cast vote.
2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot / Poll paper at AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail.
3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - A. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 14th September, 2019.
 - B. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.orientpressltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & National Stock Exchange, Mumbai.
 - C. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
 - D. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO SPECIAL BUSINESSES UNDER ITEM NOS. 5 TO 10 OF THE ACCOMPANYING NOTICE DATED 14th AUGUST, 2019.

Item No. 5

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 31st March, 2019.

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 Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2019.

The Board recommends the resolution set out at Item No. 5 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 set out at Item No. 5 of the notice.

Item Nos. 6 to 8

At the 26th Annual General Meeting held on 27th September, 2014, the members of the Company had appointed Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe as an Independent Directors of the Company, to hold office up to the conclusion of 31st Annual General Meeting of the Company.

Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by the Directors during their tenure the continued association of Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors of the company. Accordingly, it is proposed to re-appoint Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe as an Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe are not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given their consent to act as a Director, respectively.

The Company has also received declaration from Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and

Shri. Vilas Madhukar Dighe that they all meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe fulfils the conditions for appointment as an Independent Directors as specified in the Act and the Listing Regulations.

Details of Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The Independent Directors shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe are interested in their respective resolution set out at Item No. 6 to 8 of the Notice with regard to their, re-appointment.

Relatives of Shri. Ghanshyam Das Mundra, Shri. Kannan Ramamirtham and Shri. Vilas Madhukar Dighe may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolutions set out at Item Nos. 6 to 8 of the Notice for approval by the members.

Item No.9

At the 27th Annual General Meeting held on 31st August, 2015, the members of the Company had appointed Smt. Vinita Chhapparwal as an Independent Director of the Company, to hold office up to 20th March, 2020 ("first term").

Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Smt. Vinita Chhapparwal as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by her during her tenure the continued association of Smt. Vinita Chhapparwal would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Smt. Vinita Chhapparwal as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

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Smt. Vinita Chhapparwal is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given her consent to act as a Director.

The Company has also received declaration from Smt. Vinita Chhapparwal that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Smt. Vinita Chhapparwal fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Details of Smt. Vinita Chhapparwal are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Smt. Vinita Chhapparwal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Smt. Vinita Chhapparwal is interested in the resolution set out at Item No.9 of the Notice with regard to her re-appointment. Relatives of Smt. Vinita Chhapparwal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No.10

As per newly introduced Regulation 17(6)(e) through SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Shri Ramvilas Shankarlal Maheshwari, Chairman & Managing Director, Shri Rajaram Shankarlal Maheshwari, Executive Director, Shri Prakash Maheshwari and Shri Sanjay Maheshwari, Whole-Time Directors are promoters of the Company. The Members have approved remuneration payable to them within the limits prescribed under Schedule V of Companies Act, 2013, while approving their appointment at the 29th Annual General Meeting of the Company held on 23rd September, 2017 by a

Special Resolution which is more than 5% of the net profits of the Company in a year, in aggregate. This has necessitated seeking fresh approval of the Members by way of a special resolution for continuation of payment of remuneration as per existing terms and conditions of the appointment of aforesaid Executive Directors till the expiry of their term i.e. September 30, 2020 for Shri Ramvilas Shankarlal Maheshwari, Chairman & Managing Director, Shri Rajaram Shankarlal Maheshwari, Executive Director and October 31, 2020 for Shri Prakash Maheshwari and Shri Sanjay Maheshwari, Whole-Time Directors, in order to comply with the above mentioned newly introduced Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2015. The Details of remuneration as approved by Members are as under:-

(1) For Shri Ramvilas Shankarlal Maheshwari, Chairman & Managing Director, Shri Rajaram Shankarlal Maheshwari, Executive Director:-

1. BASIC SALARY : ₹ 1,49,500/- per month
2. CONTRIBUTION TO PROVIDENT FUND : 12% of Basic Salary
3. PERQUISITES AND ALLOWANCES:
 - i. In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures, Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the appointee, subject however that these perquisites and allowances will be subject to a limit of ₹ 10,92,500/- per annum.
 - ii. Provision for use of the Company's car for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
 - iii. Shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling, entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to Shri Ramvilas Shankarlal Maheshwari and Shri Rajaram Shankarlal Maheshwari for attending the Meetings of the Board of Directors or Committee thereof.

4. INCREMENT

Shri Ramvilas Shankarlal Maheshwari and Shri Rajaram Shankarlal Maheshwari will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:

1. For the purpose of perquisites stated here above, "family" means wife, dependent children and dependent parents of Shri Ramvilas Shankarlal Maheshwari and Shri Rajaram Shankarlal Maheshwari, respectively.

2. Perquisites shall be valued at actual cost to the Company.
- (2) For Shri Prakash Maheshwari and Shri Sanjay Maheshwari, Whole-Time Directors:-
1. BASIC SALARY : ₹ 103,500/- per month
 2. CONTRIBUTION TO PROVIDENT FUND : 12% of Basic Salary
 3. PERQUISITES AND ALLOWANCES:
 - i. In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures, Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the appointee, however that these perquisites and allowances will be subject to a limit of ₹ 6,90,000/- per annum.
 - ii. Provision for use of the Company's car for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
 - iii. The Whole Time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to the Whole Time Director for attending the Meetings of the Board of Directors or Committee thereof.

4. INCREMENT

The Whole Time Directors will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:

1. For the purpose of perquisites stated here above, "family" means wife, dependent children and dependent parents of Shri Sanjay Maheshwari and Shri Prakash Maheshwari, respectively.
2. Perquisites shall be valued at actual cost to the Company.

The Board approved the above proposal at their meeting held on August 14, 2019. Considering the requirement of Law i.e. Regulation 17(6)(e) (ii) of SEBI (LODR) Regulations, 2015.

The Board recommends the special resolution set out at Item No. 10 of the Notice for approval by the Members.

Except Shri Ramvilas Shankarlal Maheshwari, Shri Rajaram Shankarlal Maheshwari, Shri Prakash Maheshwari and Shri Sanjay Maheshwari and their relatives, Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

By Order of the Board of Directors

Shubhangi Lohia
Company Secretary & Compliance Officer

Place: Mumbai
Date: 14th August, 2019

Registered Office:

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

ORIENT PRESS LIMITED

ANNEXURE-A

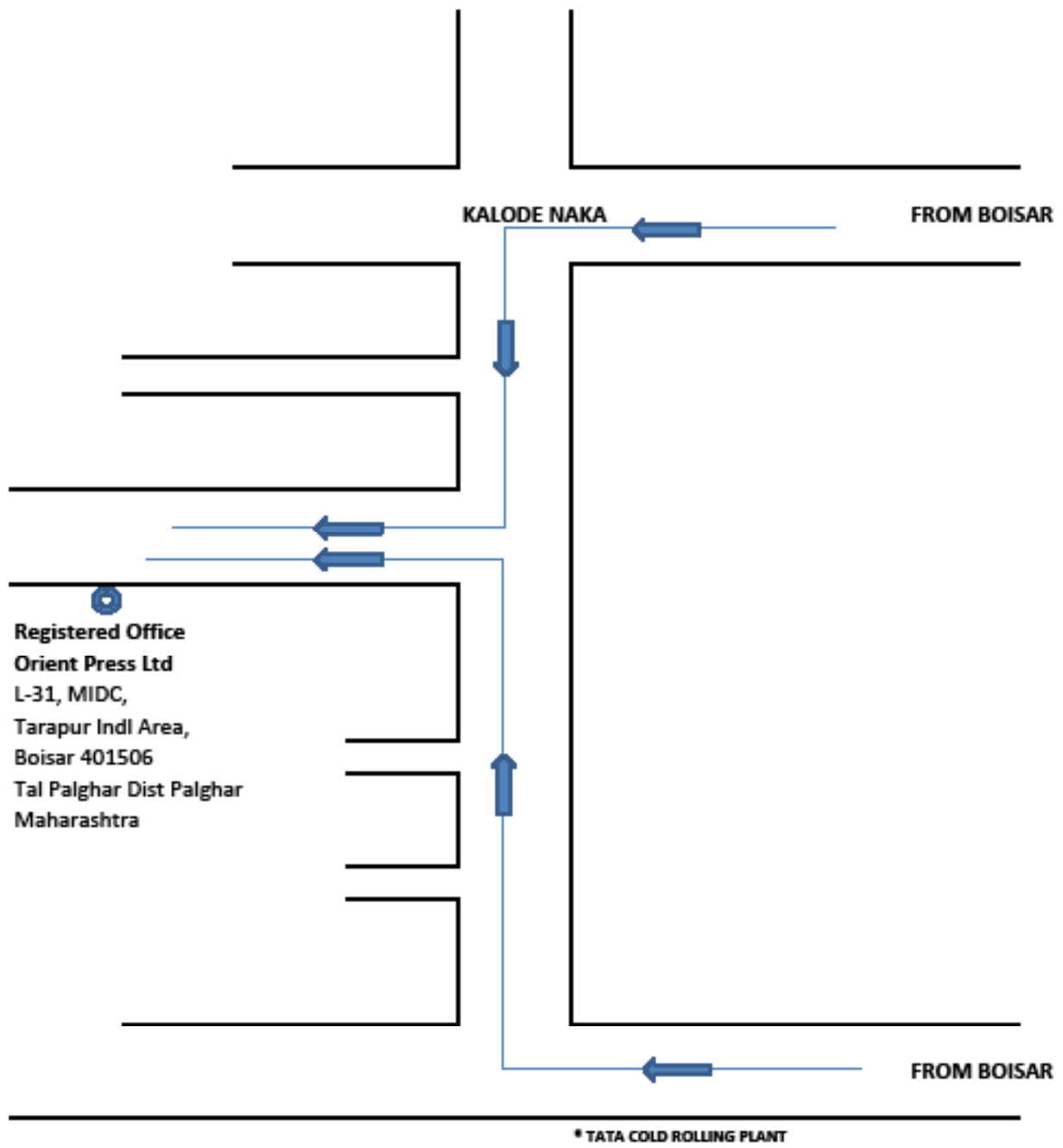
Appointment/ Re-appointment of Directors:

Additional Information of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under Regulation 36(3) of 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	Shri. Ghanshyam Das Mundra	Shri. Kannan Ramamirtham	Shri. Vilas Madhukar Dighe	Smt. Vinita Chhapparwal	Shri. Rajaram Shankarlal Maheshwari
Director Identification Number (DIN)	00035877	00227980	02064647	01649684	00249954
Date of Birth	20.07.1961	02.06.1949	23.10.1947	24.06.1977	14.01.1950
Date of Appointment	28.08.2010	26.05.2010	28.08.2010	21.03.2015	10.07.1987
Nationality	Indian	Indian	Indian	Indian	Indian
Qualifications	Chartered Accountant	Post-Graduate in Mathematics from Madras, PGDMS from Mumbai University	Master of Business Administration from IIM -Ahmedabad, B.Tech in Chemical Engineering from IIT Mumbai	Chartered Accountant and Company Secretary	B.Sc. in Physics, Chemistry and Maths
Experience and expertise in specific functional areas	He is qualified Chartered Accountant with over 30 years of rich experience in Accounts, Finance & Taxation.	He is having rich experiences of over 40 years in Investment Banking & Finance Advisory.	He is having rich experiences of over 40 years in Marketing of Flexible Packaging Products.	She is having rich experiences of over 20 years in Taxation, Audit, Accounts and Finance	45 years of industry experience in the field of flexible packaging and printing
Terms and Conditions of Re-appointment	As per the resolution at Item No. 6 of the Notice convening the ensuing 31 st Annual General Meeting on September 21, 2019 read with Explanatory Statement thereto.	As per the resolution at Item No. 7 of the Notice convening the ensuing 31 st Annual General Meeting on September 21, 2019 read with Explanatory Statement thereto.	As per the resolution at Item No. 8 of the Notice convening the ensuing 31 st Annual General Meeting on September 21, 2019 read with Explanatory Statement thereto.	As per the resolution at Item No. 9 of the Notice convening the ensuing 31 st Annual General Meeting on September 21, 2019 read with Explanatory Statement thereto.	As per the resolution passed by the Shareholders of the Company on 29 TH Annual General Meeting held on 23 rd September, 2017 read with Explanatory Statement thereto
Remuneration last drawn (including sitting fees, if any)	₹ 70,000/- by way of sitting fees for attending Board/ Committee Meetings and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	₹ 65,000/- by way of sitting fees for attending Board/ Committee Meetings and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	₹ 64,000/- by way of sitting fees for attending Board/ Committee Meetings and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	₹ 55,000/- by way of sitting fees for attending Board/ Committee Meetings and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	₹ 2,883,096/- p.a.
Remuneration proposed to be paid	₹ 5000/- for every Board Meeting and ₹ 1000/- for every Committee meeting attended or any other amount as decided by the Board from time to time in accordance with the provision of Companies Act, 2013 and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	₹ 5000/- for every Board Meeting and ₹ 1000/- for every Committee meeting attended or any other amount as decided by the Board from time to time in accordance with the provision of Companies Act, 2013 and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	₹ 5000/- for every Board Meeting and ₹ 1000/- for every Committee meeting attended or any other amount as decided by the Board from time to time in accordance with the provision of Companies Act, 2013 and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	₹ 5000/- for every Board Meeting and ₹ 1000/- for every Committee meeting attended or any other amount as decided by the Board from time to time in accordance with the provision of Companies Act, 2013 and Commission payable within the limits stipulated under Section 197 of the Companies Act, 2013.	As per the resolution passed by the Shareholders of the Company on 29 TH Annual General Meeting held on 23 rd September, 2017 read with Explanatory Statement thereto.
Number of Shares held in the Company as on March 31, 2019.	3490	Nil	Nil	Nil	32672

Particulars	Shri. Ghanshyam Das Mundra	Shri. Kannan Ramamirtham	Shri. Vilas Madhukar Dighe	Smt. Vinita Chhapparwal	Shri. Rajaram Shankarlal Maheshwari
Directorship held in other Companies as on (March 31, 2019) (excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	1. Prayag Thermoplasts Pvt. Ltd. 2. Bangur Trading Pvt. Ltd. 3. Revenue Trading Pvt. Ltd.	1. Ram Ratna Wires Limited 2. New Leaf Educational Products Pvt. Ltd. 3. PTC Cables Pvt. Ltd. 4. R R Kabel Limited 5. Ram Ratna Electricals Limited 6. Vizag General Cargo Berth Private Limited 7. Lakecity Ventures Pvt. Ltd. 8. Orionsayi Consultant Pvt. Ltd. 9. Bharat Re-insurance Brokers Pvt. Ltd. 10. Bharat Aluminum Co. Ltd. 11. Esselworld Leisure Pvt. Ltd. 12. SVL Limited 13. Athena Infonomics India Pvt. Ltd.	1. Nirmiti Labs Pvt. Ltd.	Nil	1. Orient Flexipack Limited
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2018-19	Please refer Corporate Governance Report section of the Annual Report 2018-19	Please refer Corporate Governance Report section of the Annual Report 2018-19	Please refer Corporate Governance Report section of the Annual Report 2018-19	Please refer Corporate Governance Report section of the Annual Report 2018-19.
Committee position held in other companies (Chairmanship/Membership of Audit & Stakeholders Relationship Committee of other Public Companies as on March 31, 2019).	Nil	Audit Committee Chairman- 1. Bharat Aluminium Company Ltd. Member- 1. Ram Ratna Wires Limited 2. R R Kabel Limited Stakeholders Relationship Committee NIL	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Mr. Rajaram Shankarlal Maheshwari is the brother of Mr. Ramvilas Shankarlal Maheshwari and father of Mr. Sanjay Maheshwari.

ROUTE MAP TO THE 31ST AGM VENUE





CIN: L22219MH1987PLC042083

Registered Office: L-31, M.I.D.C. Tarapur Industrial Area, Boisar 401506, Dist. Palghar (Maharashtra)
Website: www.orientpressltd.com; Email Id: share@orientpressltd.com

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL
31st Annual General Meeting on Saturday, the 21st day of September, 2019 at 12.30 p.m.

DP Id		Folio No.	
Client Id		No. of shares	

NAME AND ADDRESS OF THE MEMBER
NAME OF JOINT HOLDER(S)

I/We hereby record my/our presence at the 31st Annual General Meeting of the members of the Company held on Saturday, the 21st day of September, 2019 at 12.30 p.m. at the Registered Office of the Company at L-31, M.I.D.C., Tarapur Industrial Area, Boisar-401506, Dist. Palghar (Maharashtra).

Name of the Member / Proxy Signature of Member / Proxy

* Applicable for Investors holding shares in electronic form.

Notes:

1. Only Member/Proxyholder can attend the meeting.
2. Please fill up the details in this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.



CIN: L22219MH1987PLC042083

Registered Office: L-31, M.I.D.C., Tarapur Industrial Area, Boisar – 401 506, Dist. Palghar (Maharashtra)
Website: www.orientpressltd.com; Email Id: share@orientpressltd.com

Proxy Form- MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):
Registered Address:
E-mail ID:
Regd. Folio No./Client ID -DP ID

I/We, being the member(s) of _____ shares of ORIENT PRESS LIMITED, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him/her
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him/her
3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him/her

ORIENT PRESS LIMITED

As my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the members of the Company to be held on Saturday, the 21st day of September, 2019 at 12:30 p.m. at the Registered Office of the Company situated at L-31, M.I.D.C., Tarapur Industrial Area, Boisar 401506, Dist. Palghar (Maharashtra) and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For*	Against*
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019 together with Reports of the Board of Directors and Auditors thereon.		
2.	To declare a dividend of ₹ 0.75/- per Equity Share of ₹ 10/- each.		
3.	To appoint a director in place of Shri Rajaram Shankarlal Maheshwari (DIN: 00249954), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
4.	To fix the remuneration of Statutory Auditors for the Financial Year 2019-20.		
Special Business			
5.	To ratify the Remuneration of Cost Auditors for the Financial year ended 31 st March, 2019.		
6.	To re-appoint Shri. Ghanshyam Das Mundra [Director Identification Number (DIN): 00035877] as an "Independent Director" of the Company		
7.	To re-appoint Shri. Kannan Ramamirtham [Director Identification Number (DIN): 00227980] as an "Independent Director" of the Company		
8.	To re-appoint Shri. Vilas Madhukar Dighe [Director Identification Number (DIN): 02064647] as an "Independent Director" of the Company		
9.	To re-appoint Smt. Vinita Chhapparwal [Director Identification Number (DIN): 01649684] as an "Independent Director" of the Company		
10.	To approve continuation of payment of remuneration to Executive Directors who are Promoters in excess of 5% net profits of the Company in a year as per Regulation 17 (6)(e)(ii) of SEBI (LODR) Regulations, 2015.		

*Optional

Affix ₹ 1
Revenue
stamp

Signed this _____ day of September, 2019

Signature of shareholder

Signature of first proxy holder

Signature of Second proxy holder

Signature of third proxy holder

Notes :

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.