

May 29, 2024

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

Scrip Code: 526325

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

Symbol: ORIENTLTD

**Sub: Submission of Annual Secretarial Compliance Report for year ended March 31, 2024.**

Dear Sir/Madam,  
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2024 duly signed and issued by Mr. Vinod Kumar Mandawaria, Practicing Company Secretary.

Kindly take the same on your record.

Thanking you  
Yours faithfully  
For **Orient Press Limited**

**Shubhangi Lohia**  
Company Secretary & Compliance Report



Encl: as above

**V.K. MANDAWARIA & CO.**

**Company Secretaries**

VINOD KUMAR MANDAWARIA, B. Com., F.C.S., F.C.A.

28, Mogal Bldg., 2<sup>nd</sup> Floor, 25, Vaju Kotak Road, Fort, Mumbai-400 001

Tel : 022-49736144, Mob. 9892851527, Email: vinodmandawaria@gmail.com

To,  
The Board of Directors,  
Orient Press Limited,  
Plot No.L-31,  
M.I.D.C. Tarapur Industrial Area,  
Boisar-401 506.  
Dist. Palghar (Maharashtra)

**Secretarial compliance report of Orient Press Limited for the year ended 31<sup>st</sup> March, 2024.**

We have been engaged by **Orient Press Limited** (hereinafter referred to as 'the Company') bearing CIN: **L22219MH1987PLC042083** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended read with SEBI's Master Circular No.

SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with the provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon. This is neither an audit nor an expression of opinion.

We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity. Annual Secretarial Compliance Report is enclosed.



For V.K.Mandawaria & Co.  
Company Secretaries.

*V.K. Mandawaria*

(Vinod Kumar Mandawaria)

Proprietor

Firm Regn. No.:- S1993MH012100

FCS No:2209 C. P. No.: 2036

PR- 678 /2020

UDIN:- F002209F000461129

Date :-27/05/2024

Place : Mumbai.



We have examined:

- (a) all the documents and records made available to us and explanation provided by Orient Press Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges ( BSE & NSE),
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,  
for the year ended 31<sup>st</sup> March,2024 in respect of compliance with the provisions of:
- (a) the Securities and Exchange Board of India Act,1992("SEBI Act")and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the Financial Year under Report)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable during the Financial Year under Report)**
- (d) Securities and Exchange Board of India (Buy back of Securities)Regulations, 2018; **(Not applicable during the Financial Year under Report)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the Financial Year under Report)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the Financial Year under Report)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/guidelines issued there under;

And based on the above examination, We here by report that ,during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification / Fine/Show Cause Notice/Warning ,etc.					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended .... (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed ,if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity

(c) we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	<u>Adoption and timely updation of the Policies:</u>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	





3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes.	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A.	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes.	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes.	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by The Audit committee.	Yes.	
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed there under.	Yes.	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes.	



11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges( including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under (or)  The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes   N.A.	
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	
13.	<u>No additional non-compliances observed:</u>  No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes.	

Note:- Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidance Note on Board Evaluation prescribed by SEBI vide its Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5<sup>th</sup> January, 2017 & applicable provisions of the Companies Act, 2013 given in Section 134(3), Section 178(2) & Schedule- IV do not stipulate that performance evaluation of the Board, Independent Directors and the Committees of Board should be conducted at the start of every financial year by a listed entity, instead the evaluation is required to be done once in a Financial Year so the Company had conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year 2023-2024 . However the Format for the Annual Secretarial Compliance Report prescribed by SEBI vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023 stipulate that evaluation should be made by a listed Company at the start of every financial year. The Company could not made evaluation at the start of the Financial year as the SEBI Circular came in force from 11<sup>th</sup> July, 2023.



For V.K.Mandawaria & Co.  
Company Secretaries.

*V. K. Mandawaria*  
(Vinod Kumar Mandawaria)

Proprietor

Firm Regn. No.:- S1993MH012100

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