


Director.

MINUTES OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ORIENT PRESS LIMITED HELD ON WEDNESDAY, THE 8TH AUGUST, 2012 AT 12.30 P.M. AT L-31 MIDC TARAPUR INDUSTRIAL AREA, BOISAR 401 506, DIST THANE

PRESENT :-

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|----------------------------|---|---------------------------------------|
| 1. Shri R V Maheshwari | - | Chairman & Managing Director & Member |
| 2. Shri R R Maheshwari | - | Executive Director & Member |
| 3. Shri Prakash Maheshwari | - | Whole-time Director & Member |
| 4. Shri Sanjay Maheshwari | - | Whole-time Director & Member |
| 5. Shri G Ravishankar | - | Director & Member |
| 6. Shri Vilas Dighe | - | Director |

7 other Members were personally present and 7 proxies were present.

The Register of Director's Shareholding was kept open for inspection for Members.

Chairman :-

Shri Ramvilas Maheshwari, Chairman of the Board of Directors of the Company took the Chair.

After ascertaining that proper quorum was present, the Chairman called the Meeting in order.

The Chairman welcomed the Members and delivered his speech.

The Notice of the Meeting was taken as read with the consent of the Members present.

The Auditors' Report was read by Shri V. K. Mandawaria, Practicing Company Secretary.

The Chairman then proposed following Resolution as an "Ordinary Resolution":-

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon as placed before the Meeting be and are hereby adopted".

Shri Prakash Maheshwari seconded the Resolution.

Before putting the Resolution for voting the Chairman invited the Members to speak if they want any further information about the Accounts or the working of the Company.

As no question was asked by any Member, the Chairman put the Resolution for voting and declared the same as carried unanimously on a show of hands.

Shri Rahul Maheshwari proposed following Resolution as an **"Ordinary Resolution"** :-

"RESOLVED THAT a dividend @ Rs. 2.5 per Equity Share on the 80,75,000 Equity Shares of the Company be and is hereby declared for the year ended 31st March, 2012 and the same be paid to those Members of the Company whose names appears on the Register of Members of the Company on the date of this Annual General Meeting in respect of Shares held in Physical Form and in respect of Shares held in the Electronic form to those deemed Members whose names appear in the statement of beneficial ownership furnished by the NSDL & CDSL for the purpose."

Shri Sanjay Maheshwari seconded the Resolution.

Then the Resolution was put to vote by the Chairman and he declared the same as carried unanimously on a show of hands.

Shri Rajaram Maheshwari proposed following Resolution as an **"Ordinary Resolution"**:-

"RESOLVED THAT Mr. R Kannan, who retires by rotation as per the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retirement by rotation."

Shri Navin Maheshwari seconded the Resolution.

Then the Resolution was put to vote by the Chairman and he declared the same as carried unanimously on a show of hands.

Shri Sanjay Maheshwari proposed following Resolution as an **"Ordinary Resolution"** :-

"RESOLVED THAT Mr. Prakash Maheshwari, who retires by rotation as per the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retirement by rotation."

Shri Satish Nayak seconded the Resolution.

Then the Resolution was put to vote by the Chairman and he declared the same as carried unanimously on a show of hands.

Shri Rajaram Maheshwari proposed following Resolution as an **"Ordinary Resolution"** :-

"RESOLVED THAT M/s. B L Sarda & Associates, Chartered Accountants, having Registration no. 109266W be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors, plus reimbursement of traveling and other out of pocket expenses incurred in connection with the Audit".

Smt. Kiran Bhatia seconded the Resolution.

Then the Resolution was put to vote by the Chairman and he declared the same as carried unanimously on a show of hands.

Shri Navin Maheshwari proposed following Resolution as an **“Ordinary Resolution”**:-

“RESOLVED THAT Shri G Ravishankar who was appointed as an Additional Director by the Board of Directors of the Company and whose term of this office expires at this Annual General Meeting and in respect of whom the Company has received a Notice under section 257 of the Companies Act, 1956, from a Member proposing the candidature of Shri G Ravishankar for the office of Director be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation”.

Shri Arup Das seconded the Resolution.

Then the Resolution was put to vote by the Chairman and he declared the same as carried unanimously on a show of hands.

VOTE OF THANKS :-

There being no other business the Meeting was terminated with a vote of thanks to the Chair.

Place : Boisar
Date : 25th August, 2012

Sd/-

CHAIRMAN