

for ORIENT PRESS LTD

*J. Maheshwari*  
Director

**MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ORIENT PRESS LIMITED HELD ON SATURDAY, THE 27<sup>TH</sup> SEPTEMBER, 2014 AT 12.30 P.M. AT L-31 MIDC TARAPUR INDUSTRIAL AREA, BOISAR 401 506, DIST THANE**

**PRESENT :-**

- |                             |   |                                       |
|-----------------------------|---|---------------------------------------|
| 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. Shri R Kannan            | - | Director                              |
| 8. Shri Ghanshyamdas Mundra | - | Director                              |

10 other Members were personally present and 6 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 31<sup>st</sup> March, 2014 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 N Pai 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 Kamal Kishore Chopda proposed following Resolution as an “**Ordinary Resolution**” :-

“RESOLVED THAT a dividend @ Re. 1.00 per Equity Share on the 80,75,000 Equity Shares of the Company be and is hereby declared for the year ended 31<sup>st</sup> March, 2014 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 as at the end of the business hours on 27<sup>th</sup> September, 2014.”

Shri Prakash 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 R V Maheshwari proposed following Resolution as an “**Ordinary Resolution**”:-

“RESOLVED THAT Shri Rajaram Maheshwari, who retires by rotation as per the provisions of Section 152(6)(a)(ii) of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retirement 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.

Shri Arun Jajodia proposed following Resolution as an “**Ordinary Resolution**” :-

“RESOLVED THAT Shri Sanjay Maheshwari, who retires by rotation as per the provisions of Section 152(6)(a)(ii) of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retirement by rotation.”

Shri Prakash 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 Arun Jajodia proposed following Resolution as an “**Ordinary Resolution**” :-

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 M/s. B L Sarda & Associates, Chartered Accountants (Registration no. 109266W) be and are hereby appointed as Auditors of the Company for a term of 3 years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company”.

Shri Ramvilas 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.

Smt. Kiran Bhatia proposed following Resolution as an "**Ordinary Resolution**" :-

"RESOLVED THAT pursuant to the provisions of Section 73 of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board") to accept Fixed Deposits from the Members of the Company from time to time up to an amount of Rs.10 Crores on such terms and conditions as may be fixed by the Board subject to Compliance of limits of amount of deposits, interest rate and all other terms and conditions specified in Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014".

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. R Kannan (holding DIN 00227980), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation, be and is hereby appointed as an Independent Director of the Company with effect from 27<sup>th</sup> September, 2014 to hold office for five consecutive years for a term up to the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company in the calendar year 2019".

Shri Ramvilas 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 R Kannan proposed following Resolution as an **“Ordinary Resolution”** :-

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Vilas Dighe (holding DIN 02064647), Director of the Company whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company with effect from 27<sup>th</sup> September, 2014 to hold office for five consecutive years for a term up to the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company in the calendar year 2019”.

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Ghanshyamdas Mundra (holding DIN 00035877), Director of the Company whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company with effect from 27<sup>th</sup> September, 2014 to hold office for five consecutive years for a term up to the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company in the calendar year 2019”.

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. G Ravishankar (holding DIN 02559630), Director of the Company whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company with effect from 27<sup>th</sup> September, 2014 to hold office for five consecutive years for a term up to the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company in the calendar year 2019”.

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

“RESOLVED THAT pursuant to the provisions of Section 14(1) and all other applicable provisions, if any, of the Companies Act, 2013, Article 129 of the Articles of Association of the Company be and is hereby altered by substituting following new sub Article (d) immediately after Article 129(c) the following wordings:-

129(d) “Subject to the provisions of Section 203 (1) of the Companies Act, 2013 an individual can be appointed or reappointed as the Chairperson as well as the Managing Director or Chief Executive Officer of the Company at the same time”.

Shri Vikas 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.

**VOTE OF THANKS :-**

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

Place : Boisar  
Date : 26<sup>th</sup> August, 2013

Sd/-  
**CHAIRMAN**