


  
Director.

**Minutes of the proceedings held on 31<sup>st</sup> October, 2013 at 4.00 P.M. at the Registered office of Orient Press Limited at Plot No. L-31, M.I.D.C. Tarapur Industrial Area, Boisar – 401506 Dis. Thane (Maharashtra) relating to declaration of the Results of Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 on the Special Resolutions set out in the Postal Ballot Notice dated 21<sup>st</sup> September, 2013.**

**BACKGROUND:**

The Postal Ballot Notice dated 21<sup>st</sup> September, 2013 pursuant to Section 192A of the Companies Act, 1956 for passing the following Special Resolutions by Postal Ballot was dispatched to the Members of the Company on 25<sup>th</sup> September, 2013.

The Board of Directors at its Meeting held on 24<sup>th</sup> August, 2013 had appointed Mr. Vinod Kumar Mandawaria, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self addressed business reply envelopes were also sent for use of Members. The Members were requested to return the Postal Ballot Forms duly completed so as to reach the Scrutinizer on or before the close of business hours of 25<sup>th</sup> October, 2013.

After Scrutiny of all the Postal Ballot Forms received by Mr. Vinod Kumar Mandawaria upto the close of working hours of 25<sup>th</sup> October, 2013 (being last date fixed for return of the Postal Ballot Forms by the Members) Mr. Vinod Kumar Mandawaria submitted his Report as under:-

Particulars	Resolution No. 1 (Special Resolution)			Resolution No. 2 (Special Resolution)		
	No. of Postal Ballot Forms	No. of Shares	% of total paid up Equity Capital	No. of Postal Ballot Forms	No. of Shares	% of total paid up Equity Capital
(a) Total postal ballot forms received	75	5744667	71.14	75	5744617	71.14
(b) Less: Invalid postal ballot forms (as per register)	3	600	0.007	3	600	0.007
(c) Net valid postal ballot forms (as per register)	72	5744067	71.13	72	5744017	71.13
(d) Postal ballot forms with assent for the Resolution	70	5744027	71.13	70	5743977	71.13
(e) Postal ballot forms with dissent for the Resolution	2	40	0.0009	2	40	0.0009
(f) % of Votes in favour of the			99.9993			99.9993

Resolution					
(g) % of Votes against the Resolution			0.0007		0.0007

Mr. R. V. Maheshwari, Chairman & Managing Director of the Company after receiving the Scrutinizer's Report as mentioned above announced the following Results of the Postal Ballot:-

**Item No. 1**

**Alteration of object Clause of the Memorandum of Association of the Company:**

**Details of Voting:-**

Particulars	Resolution No. 1 (Special Resolution)		
	No. of Postal Ballot Forms	No. of Shares	% of total paid up Equity Capital
(a) Total postal ballot forms received	75	5744667	71.14
(b) Less: Invalid postal ballot forms (as per register)	3	600	0.007
(c) Net valid postal ballot forms (as per register)	72	5744067	71.13
(d) Postal ballot forms with assent for the Resolution	70	5744027	71.13
(e) Postal ballot forms with dissent for the Resolution	2	40	0.0009
(f) % of Votes in favour of the Resolution			99.9993
(g) % of Votes against the Resolution			0.0007

In brief the Total No. of Votes polled in favour of the resolution was 99.9993 and against the Resolution was 0.0007.

The Chairman & Managing Director stated that the Special Resolution set out at serial No. 1 of the Postal Ballot Notice relating to alteration of Memorandum of Association of the Company has been approved by the Members with the requisite majority and the date of declaration of the results shall be the date of passing the Resolution which is reproduced below:

“RESOLVED THAT Pursuant to the provisions of Section 17 of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered by adding new Sub Clauses 80,81 and 82 immediately after Sub Clause 79 in Clause III (C) – Other Objects:-

80. To carry on business of Printing of Annual Reports, Prospectus, Office Stationery, Application Forms, Leaflets, Brouchers, Posters, Cheque Books, Share Certificates, Debenture Certificates, Bond Certificates. Dividends Warrants, Refund Orders, Railway Tickets, Coupon Booklets, Scratch Cards, Loyalty Cards, Recharge Coupons, Driving License, Welcome Kits, Text Books, Answer Books, Question Papers, Exam Pads, Work books, Map Books, Exercise Note Books and all kind of printing stationery.
81. To undertake manufacturing of or otherwise deal in Cartons, Paper Board Mono Cartons, Line Cartons, Display cartons, Window cartons, corrugated Boxes, Soap Wrappers, Stiffeners, Normal cartons, E Flute Cartons, Special Effect Cartons, Water based varnished cartons, Laminated Cartons, Multi-color Corrugated Shipper Boxes.
82. To carry on business of manufacturing and to deal in packaging materials, flexible packaging material of multi layer film laminates, custom designed plastic foil and paper based laminate structures, printed packaging materials for packaging of products in solid, powder, liquid form and paste form, specialized structures include those providing high barriers, high strength for transportation over long distances, high speeds on filling lines, holographic images and hot melt and cold seal coatings, Shrink Sleeves and pre-formed pouches including stand-up and zipper options, metalized film and engraved cylinders.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in these matters.”

**Item No. 2**

**Commencement of new business set out in the newly added sub Clauses 80, 81 and 82 of sub Clause 79 in Clause III (C) – Other Objects:-**

**Details of Voting:-**

Particulars	Resolution No. 2 (Special Resolution)		
	No. of Postal Ballot Forms	No. of Shares	% of total paid up Equity Capital
(a) Total postal ballot forms received	75	5744617	71.14
(b) Less: Invalid postal ballot forms (as per register)	3	600	0.007
(c) Net valid postal ballot forms (as per register)	72	5744017	71.13
(d) Postal ballot forms with assent for the Resolution	70	5743977	71.13
(e) Postal ballot forms with dissent for the Resolution	2	40	0.0009
(f) % of Votes in favour of the Resolution			99.9993
(g) % of Votes against the Resolution			0.0007

In brief the Total No. of Votes polled in favour of the resolution was 99.9993 and against the Resolution was 0.0007.

The Chairman & Managing Director stated that the Special Resolution set out at serial No. 2 of the Postal Ballot Notice relating to Commencement of new business set out in the newly added sub Clauses 80, 81 and 82 of sub Clause 79 in Clause III (C) – Other Objects has been approved by the Members with the requisite majority and the date of declaration of the results shall be the date of passing the Resolution which is reproduced below:

"RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions if any of the Companies Act, 1956 approval be and is hereby accorded to the commencement of following business by the Company:-

The business of printing, manufacturing of cartons and manufacturing of flexible packaging materials etc. as specified in proposed Sub Clause 80, 81 and 82 of Clause III (C) of the Memorandum of Association of the Company."

Place: Boisar

Date: 31.10.13

Sd/-

CHAIRMAN