



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

5th September, 2020

The General Manager
Corporate Relations Department
BSE Ltd.
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The General Manager
Listing Agreement
The 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

Dear Sir(s),

Subject: Notice of 32nd Annual General Meeting and Book Closure Intimation

32nd Annual General Meeting of the members of the Company

1. This is to inform that the 32nd Annual General Meeting ("AGM") of the Members of the Company will be held on Tuesday, September 29, 2020 at 12.30 P.M. IST through Video through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. (**Notice of AGM is "ANNEXED" hereto**)
2. In compliance with the relevant circulars, the Annual Report for the financial year 2019- 20, comprising the Notice of the AGM and financial statements for the financial year 2019-20, along with Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent to all the members of the Company whose email addresses are registered with the Company / Depository Participant(s).
3. The Company has fixed Tuesday, September 22, 2020 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM. **Book Closure: Pursuant to Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulations**, the Register of Members and Share Transfer Books of the Company will remain closed as follows:


Book Closure	Purpose
Wednesday, 23 rd September, 2020 to Tuesday, 29 th September 2020 (both days inclusive).	32 nd Annual General Meeting

Kindly take the same on record.

Thanking you

Yours faithfully

For **ORIENT PRESS LIMITED**


Shubhangi Lohia
Company Secretary & Compliance Officer



Encl: as Above

Copy To:

National Securities Depository Limited
Compliance Department
Trade World, A Wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai,
Maharashtra-400013

Central Depository Service (India) Limited
Compliance Department
Marathon Futurex, Mafatlal Mill
Compounds, A-wing, 25th floor,
NM Joshi Marg, Lower Parel (E)
Mumbai-400013

ORIENT PRESS LIMITED

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **Orient Press Limited** (CIN: L22219MH1987PLC042083) will be held on Tuesday, the 29th day of September, 2020 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020 together with the Board's Report and Auditors' Report thereon.
2. To appoint a director in place of Shri. Sanjay Maheshwari (DIN:00250072), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To fix Remuneration of Statutory Auditors for the Financial Year 2020-21.

SPECIAL BUSINESS:

4. 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 31st March, 2020 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."

5. To re-appoint Mr. Rajaram Maheshwari as a Whole-Time Director, designated as Executive Director

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 196(3), 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Rajaram Maheshwari (DIN: 00249954) as a Whole-Time Director, designated as Executive Director of the Company with effect from 14th January, 2020 to the remaining period of his tenure viz. 30th September, 2020 on the same terms and conditions including remuneration as earlier appointed in the Meeting of Board of Directors of the Company held on 17th August,

2017 and which was approved by the Members of the Company in the 29th Annual General Meeting held on 23rd September, 2017;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard."

By Order of the Board of Directors

Shubhangi Lohia
Company Secretary & Compliance Officer

Place: Mumbai

Date: 31st August, 2020.

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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 ("SEBI Circular") have 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 Register of Beneficial Owners and Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September 2020 (both days inclusive).
3. 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 No. 4 & 5 of the accompanying Notice is annexed hereto.
4. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to 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 authorised 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/Authorisation shall be sent to the Company by email through its registered email address, i.e. shubhangi.lohia@orientpressltd.com
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2019-20 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 2019-20 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
 7. 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 Note No. 12.
 8. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
 9. The 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 electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 29th September, 2020. Members seeking to inspect such documents can send an email to shubhangi.lohia@orientpressltd.com
 10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form to the Registrar and Share Transfer Agents of the Company i.e. Universal Capital Securities Pvt. Ltd. in case the shares are held by them in physical form.
 11. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at shubhangi.lohia@orientpressltd.com at least 7 days before the Meeting. The same will be replied by the Company suitably.
 12. Information and other instructions relating to e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of 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 (in case of electronic shareholding) as on the cut-off date, i.e., Tuesday, 22nd September, 2020. 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., Tuesday, 22nd September, 2020, 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. Tuesday, 22nd September, 2020; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent M/s. Universal Capital Securities 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. Universal Capital Securities Pvt. Ltd. by sending an E-mail at info@unisecltd.in by following due procedure.

However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.
 - VII. The Board of Directors of the Company has appointed Mr. Vinod Kumar Mandawaria of V.K. Mandawaria & Co. (Membership No. 2209; CP No. 2036) (Address: 28, Mogal Bldng. 2nd Floor, Vaju Kotak Road, Fort, Mumbai -400001) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company and on the website of CDSL. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CSDL and will also be displayed on the Company's website www.orientpressltd.com.
 - VIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, September 29, 2020.
 - IX. 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 Saturday, September 26, 2020. End of e-voting: Up to 5:00 p.m. (IST) on Monday, September 28, 2020. The remote e-voting will

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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. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote- voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

- (ii) The Members who have casted 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" Module.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can login at <https://www.cdslindia.com> from Login Myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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"> • 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. <ul style="list-style-type: none"> • 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Orient Press Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If 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.
- (xix) 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.
- (xx) **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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Instructions for Shareholders for E-Voting during the meeting are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. If any Votes are cast by the shareholder through the e-voting available during the AGM and if the same shareholder has not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholder shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
13. 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.
14. Share transfer documents and all correspondence relating thereto, should be addressed to the Universal Capital Securities Pvt. Ltd. Registrar and Transfer Agent of the Company.
15. 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.
16. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /Universal Capital Securities Pvt. Ltd.
17. During the year, amount of ₹ 1,31,280/- Un claimed Dividend for the financial year 2011-12 and amount of ₹ 1,12,578/- Un claimed dividend for Interim Dividend declared in Financial Year 2012-13 has been deposited in the Investors Education and Protection Fund.
- The Company also transmitted 30,097 shares pertaining to financial year 2011-12 & 2150 shares for the financial year 2012-13 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 un claimed dividend pertaining to financial year 2011-12 & 2012-13 had been transferred into IEPF and who have not claimed 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 final dividend declared in financial year 2012-13 to 2019-20 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants.
18. 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 2012-2013 is September 23, 2020.
19. 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 dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
20. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to 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/ Universal Capital Securities 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. Pursuant to Section 72 of the, Members are entitled to make a nomination in respect of shares held by them. Members who are holding their shares in physical form, desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to Universal Capital Securities Pvt. Ltd. Further, Members desirous of

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cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to Universal Capital Securities Pvt. Ltd. These forms will be made available on request. Those Members who are holding their shares in demat mode are required to submit their Nomination Form to their Depository Participants.

- Information of Directors seeking re-appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is annexed to the notice.
- Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders may use Camera and Internet with a good speed to avoid any disturbance during the meeting.
- 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.

Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, 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.

- Members who need technical assistance before or during the Meeting can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO SPECIAL BUSINESS UNDER ITEM NO. 4 & 5 OF THE ACCOMPANYING NOTICE

Item No. 4

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 31st March, 2020.

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. 4 of the Notice of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2020.

The Board recommends the resolution set out at Item No. 4 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. 4 of the notice.

Item No.5

Mr. Rajaram Maheshwari is a promoter and Whole- Time Director, designated as Executive Director of the Company and is having over 50 years of experience in the field of packaging Industry. He has a degree in Bachelor of Science. In terms of the provisions of the Companies Act, and the Articles of Association of the Company the Board of Directors had, at their meeting held on 17th August, 2017, re-appointed him as a Whole- time Director of the Company for a further period of 3 years with effect from 1st October, 2017 to 30th September, 2020, subject to the consent of the Members of the company on following remuneration and terms & conditions:-

- BASIC SALARY : ₹ 1,49,500/- per month
- CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary
- PERQUISITES AND ALLOWANCES:
 - 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 ₹10,92,500/- per annum.
 - 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.
 - The Whole Time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including travelling 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.
- INCREMENT

The Whole Time Director 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 prerequisites stated here above, "family" means wife, dependent children and dependent parents of Mr. Rajaram Maheshwari.
2. Prerequisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Rajaram Maheshwari as the Company does not have adequate profits and will be subject to the approval of members of the Company by a Special Resolution to be obtained in a General Meeting giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment with Mr. Rajaram Maheshwari may be terminated by either party by giving three months notice in each case. The remuneration of Mr. Rajaram Maheshwari is within the ceiling limit specified in Schedule V of the Companies Act, 2013.

The Whole Time Director shall be subject to the superintendence and control of Board of Directors of the Company, manage the Flexible Packaging Division of the Company. The Members of the Company accorded their consent for the appointment by a Special Resolution in the 27th Annual General Meeting of the Company held on 31st August, 2015.

As per the provisions of Section 196(3) of the Companies Act, 2013, Mr. R.R. Maheshwari, Whole- Time Director of the Company who attained the age of 70 years on 13th January, 2020 could not continued to act as Whole- Time Director of the Company with effect from 14th January, 2020 and his office of Whole- Time Directorship could have come to end by operation of Law. However as per the provisions of Section 196(3) of the Companies Act, 2013 Company can continue the appointment of a Managing Director/ Whole- Time Director even after attaining the Age of 70 years by obtaining approval of Members of the Company by passing a Special Resolution in a General Meeting giving the justification for his re- appointment in the Explanatory Statement to be annexed to the Notice of General Meeting.

He has excellent grasp and thorough knowledge and experience in packaging Industry and its technology. Looking into his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors at their meeting held on 13th November, 2019 was of the considered opinion that for smooth and efficient running of the business, the

services of Mr. Rajaram Maheshwari should be available to the Company and reappointed him as a Whole- time Director of the Company with effect from 14th January, 2020 to the remaining period of his tenure viz. 30th September, 2020 on the existing terms and conditions and remuneration, subject to the consent of the Members of the Company by a Special Resolution. Pursuant to the provisions of Section 196(3)&(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under read with Schedule V of the Companies Act, the re-appointment of Whole- Time Director requires approval of the Members in General Meeting. The Resolution set out at Item no.5 of the Notice of AGM is for the purpose.

The brief resume of Mr. Rajaram Maheshwari is provided in **Annexure A** to the Notice. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ramvilas Maheshwari, Mr. Rajaram Maheshwari and Mr. Sanjay Maheshwari and their relatives are concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

Shubhangi Lohia
Company Secretary & Compliance Officer

Place: Mumbai
Date: 31st August, 2020.

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 Director 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 Sanjay Maheshwari	Shri Rajaram Maheshwari
Director Identification Number (DIN)	00250072	00249954
Date of Birth	14.04.1973	14.01.1950
Date of Appointment	29.04.1991	10.07.1987
Nationality	Indian	Indian
Qualifications	Commerce Graduate	Science Graduate
Experience and expertise in specific functional areas	26 years of industry experience in the field of Marketing & Printing of products.	50 years of industry experience in the field of flexible packaging.
Terms and Conditions of Re-appointment	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	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)	₹ 1,928,852/- p.a.	₹ 2,883,096/- p.a.
Remuneration proposed to be paid	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.	As per the resolution passed by the Shareholders of the Company on 29 th Annual General Meeting held on 23 rd September, 2017, details of which are given in Explanatory Statement given at Item no. 5 of the Notice of this Annual General Meeting.
Number of Shares held in the Company as on March 31, 2020.	194400	252172
Directorship held in other Companies as on (March 31, 2020) (excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	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 2019-20.	Please refer Corporate Governance Report section of the Annual Report 2019-20.
Committee position held in other companies (Chairmanship/Membership of Audit & Stakeholders Relationship Committee of other Public Companies as on March 31, 2020).	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	Mr. Sanjay Maheshwari is the Son of Mr. Rajaram Maheshwari, Executive Director of the Company.	Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari.