



STAR EXPORT HOUSE

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N. M. Joshi Marg, Mumbai 400 011, India
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E : orient@orientpressltd.com • W : www.orientpressltd.com
CIN: L22219MH1987PLC042083



2nd September, 2016

The General Manager
Corporate Relations Department
BSE Ltd.
1st Floor, New Trading Ring
Phiroz Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code: 526325

The General Manager
The National Stock Exchange of India Ltd.
"Exchange Plaza", C-1, Block 'G'
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Scrip Code: ORIENTLTD

Dear Sir(s),

Sub.: Notice for 28th Annual General Meeting of the Company

Please find attached Notice of the 28th Annual General Meeting of the Company to be held on Saturday, the 24th day of September, 2016 at 12.30 P.M. at the Registered office of the Company at Plot No. L-31, MIDC, Tarapur Industrial Area, Boisar -401506, Dist. Palghar, Maharashtra.

This is for your information and record.

Kindly acknowledge receipt.

Thanking you

Yours faithfully

For Orient Press Limited

Kanaklatajain
K Lata Jain
Company Secretary



NOTICE

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of **Orient Press Limited** (CIN: L22219MH1987PLC042083) will be held on Saturday, the 24th day of September, 2016 at 12.30 P.M. at the Registered Office of the Company at Plot No. L-31, MIDC, Tarapur, Industrial Area, Boisar 401506, Dist. Palghar, Maharashtra to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs. 1.25/- per Equity Share of Rs. 10/- each.
3. To appoint a director in place of Mr. Rajaram Maheshwari (DIN: 00249954), who retires by rotation and being eligible offers himself for re-appointment.

4. To ratify the appointment of Auditors

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 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (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 for ratification of the appointment of M/s. B.L. Sarda & Associates, Chartered Accountants (Firm Registration No. 109266W), as the Statutory Auditors of the Company made in the 26th Annual General Meeting of the Company to hold office from the conclusion of the 26th Annual General Meeting of the Company until the conclusion of the 29th Annual General Meeting and the Board of Directors be and are hereby authorized to fix their remuneration for the financial year 2016-17 on the recommendation of the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

5. To Ratify the Remuneration of Cost Auditors

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 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs. 2,50,000/- plus service tax and out-of-pocket expenses payable to M/s. Rohit J Vora, Mumbai, Cost Accountants (Membership No. 5740) who was appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost

records of the Company for the year ended 31st March, 2016 be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To Re-appoint Mr. R.V. Maheshwari as Managing Director

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, 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 with effect from 28th April, 2016 to the remaining period of his tenure viz. 30th September, 2017 on the same terms and conditions including remuneration as earlier appointed in the Meeting of Board of Directors of the Company held on 27th September, 2014 and which approved by the members of the Company in the Annual General Meeting held on 31st August, 2015;

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 and to seek such approval/consent from the government departments, as may be required in this regard.”

7. To borrow Money in excess of paid up share capital & free reserve

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include person(s) authorized and / or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), for borrowing from time to time, by way of loans, credit facilities, debt instruments, Fixed Deposits or in any other forms, any sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Mutual Funds, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, in addition to the monies already borrowed by the Company, in excess of the aggregate of paid up share capital and free reserves of the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), provided that the total amount of money or monies

so borrowed and outstanding at any time shall not exceed the sum of Rs. 90 Crores (Rupees Ninty Crores only) at any time;

RESOLVED FURTHER THAT the Board of Directors or its delegated authority be and is hereby authorized to finalize terms and conditions of such borrowing and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

8. To Create charge on the Assets 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** in pursuant to the provisions of 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modification(s) or re- enactments thereof for the time being in force) and subject to such consents, approvals and permissions as may be necessary in that regards, consent of the Members of the Company be and is hereby accorded for creation by the Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of its Directors”), such mortgages, charges and hypothecations as may be necessary in addition to the existing charges, mortgages and hypothecations created by the Company on such movable and immovable properties of the Company, both present and future, in such manner as the Board may direct in favour of Financial institutions, Investment Institutions and their subsidiaries, banks, mutual funds, trusts, NBFC, other bodies corporate or other entities as may be permissible (hereinafter referred to as the “Lending Agencies”) and trustees for the holders of debentures/ bonds and /or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 90 Crores (Rupees Ninty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the trustees under the Trust Deed and to the Lending Agencies under the respective Agreements/ Loan Agreements/ Debenture Trust Deeds entered /to be entered into by the Company in respect of the said borrowings;

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/ trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper and desirable and to settle any questions, difficulties or doubts that may arise in regard to creating mortgages / charges as aforesaid without requiring the Board to secure any further consent or approval of the Members and the Board is hereby further authorised to nominate one or more representative of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

9. To Keep Register of Members at any other place instead of Registered office of the Company

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 the Section 94 of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the Company for keeping its Register of Members maintained under the provisions of Section 88 of the Companies Act, 2013 at the office of its Registrar and Share Transfer Agent M/s.Universal Capital Securities Pvt. Ltd. (Formerly known as Mondkar Computers Pvt. Ltd), 21 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East) Mumbai 400 093 instead of keeping and maintaining the same at the Registered Office of the Company with effect from 26th September, 2016.;

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

By Order of the Board of Directors

(Ramvilas Maheshwari)
Chairman & Managing Director
DIN: 00250378

Place: Mumbai

Date: 12th August, 2016

Registered Office:

L-31, MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra

Notes:

1. The Register of Beneficial Owners and Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 18th September, 2016 to Saturday, 24th September, 2016 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items No. 5 to 9 is annexed hereto and forms part of this Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, should be duly completed, stamped and signed, must be deposited at the Registered Office of the Company not less than Forty Eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital carrying voting rights. A Member holding more than ten percent of the total share capital of the Company

carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting.
5. Equity Dividend, if approved by the Members at the Annual General Meeting, will be paid to the Equity Shareholders whose names appear in the Register of Member as on 17th September, 2016, or Register of Beneficial Owners at the close of business hours on 17th September, 2016, as per details furnished by the Depositories for this purpose.
6. Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Slandered on General Meeting, the details of Directors seeking appointment / re-appointment are provided in the **Annexure A** to this Notice.
7. In order to enable the Company to remit dividend electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc. Members are requested to provide / update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque. The said information should be submitted to the Company, if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.
8. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.
9. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
10. Members holding shares:
 - (a.) in electronic (Demat) form are advised to inform the particulars of their bank account, change of address and E-mail ID to their respective DP only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Universal Capital Securities Pvt. Ltd. cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the Members to their DP.
 - (b.) in physical form are advised to inform the particulars of their bank account, change of address and E-mail ID to RTA.
11. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company / RTA.

12. NRI Members are requested to:
 - (a) change their residential status on return to India permanently.
 - (b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
13. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant Share Certificates to the Company's RTA for doing the needful.
14. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit the PAN to their respective DP. Members holding shares in physical form can submit their PAN details to the Company / RTA.
15. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the Transfer Deeds and Share Certificate(s) at the time of lodgement of transfer of share is mandatory.
16. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company will transfer the unclaimed dividend to the Investor Education and Protection Fund (IEPF) established by the Central Government after the expiry of seven years from the date of transfer to unpaid & unclaimed dividend account.
17. Members, who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately.

Also, pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared, on the website of the Company.

18. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days (Except Friday) from the date hereof up to the date of the Meeting.
19. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
20. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail ID either with their DP or the Company. The Annual Report for the year ended 31st March, 2016 is being sent by electronic mode to those Members whose E-mail IDs are registered with the Company / Depositories, unless a Member has requested for a physical copy of the same.
Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their E-mail IDs. The Annual Report for the year ended 31st March, 2016 is available on the Company's website www.orientpressltd.com.

21. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
22. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
23. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
24. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.
25. Route Map to the venue of AGM is annexed.

E-voting:

Pursuant of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 28th Annual General Meeting of the Company.

It is hereby clarified that it is not mandatory for a Member to cast vote using e-voting facility.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the 28th AGM. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the Meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on cut off date i.e. Saturday, 17th September, 2016.

Mr. Vinod Kumar Mandawaria of V.K. Mandawaria & Co., Practicing Company Secretary (Membership No.: 2209; CP No: 2036) (Address: 28, Mogal Bldg., 2nd Floor, 25, Vaju Kotak Road, Fort, Mumbai- 400001) has been appointed as Scrutinizer for conducting the e-voting process in the fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any within Forty Eight hours from the conclusion of the Annual General Meeting.

The result declared along with the Scrutinizer's report shall be placed on the website of the Company www.orientpressltd.com and shall simultaneously be communicated to the Stock Exchanges.

Members are requested to follow the instructions below to cast their vote electronically:-

- (i) The remote e-voting period begins on Wednesday, 21st September 2016 at 9.00 a.m. (IST), and ends on Friday, 23rd September, 2016 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 17th September, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Friday, 23rd September, 2016.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” tab to cast your vote.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (which is mentioned in address label as sr. no affixed on Annual Report) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date	If both the details are not recorded with the depository or company please enter

of Birth (DOB)	the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Orient Press Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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. iPhone and Windows phone users can download the app from the App Store

and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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.
- (xxi) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 17th September, 2016, may follow the same instructions as mentioned above for e-Voting or send a request at share@orientpressltd.com, However, if such member is already registered with CDSL for remote e-voting then he/she/it can use his/her/ its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL. The same can be done by using "Forgot user Details/ Password" option avail on www.evotingindia.com.
- (xxii) 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.
- (xxiii) Notice of the Annual General Meeting is also displayed at www.orientpressltd.com or at www.evotingindia.com.

In case a member receives physical copy of the Notice [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

1. Please follow all steps from sl. no. (i) to sl. no. (xxii) above to cast vote.
2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot / Poll paper at AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail.

3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 5

The Company is directed under the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014('the Rules') to have the audit of its cost records conducted by a cost accountant in practice. The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s. Rohit J Vora, Mumbai, Cost Accountants (Membership No. 5740) and remuneration of the Cost Auditor of Rs. 2,50,000/- plus service tax and out-of-pocket expenses to conduct the audit of the cost records of the Company for the financial year 31st March, 2016.

In accordance with the provisions of Section 148 of the Act read with Rules, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is being sought for the proposal contained in the resolution set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board commends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary 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

Mr. Ramvilas Maheshwari (DIN:00250378), is a promoter and Chairman & Managing Director of the Company and having over 50 years of experience in the field of printing industry. He has a degree in Bachelor of Commerce.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on 27th September, 2014, re-appointed him as Managing Director of the Company for a further period of three years with effect from 1st October, 2014 to 30th September, 2017 subject to the consent of the Members of the company on following remuneration and terms & conditions:-

1. **BASIC SALARY** : Rs.1,30,000/- 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, subject however that these perquisites and allowances will be subject to a limit of Rs.9,50,000/- 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 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 increment from time to time as decided by the Nomination and Remuneration 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. 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 does not have adequate profits and will be subject to the approval of members of the Company by a Special Resolution to be obtained in a General Meeting giving the necessary information and disclosure as specified in Schedule V of the Act.

The appointment with Mr. Ramvilas Maheshwari may be terminated by either party by giving three months notice in each case.

The remuneration of Mr. Ramvilas Maheshwari is within the ceiling limit specified in Schedule V of the Companies Act, 2013.

The Chairman & Managing Director shall be subject to the superintendence and control of Board of Directors of the Company, manage the whole business and affairs of the Company.

The Members of the Company accorded their consent for the appointment by a Special Resolution in the 27th Annual General Meeting of the Company held on 31st August, 2015.

As per the provisions of Section 196(3) of the Companies Act, 2013, Mr. R.V. Maheshwari, Managing Director of the Company, who attended the age of 70 years on 28th April, 2016 could not continued to act as Managing Director of the Company with effect from 28th April, 2016 and his office of Managing Directorship came to end by operation of Law. However, He can be re-appointed as a Managing Director of the Company by passing a Special Resolution in a General Meeting giving the justification for his re-appointment in the Explanatory Statement annexed to the Notice of General Meeting.

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 long business experience and on the recommendation of the Nomination & Remuneration Committee Meeting, the Board of Directors at their meeting held on 28th April, 2016 was of the considered opinion that for smooth and efficient running of the business, the services of Mr. Ramvilas Maheshwari should be available to the Company and reappointed him as Managing Director of the Company with effect from 28th April, 2016 to the remaining period of his tenure viz. 30th September, 2017 on the same terms and conditions including remuneration as earlier appointed in the Meeting of Board of Directors of the Company held on 27th September, 2014.

As the profits of the company were inadequate the 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 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 Managing Director requires approval of the Members in General Meeting.

The brief resume of Mr. Ramvilas Maheshwari is provided in **Annexure A** to the 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.

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 Special Resolutions.

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. 7

The Company is focusing on development of the business of the company. The Company would need funds for expansion/diversification business activities/plans for proposed factory at Noida, Uttar Pradesh and an office premises at Mumbai.

Keeping in view the future fund requirements for expansion plans of the Company for proposed factory at Noida, Uttar Pradesh and an office premises at Mumbai, the Board of

Directors at its Board meeting held on 12th August, 2016 has approved enhancement of the borrowing limits upto Rs. 90 Crores (Rupees Ninty Crores only). As per the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the Members of the Company is required to borrow money in excess of the aggregate of paid up share capital and free reserves of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business).

The Board of Directors therefore recommends the resolution as set out in Item No. 7 of the Notice for approval of members of the Company by way of Special Resolutions.

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.8

The Company has taken Secured loans from Banks. Further the Company is in the process of tying up secured loans from Banks for its Factory at Noida, Uttar Pradesh and an office premises at Mumbai. To secure their loan/credit facilities, Company is required to provide them security of its movable and immovable Assets.

In terms of provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the Company owns more than one undertaking, of the whole or the whole of any of such undertakings, without the consent of the Members by a Special Resolution. The creation of Mortgage or charge on the Fixed Assets of the Company in favor of Lenders may amount disposable of the Fixed Assets.

Therefore the Resolution at set out in Item No. 8 of the notice has been proposed to take consent of the Members of the Company by way of special resolution for creation of mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the company's assets in favour of Company's Bankers/ Financial Institutions/ other lending parties for the amounts borrowed within the limit specified in the Resolution at item No. 8 of the Notice.

The Board recommends the Resolution for your consent.

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. 9

Your Company proposes that the Register of Members should be kept and maintained at the office of the Registrar & Share Transfer Agent of the Company M/s.Universal Capital Securities Pvt. Ltd., Mumbai instead of keeping and maintaining at its Registered Office because they are handling the share transfer work of the Company both for physical as well as for Demat and therefore keeping and maintaining the Register at its registered office will be duplicity of the work.

As per the provisions of Section 94 of the Companies Act,2013, consent of the Members of the Company is required for keeping the register of Members at any other place other than at its registered office.

The Board of Directors therefore recommends the resolution as set out in Item No. 9 of the Notice for approval of members of the Company by way of Special Resolutions.

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

By Order of the Board of Directors

(Ramvilas Maheshwari)
Chairman & Managing Director
DIN: 00250378

Place: Mumbai
Date: 12th August, 2016

Registered Office:
L-31, MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar (Maharashtra)

ANNEXURE A

Additional Information on Directors recommended for 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:

Name of the Director	Mr. Rajaram Maheshwari	Mr. Ramvilas Maheshwari
DIN	00249954	00250378
Date of Birth	14.01.1950	28.04.1946
Date of Appointment	10.07.1987	02.01.1987
Qualifications	Science Graduate	Commerce Graduate
Brief Resume and nature of expertise in functional areas	Mr. Rajaram Maheshwari is Science Graduate and have 46 Years of industry experience in the field of Flexible Packaging.	Mr. Ramvilas Maheshwari is Commerce Graduate and have 50 years of industry experience in the field of Printing. He was working as Chairman & Managing Director of the company to manage the whole business and affairs of the Company.
Terms and Conditions of Re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on 31st August, 2015, Mr. Rajaram Maheshwari was re-appointed as a Whole-time Director designated as Executive Director of the Company.	As per the resolution passed by the shareholders at the Annual General Meeting held on 31st August, 2015, Mr. Ramvilas Maheshwari was re-appointed as a Managing Director of the Company.
Remuneration last drawn	Rs. 25,07,180/- p.a.	Rs. 25,07,180/- p.a.
Remuneration proposed to be paid	Not Applicable	As mentioned in the resolution
Number of Shares held in the Company as on 31 st March, 2016	252172	454150
Directorship held in other Public Companies as on (March 31, 2016) (excluding foreign and Private Companies)	Orient Flexipack Limited (unlisted)	Orient Flexipack Limited (unlisted)
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2015-16	Please refer Corporate Governance Report section of the Annual Report 2015-16
Chairmanship/Membership of Audit & Stakeholders Relationship Committee of	Nil	Nil

other Public Companies		
Relationship with other Directors/Key Managerial Personnel	Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari.	Mr. R. V. Maheshwari is the brother of Mr. R. R. Maheshwari and father of Mr. Prakash Maheshwari.

ANNEXURE B

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I General Information:

- i. Nature of Industry: Printing and Packaging
- ii. Date or expected date of Commercial Production: N.A. since the Company has already commenced its business activities
- iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

iv. Financial Performance:

(Rs. In Lacs)

Particular	For the year Ended		
	F.Y. 2013-14	F.Y. 2014-15	F.Y. 2015-16
Total Revenue	18019.04	19696.80	20383.07
Depreciation	531.67	580.51	588.38
Total Expenses	17802.41	19456.81	19987.52
Net Profit	102.55	192.26	238.13
Paid up Capital	807.5	807.5	807.5
Reserves & Surplus	5412.07	5484.56	5601.19
Earning Per Share	1.27	2.38	2.95

v. **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:

Name of Directors	Ramvilas Maheshwari
Background details	50 years of industry experience in the field of Printing
Past Remuneration	Rs. 25,07,180/-
Recognition and Awards	-
Job profile and his suitability	He was working as chairman & managing director of the company to manage the whole business and affairs of the Company. Re-appointed for same job profile so it is suitable for the company.
Remuneration proposed	As mentioned in the resolution
Pecuniary relationship directly or	Apart from receiving Managerial

indirectly with the Company, or relationship with the managerial personnel, if any	Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with the managerial personnel (Mr. R. V. Maheshwari is the brother of Mr. R. R. Maheshwari and father of Mr. Prakash Maheshwari) as described in Corporate Governance Report and holding 454150 equity shares of the company.
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Comparative remuneration profile with respect to industry, size of Company, profile of the position and person:

The remuneration offered to Mr. Ramvilas Maheshwari, is at par with the industry norms. The Board of Directors considers that the remuneration proposed to him is justified, commensurate with other organizations of the similar type, size and nature in the Printing and Packaging industry.

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.

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 it 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 Corporate Governance Report part of the Annual Report.

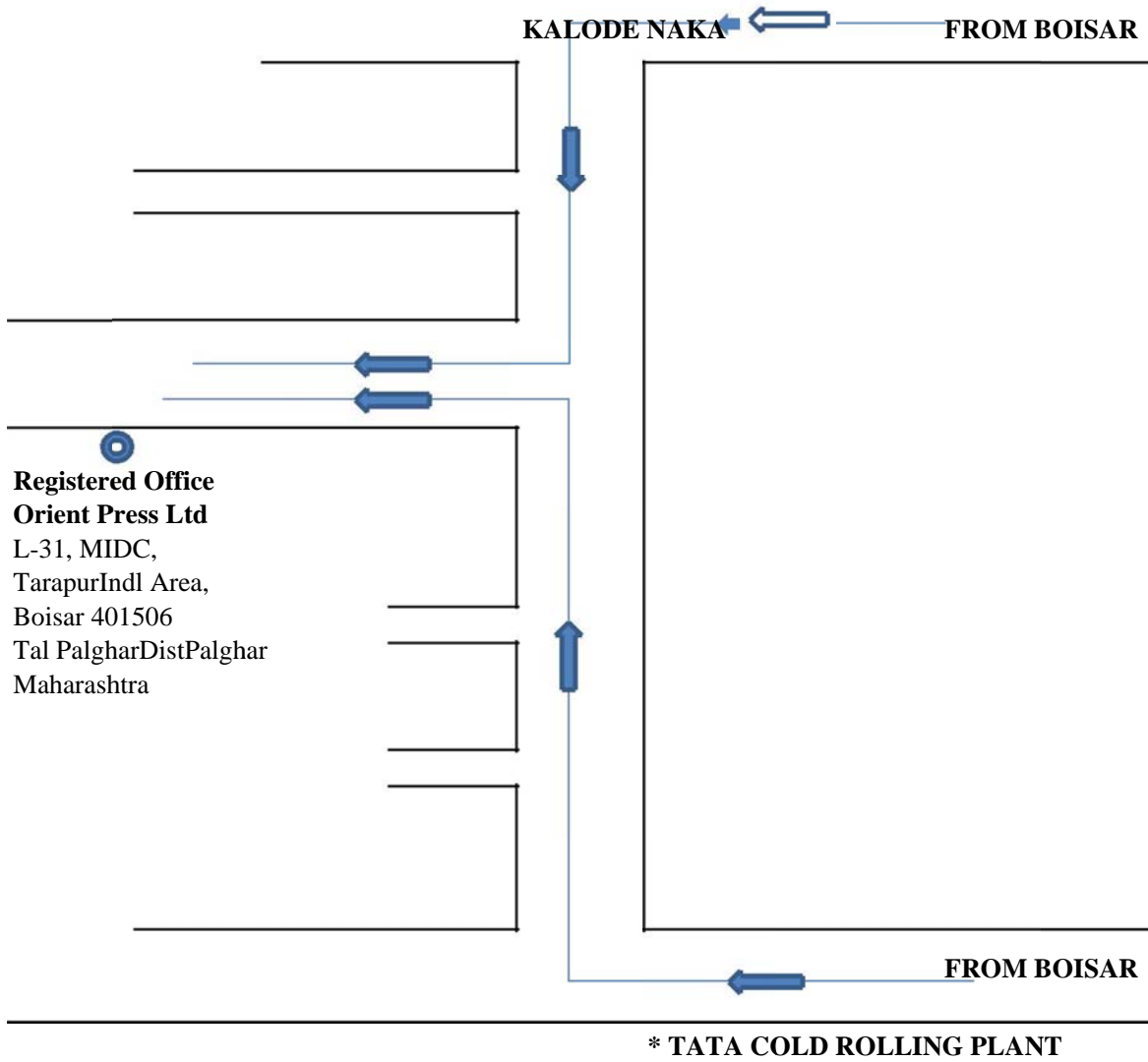
By Order of the Board of Directors

(Ramvilas Maheshwari)
Chairman & Managing Director
DIN: 00250378

Place: Mumbai

Date: 12th August, 2016

ROUTE MAP TO THE 28th AGM VENUE



Orient Press Limited

CIN: L22219MH1987PLC042083

Registered Office: L-31, M.I.D.C., Tarapur Industrial Area, Boisar 401506 Dist. Palghar (Maharashtra)

Website: www.orientpressltd.com; Email: share@orientpressltd.com

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
ATTENDANCE SLIP**

28th Annual General Meeting on 24th September, 2016 at 12.30 p.m.

DP id*	
Client id	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE MEMBER.....

NAME OF JOINT HOLDER(S).....

I/We hereby record my/our presence at the **28th Annual General Meeting** of the members of the Company held on Saturday, 24th September, 2016 at 12.30 p.m. at the Registered Office of the Company at L-31, M.I.D.C., Tarapur Industrial Area, Boisar 401 506, Dist. Palghar (Maharashtra).

Name of the Member / Proxy

Signature of Member / Proxy



Orient Press Limited

CIN: L22219MH1987PLC042083

Registered Office: L-31, M.I.D.C., Tarapur Industrial Area,Boisar – 401 506, Dist. Palghar (Maharashtra)

Website: www.orientpressltd.com; Email: share@orientpressltd.com

Proxy Form- MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):
Registered Address:
E-mail ID:
Regd. Folio No./Client ID -DP ID

I/We, being the member(s) ofshares of Orient Press Limited, hereby appoint:

1) Name:.....

Address:.....

E-mail id:

Signature:or failing him/her

2) Name:

Address:

E-mail id:

Signature:or failing him/her

3) Name:

Address:

E-mail id:

Signature:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the members of the Company to be held on Saturday, 24th September, 2016 at 12:30 p.m.at Registered Office at L-31, M.I.D.C., Tarapur Industrial Area, Boisar 401 506,Dist. Palghar(Maharashtra) and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and Reports of the Board of Directors and Auditors thereon.		
2.	To declare a dividend of Rs. 1.25/- per Equity Share of Rs. 10/- each		
3.	To appoint a director in place of Rajaram Maheshwari (DIN: 00249954), who retires by rotation and being eligible offers himself for re-appointment.		
4.	To ratify the appointment of Auditors and to fix their remuneration.		
	Special Business		
5.	To Ratifythe Remuneration of Cost Auditorsfor the year ended 31st March, 2016		

6.	To Re-appoint Mr. R.V. Maheshwari as Managing Director.		
7.	To borrow Money in excess of paid up share capital & free reserve.		
8.	To create charge on the Assets of the Company.		
9.	To Keep Register of Members at any other place instead of Registered office of the Company.		

Signed this.....day of 2016

Affix Revenue Stamp Re. 1/-

Signature of shareholder

.....
Signature of first
proxy holder

.....
Signature of second
proxy holder

.....
Signature of third
proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
- (2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
- (3) **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote at the Meeting in the manner he/she thinks appropriate.
- (4) Appointing a proxy does not prevent a member from attending the Meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.