



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

November 17, 2020

To,
The Manager
Listing Department
BSE Limited
Dalal Street
Mumbai-400 001

The Manager
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
BKC, Bandra (E), Mumbai- 400051

BSE Code: 526325

NSE Scrip Symbol: ORIENTLTD

Subject: Submission of Notice of Postal Ballot of Orient Press Limited ('the Company')

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot of the Company dated November 11, 2020, which is being dispatched to the members of the Company today i.e. on November 17, 2020 for seeking approval of the members of the Company on the resolutions as set out in the Notice of Postal Ballot by way of voting through electronic means i.e. through remote e-voting system only.

In compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with MCA General Circular Nos. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020, the Company is dispatching the Notice of Postal Ballot dated November 11, 2020 to the members on their emails ids registered with the RTA/ Depository Participants, who are shareholders of the Company as on the cut-off date i.e. Friday, November 13, 2020.

The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to the members. The remote e-voting will commence from Monday, November 23, 2020 at 9:00 a.m. and end on Tuesday, December 22, 2020 at 5:00 p.m. The Notice of Postal Ballot is also available on the website of the Company viz. www.orientpressltd.com . You are requested to take the above in your records.

Yours faithfully,

For Orient Press Limited


Shubhangi Lohia
Company Secretary & Compliance Officer



Encl: as above.



Corp. Off.: 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) 4297 7310

Regd. Office : L-31, M.I.D.C. Tarapur Industrial Area, Boisar 401 506, Dist. Thane, Maharashtra, India.

E-mail : orient@orientpressltd.com • **Website :** www.orientpressltd.com

NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (**the "Act"**), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, seeking approval of the Members of Orient Press Limited (**'Company'**) by way of ordinary resolution or special resolution, as the case may be, for the businesses appended below through postal ballot by way of voting through electronic means i.e. through remote e-voting system (**"Postal Ballot/E-voting"**)

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolution, is also appended herewith.

In terms of the MCA Circulars viz. General Circular No.14/2020 dated 8th April 2020 and General Circular No.17/2020 dated 13th April 2020, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has also clarified via. General Circular No. 33/2020 that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business only by postal ballot up to 31st December, 2020, the requirements of e-voting provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository participants and the communication of assent/dissent of the members will take place through the remote e-voting system only.

In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to its Member. The e-voting facility is available at the link www.evotingindia.com from 9.00 a.m. on Monday, 23rd November, 2020 and up to 5.00 p.m. on Tuesday, 22nd December, 2020. E-voting module will be blocked by CDSL at 5.00 p.m. on Tuesday, 22nd December, 2020 and voting shall not be allowed beyond the said date and time. Please refer the instructions for E- voting given after the proposed resolutions for the process and manner in which E-voting is to be carried out.

Pursuant to Rule 22(5) of the Rules, the Board has appointed Mr. Vinod Kumar Mandawaria, Proprietor of V.K. Mandawaria & Co. Company Secretaries (Membership No. 2209; CP No. 2036) as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') after the completion of the scrutiny of E-voting data. The result of the Postal Ballot / E-voting shall be declared within 48 hours from the end of E-voting upon receipt of report of the Scrutinizer and communicated to BSE Limited, NSE & CDSL and shall also be displayed on the Company's website at www.orientpressltd.com.

The last date of the E-voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

PROPOSED RESOLUTIONS:

1. To re-appoint Mr. Ramvilas Maheshwari as Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ramvilas Maheshwari (DIN:00250378) as Managing Director of the Company for a period of three years with effect from 1st October, 2020 to 30th September, 2023; on the remuneration and other terms and conditions, details of which are given in Explanatory Statement at Item No. 1 annexed hereto;

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.”

2. To Re-appoint Mr. Rajaram Maheshwari as a Whole-Time Director designated as Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 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 for a period of three years with effect from 1st October, 2020 to 30th September, 2023; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 2 annexed hereto;

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.”

3. To Re-appoint Mr. Sanjay Maheshwari as a Whole-Time Director of the Company

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 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. Sanjay Maheshwari (DIN: 00250072) as a Whole- Time Director of the Company for a period of three years with effect from 1st November, 2020 to 31st October, 2023; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 3 annexed hereto;

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.”

4. To Re-appoint Mr. Prakash Maheshwari as a Whole-Time Director of the Company

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 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. Prakash Maheshwari (DIN: 00249736) as a Whole- Time Director of the Company for a period of three years with effect from 1st November, 2020 to 31st October, 2023; on the remuneration and other terms and conditions details of which are given in Explanatory Statement at Item No. 4 annexed hereto;

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.”

5. To keep Register of Members & its Index at the office of the Registrar and Share Transfer Agent of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to keep the Register of Members & its Index maintained under the provisions of Section 88 of the Companies Act, 2013 at the new address of the Registrar and Share Transfer Agent of the Company viz. Universal Capital Securities Private Limited, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai -400083, instead of keeping of the same at the place of the Registered office of the Company.”

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

6. To approve 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 payment of remuneration 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, notwithstanding their aggregate annual remuneration exceeds 5 per cent of the net profits of the Company in a year, calculated as per the provisions of Section 198 of the Companies Act, 2013, during their current term from 1st October, 2020 to 30th September, 2023 of Shri Ramvilas Shankarlal Maheshwari & Shri Rajaram Shankarlal Maheshwari and from 1st November, 2020 to 31st October, 2023 to Shri Prakash Maheshwari and Shri Sanjay Maheshwari.”

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

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

**Shubhangi Lohia
Company Secretary & Compliance Officer**

Mumbai: November 11, 2020

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the proposed resolutions are annexed hereto.
2. In terms of the MCA Circulars, the Postal Ballot Notice (“Notice”) is being sent by electronic mode to all members whose email addresses are registered with the Company’s Registrar and Share Transfer Agent, Universal Capital Securities Pvt. Ltd / Depository Participant(s) on the Cut-off date. Members may note that this Notice will be available on the Company’s Website viz. www.orientpressltd.com
3. 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 and 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.
4. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 13th November, 2020, shall be entitled to avail the facility of remote e-voting. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the members. The last date of the E- voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.
6. Pursuant to the provisions of Sections 108 & 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively issued by the Ministry of Corporate Affairs (the “MCA Circulars”), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through Postal Ballot. In terms of the MCA Circulars, voting can be done only by remote e-voting. The facility of casting votes by a member using remote e-voting will be provided by Central Depository Services (India) Limited (“CDSL”). Instructions for remote e-voting are provided herein below at point no. 9(A). Members whose email ids are not registered with the Company/Universal Capital Securities Pvt. Ltd. /Depositories, for obtaining Postal Ballot Notice and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided at point no. 9(B).
7. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

8. The voting results of Postal Ballot will be declared on receipt of Scrutinizer's Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency at www.evotingindia.com and also on the website of the Company at www.orientpressltd.com within 48 hours from the end of remote e-voting period and will also be submitted to BSE Limited & NSE where the equity shares of the Company are listed.
9. Voting through Electronic Means (Remote E-voting):

(A) The instructions for shareholders for Remote 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 Monday, 23rd November, 2020. End of e-voting: Up to 5:00 p.m. (IST) on Tuesday, 22nd December, 2020. During this period, the shareholders of the Company holding shares whether in physical form or in dematerialized form as on the Cut-off date i.e. Friday, 13th November, 2020 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" Tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Orient Press Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.

(xix) 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.
- (xx) 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

(B) The Process for those shareholders whose email addresses are not registered with the Company/Depositories, for obtaining Postal Ballot Notice and login credentials for Remote E-voting:

1. For Physical Shareholders:-

Please send a request letter mentioning therein Name of Shareholder, Folio No., Mobile No. and Email ID along with self-attested copy of PAN Card by email to Company’s RTA at info@uniseq.in and also to the Company at share@orientpressltd.com

2. For Demat Shareholders:-

Please send a request letter mentioning therein Name of Shareholder, Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID) along with Client Master or copy of Consolidated Account Statement and self-attested copy of PAN Card by email to Company’s RTA at info@uniseq.in and also to the Company at share@orientpressltd.com.

In case you have any queries or issues regarding remote 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 or grievances may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email at helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

ANNEXURE TO THE NOTICE

Explanatory Statement

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No.1

Mr. Ramvilas Maheshwari is a promoter and Chairman cum Managing Director of the Company and is having over 50 years of experience in the field of Printing Industry. He has a degree in Bachelor of Commerce.

His term of office was to expire on 30th September, 2020. As he is of 70 years old age he could had been reappointed by passing a special resolution & giving justification of his re-appointment. He has excellent grasp and thorough knowledge and experience of not only in printing and its technology but also of flexible packaging. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors at their meeting held on 12th September, 2020 was of the opinion that for smooth and efficient running of the business, the services of Mr. Ramvilas Maheshwari should be continued to be available to the Company and re-appointed him as Managing Director of the Company for a further period of three years with effect from 1st October, 2020 to 30th September, 2023 on following remuneration and other terms and conditions subject to the approval of the Members of the Company:-

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 maybe 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. The Chairman & Managing 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 Chairman & Managing Director for attending the Meetings of the Board of Directors or Committee thereof.
4. INCREMENT

The Chairman & Managing Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit Committee and the 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 of Mr. Ramvilas Maheshwari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Ramvilas Maheshwari as the Company is in losses and therefore his appointment will be subject to the approval of members of the Company by a Special Resolution giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment of Mr. Ramvilas Maheshwari can be terminated by either party by giving three months' notice in each case. The remuneration of Mr. Ramvilas Maheshwari is within the limit specified in Schedule V of the Companies Act, 2013. The Chairman & Managing Director shall subject to the superintendence and control of Board of Directors of the Company manage the whole business and affairs of the Company."

As the company is in losses the re-appointment of the Managing Director was made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required are given in **Annexure B** to this Notice.

Pursuant to the provisions of Section 196(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Managing Director requires approval of the Members in General Meeting by a Special Resolution.

The details of Mr. Ramvilas Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this 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 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 10.00 A.M. to 1P.M

The Board of Directors therefore recommends the resolution as set out in Item No. 1 of the Notice for approval of members of the Company by way of a Special Resolution.

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

Item No. 2

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.

His term of office was to expire on 30th September, 2020. As he is of 70 years old age he could have been reappointed by passing a special resolution & giving justification of his re-appointment. He has excellent grasp and thorough knowledge and experience in flexible packaging Industry. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee Meeting & Audit Committee, the Board of Directors at their meeting held on 12th September, 2020 was of the opinion that for smooth and efficient running of the business, the services of Mr. Rajaram Maheshwari should be continued to be available to the Company and re-appointed him as Whole-Time Director of the Company, designated as Executive Director for a further period of three years with effect from October 01, 2020 to September 30, 2023 on following remuneration and other terms and conditions subject to the approval of the Members of the Company:-

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, 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. 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.

4. INCREMENT

The Whole Time Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit 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 of Mr. Rajaram Maheshwari.
2. Perquisites 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 is in losses and will be subject to the approval of members of the Company by a Special Resolution giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment of 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 subject to the superintendence and control of Board of Directors of the Company, look after purchase/ procurement/sale of materials for Flexible Packaging division of the company.

As the company is in losses, the re-appointment of the Whole-Time Director was made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required is given in **Annexure B** to this Notice.

Pursuant to the provisions of Section 196(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Whole-Time Director requires approval of the Members in General Meeting by a Special Resolution.

The brief resume of Mr. Rajaram Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this 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 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 10.00 A.M. to 1P.M.

The Board of Directors therefore recommends the resolution as set out in Item No. 2 of the Notice for approval of members of the Company by way of a Special Resolution.

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.

Item No. 3

Mr. Sanjay Maheshwari, aged 47 years, is a promoter and Whole Time Director of the Company and having over 25 years of experience in the field of marketing and printing. He has a degree in Bachelor of Commerce.

His term of appointment as a Whole Time Director of the Company was to expire on October 31st, 2020. He has excellent grasp and thorough knowledge and experience in marketing & printing division. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors at their meeting held on 12th September, 2020 was of the opinion that for smooth and efficient running of the business, the services of Mr. Sanjay Maheshwari should be continued to be available to the Company and re-appointed him as Whole-Time Director of the Company for a further period of three years with effect from November 01, 2020 to October 30, 2023 on following remuneration and other terms and conditions subject to the approval of the Members of the Company.

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 maybe 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 Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit 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 Mr. Sanjay Maheshwari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Sanjay Maheshwari as the Company is in losses and will be subject to the approval of members of the Company by an Ordinary Resolution giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment of Mr. Sanjay Maheshwari can be terminated by either party by giving three months' notice in each case. The remuneration of Mr. Sanjay 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, look after purchase/ procurement/ sale of materials for Printing division of the Company.

As the Company is in losses the re-appointment of the Whole-Time Director was made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required is given in **Annexure B** to this Notice.

The brief resume of Mr. Sanjay Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this 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 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 10.00 A.M. to 1P.M

The Board of Directors therefore recommends the resolution as set out in Item No. 3 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

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

Item No. 4

Mr. Prakash Maheshwari, aged 47 years, is a promoter and Whole Time Director of the Company and having over 24 years of experience in the field of printing. He has a degree in Mechanical Engineering.

His term of appointment as a Whole Time Director of the Company was to expire on October 31, 2020. He has excellent grasp and thorough knowledge and experience in marketing, printing and paper-board division. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee and Audit Committee, the Board of Directors at their meeting held on 12th September, 2020 was of the opinion that for smooth and efficient running of the business, the services of Mr. Prakash Maheshwari should be continued to be available to the Company and re-appointed him as Whole-Time Director of the Company for a further period of three years with effect from November 01, 2020 to October 30, 2023 on following remuneration and other terms and conditions subject to the approval of the Members of the Company:-

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 maybe 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 Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit 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 Mr. Prakash Maheshwari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Prakash Maheshwari as the Company is in losses and will be subject to the approval of members of the Company by an Ordinary Resolution giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment of Mr. Prakash Maheshwari can be terminated by either party by giving three months' notice in each case. The remuneration of Mr. Prakash Maheshwari is within the ceiling limit specified in Schedule V of the Companies Act, 2013. The Whole Time Director shall subject to the superintendence and control of Board of Directors of the Company, look after purchase/ procurement/ sale of materials for Paper Board division & Printing division of the company. As the

Company is in losses the re-appointment of the Whole-Time Director was made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required is given in **Annexure B** to this Notice.

The brief resume of Mr. Prakash Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this 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 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 10.00 A.M. to 1P.M.

The Board of Directors therefore recommends the resolution as set out in Item No. 4 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

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

Item No. 5

The Register of Members and its Index of the Company were kept and maintained at the office of the Registrar & Share Transfer Agent of the Company i.e. M/s. Universal Capital Securities Pvt. Ltd. at their office located at 21, Shakil Niwas, Opp. Satya Saibaba Temple., Mahakali Caves Road. Andheri (East) pursuant to the approval of Members taken in the 28th Annual General Meeting of the Company held on 24th September, 2016.

Now, the office of the Registrar & Share Transfer Agent of the Company has shifted to C101, 247 Park, LBS Road, Vikhroli West, Mumbai-400083 w.e.f. September 01, 2020.

As per the provisions of Section 94 the registers of Members & its Index are required to be kept and maintained by a company at the registered office of the company. However the same may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company. Accordingly the consent of the Members of the Company is required for keeping and maintaining the Register of Members of the Company and its Index at the new address of the Registrar and Share Transfer Agent of the Company viz. Universal Capital Securities Private Limited, C 101, 247 Park, LBS Road, Vikhroli West, Mumbai -400083.

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 a Special Resolution.

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

Item No. 6

As per Regulation 17(6)(e) of 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) 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 Consent of the Members is required to approve remuneration payable to them 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 payment of remuneration as per terms and conditions of the appointment of aforesaid Executive Directors details of which have been given in Explanatory Statement at item no. 1 to 4 of this Notice from the date of their reappointment till the expiry of their term i.e. from 1st October, 2020 to September 30, 2023 for Shri Ramvilas Shankarlal Maheshwari, Chairman & Managing Director & Shri Rajaram Shankarlal Maheshwari, Executive Director and from 1st November, 2020 to October 31, 2023 for Shri Prakash Maheshwari and Shri Sanjay Maheshwari, Whole-Time Directors, in order to comply with the above mentioned Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2015.

The Special Resolution set out at item no. 6 is for this purpose.

The Board of Directors therefore recommends the resolution as set out in Item No. 6 of the Notice for approval of members of the Company by way of a Special Resolution.

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

**By Order of the Board of Directors
For Orient Press Limited
Shubhangi Lohia
Company Secretary & Compliance Officer**

Mumbai: November 11, 2020

ANNEXURE-A

Appointment/Re-appointment of Directors:

Additional Information of the Director seeking appointment/re-appointment 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	Mr. Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Sanjay Maheshwari	Mr. Prakash Maheshwari
Director Identification Number (DIN)	00250378	00249954	00250072	00249736
Date of Birth	28.04.1946	14.01.1950	14.04.1973	16.11.1973
Date of Appointment	02.01.1987	10.07.1987	29.04.1991	15.07.1994
Nationality	Indian	Indian	Indian	Indian
Qualifications	Commerce Graduate	Science Graduate	Commerce Graduate	Mechanical Engineer
Experience and expertise in specific functional areas	More than 50 years of industry experience in the field of Marketing & Printing of products.	50 years of industry experience in the field of flexible packaging.	26 years of industry experience in the field of Marketing & Printing of products.	26 years of industry experience in the field of Marketing & Printing of products.
Terms and Conditions of Re-appointment	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Remuneration last drawn (including sitting fees, if any)	₹ 2,883,096/- p.a.	₹ 2,883,096/- p.a.	₹ 1,928,852/- p.a.	₹ 1,928,852/- p.a.
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Number of Shares held in the Company as on March 31, 2020.	454150	252172.	194400	74850
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)	1. Orient Flexipack Limited	1. Orient Flexipack Limited	NIL	NIL
Number of meetings of the Board attended during the financial year	6 out of 6	6 out of 6	6 out of 6	6 out of 6
Committee position held in other companies (Chairmanship/ Membership of Audit & Stakeholders Relationship Committee of other Public Companies as on March 31, 2020).	NIL	NIL	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	Mr. R.V. Maheshwari is the brother of Mr. Rajaram Maheshwari and father of Mr. Prakash Maheshwari.	Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari.	Mr. Sanjay Maheshwari is the Son of Mr. Rajaram Maheshwari, Executive Director of the Company.	Mr. Prakash Maheshwari is the Son of Mr. Ramvilas Maheshwari, Managing Director of the Company

ANNEXURE-B

The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. GENERAL INFORMATION

- (1) Nature of Industry: Printing & Packaging.
- (2) Date or expected date of commencement of commercial production: N.A., since the Company has already commenced its business activities.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators: Financial performance of the Company during last three years:

(Amt. ₹ in Lakhs)

Financial Parameters	Financial Year		
	2017-2018	2018-2019	2019-2020
Total Revenue	20,837.74	19,951.73	16,943.07
Depreciation	683.68	793.73	620.63
Total Expenses (Excluding Depreciation)	19,581.79	19,063.84	16,453.91
Net Profit	373.00	98.85	(140.36)
Paid up Capital	1000.00	1000.00	1000.00
Reserves & Surplus	7,198.18	7,152.02	6,917.81
Earning Per Share	3.73	0.99	(1.40)

- (5) Foreign Investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held. There is no foreign collaboration in the Company.

II Information about the Appointee

Particulars	Mr. Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Sanjay Maheshwari	Mr. Prakash Maheshwari
Background details	More than 50 years of industry experience in the field of Marketing & Printing of products.	50 years of industry experience in the field of flexible packaging.	26 years of industry experience in the field of Marketing & Printing of products.	26 years of industry experience in the field of Marketing & Printing of products.
Job profile and suitability	He was working as Chairman & Managing Director of the Company, to manage the whole business and affairs of the Company. Proposed to be re-appointed for same job profile.	He was working as Executive Director of the Company, to look after the purchase/procurement and sale of material for flexible packaging Division of the Company. Proposed to be re-appointed for same job profile.	He was working as Whole-Time Director of the Company, to look after the purchase/procurement and sale of material for printing Division of the Company. Proposed to be re-appointed for same job profile.	He was working as Whole-Time Director of the Company, to look after the purchase/procurement and sale of material for printing Division and Paper Board Division of the Company. Proposed to be re-appointed for same job profile.
Past Remuneration	₹ 2,883,096/- p.a.	₹ 2,883,096/- p.a.	₹ 1,928,852/- p.a.	₹ 1,928,852/- p.a.
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. R.V. Maheshwari is the brother of Mr. Rajaram Maheshwari and father of Mr. Prakash Maheshwari. Further, he holds 454150 equity shares in the Company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari. Further, he holds 252172 equity shares in the Company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. Sanjay Maheshwari is the Son of Mr. Rajaram Maheshwari, Executive Director of the Company. Further, he holds 194400 equity shares in the Company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. Prakash Maheshwari is the Son of Mr. Ramvilas Maheshwari, Managing Director of the Company. Further, he holds 74850 equity shares in the Company.
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III. Other information:

1. Reasons of loss or inadequate profits

Raw Material

There has been an increase in key raw material prices and other cost of packaging & printing segment, international market conditions for petrochemicals affecting raw material prices, and general slowdown of Indian economy due to COVID 19 pandemic.

Marketing Difficulties

The demand for the Companies principal products has been declining for the last few years, very low level of printing of capital market stationery etc. The company faces aggressive competition from other players.

Financial Cost

The Company has been facing inflated financial cost.

2. Steps taken or proposed to be taken for improvement

To mitigate the adverse impact, the Company took various measures such as making alternate arrangements to operate to its full production capacity. The Company is also exploring the new markets for sale.

3. Expected increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

IV Disclosures

The remuneration packages of all the managerial persons are given in the respective resolutions.

The required information about the service contract, notice period, severance fees etc. is given in Explanatory Statement annexed to this Notice.

By Order of the Board of Directors

For Orient Press Limited

Shubhangi Lohia

Company Secretary & Compliance Officer

Mumbai: November 11, 2020