

# Orient Press Limited

Registered Office: L-13 MIDC Tarapur Industrial Area, Dist. Thane, Boisar- 401506.

Date:- 21-9-2013

Dear Member/(s)

## **Postal Ballot Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001**

Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, Notice is hereby given that the Company is seeking consent of its Members by passing Resolutions on voting through Postal Ballot in respect of the following Special business viz. (1) alteration of Clause III (C) of the Memorandum of Association of the Company by adding new sub clause 80, 81 and 82 and commencement of these new business after obtaining consent of the Members as aforesaid, details of which are given in the proposed Resolution at Sr.No.1 and Sr. No.2 given below.

The proposed Special business along with the Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. Vinod Kumar Mandawaria, Practicing Company Secretary, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot and return the Form duly completed in the attached self addressed, prepaid postage Envelope, so as to reach the Scrutinizer on or before the close of working hours on Friday, the 25<sup>th</sup> October, 2013. The Ballot Form received after the said date will be treated as not received. The Scrutinizer will submit his Report to the Chairman and Managing Director after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on Thursday, the 31st October, 2013 at 4.00 P.M. at the Registered office of the Company.

The date of declaration of result shall be deemed to be date of passing of the said Resolution.

### **Sr. No. 1**

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 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.”

**Sr. No. 2**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:-

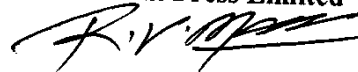
“RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions if any of the Companies Act, 1956 approval be and is hereby accorded to the commencement of following business by the Company:-

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.”

**Regd. Office:**

L-13 MIDC Tarapur Industrial Area,  
Boisar 401506, Dist. Thane

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



**(R. V. Maheshwari)  
Chairman & Managing Director**

**Notes:**

1. An Explanatory Statement pursuant to Section 192A of the Companies Act, 1956 in respect of the business under Item No. 1 & 2 is annexed hereto.
2. The Notice is being sent by post to all the Members, whose names appeared in the Register of Members as on Friday, the 20<sup>th</sup> September, 2013.
3. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be born and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours on Friday, the 25th October, 2013.

4. The result of the Postal Ballot shall be announced by the Chairman and Managing Director or in his absence by any other person authorized by the Chairman and Managing Director, on Thursday, the 31st October, 2013 at the Registered Office of the Company at L-13 MIDC Tarapur Industrial Area, Dist. Thane, Boisar- 401506 at 4.00 P.M.
5. Subsequently Result of the Postal Ballot will be published in at least one English and one Marathi language Newspaper. The result of the Postal Ballot will also be displayed at website of the Company.

**Explanatory Statement and reasons pursuant to Section 173 (2) read with Section 194 A (2) of the Companies Act, 1956.**

**Item No.1**

The Company is already in the business of printing, manufacturing of cartons and manufacturing of flexible packaging materials etc. as specified in the Resolution set out at Sr. No. 1 which are broadly covered under existing Clauses of the Memorandum of Association of the Company. However, Company wants to include specifically these products in the Object Clause of the Memorandum of Association of the Company as specified under proposed Sub Clause 80, 81 and 82 of Clause III (C).

As per the provisions of Section 17 of the Companies Act, 1956 the Object Clause of the Memorandum of Association of the Company can be altered by consent of Members of the Company by way of a Special Resolution. The Resolution set out under Sr. No. No. 1 is meant for this purpose.

The proposed business can under existing circumstances may conveniently and advantageously be combined with the business of the Company and will be in the interest of the Company.

The Directors commend the Resolution for your approval.

None of the directors is concerned or interested in the Resolution.

**Item No.2**

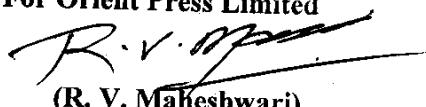
As per the provisions of Section 149 (2A) of the Companies Act, 1956 approval of the Members is required to commence any business which is covered under other Objects in the Memorandum of Association of the company by a Special Resolution.

The Resolution set out at Sr. No. 2 is meant for obtaining approval of the Members of the Company for the purpose.

The Directors commend the Resolution for your approval.

None of the directors is concerned or interested in the Resolution.

Regd. Office:  
L-13 MIDC Tarapur Industrial Area,  
Boisar 401506, Dist. Thane

By Order of the Board  
For Orient Press Limited  
  
(R. V. Maheshwari)  
Chairman & Managing Director



Corporate Office : 20, Pragati Industrial Estate  
N. M. Joshi Marg, Mumbai 400 011, India  
T : +91-22-4028 5800 / 809 • F : +91-22-2308 0785  
E : orient@orientpressltd.com • W : www.orientpressltd.com



### Postal Ballot : Calendar of Events

Sr. No.	Particulars of Events	Date and Day
1	Date on which consent given by the scrutinizer Act as scrutinizer	Friday, August 23, 2013
2	Date of Board Resolution authorizing Managing Director to be responsible for entire poll process	Saturday, August 24, 2013
3	Date of appointment of Scrutinizer	Saturday, August 24, 2013
4	Date of dispatch and completion of dispatch of Notice alongwith Postal Ballot form	Wednesday, September 25, 2013
5	Last date for receiving Postal Ballot paper by Scrutinizer	Friday, October 25, 2013
6	Date of declaration of results at the Registered Office by the Chairman	Thursday, October 31, 2013
7	Last date for signing the Minute Book by the Chairman in which results Postal Ballot was Recorded	Within 30 days of declaration of results
8	Date of returning the Postal Ballot papers and other records, related papers by scrutinizer to the Chairman	Thursday, October 31, 2013
9	Date of handling of the Postal Ballot papers to the Designated authority	Within 30 days of declaration of results

For **ORIENT PRESS LIMITED**

**(R.V.MAHESHWARI)**  
**Chairman & Managing Director**