



STAR EXPORT HOUSE

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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  
CIN: L22219MH1987PLC042083



31<sup>st</sup> August, 2017

The General Manager  
Corporate Relations Department  
BSE Ltd.  
1<sup>st</sup> 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 29<sup>th</sup> Annual General Meeting of the Company**

Please find attached Notice of the 29<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 23<sup>rd</sup> day of September, 2017 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

*K Lata Jain*

K Lata Jain

Company Secretary



## ORIENT PRESS LIMITED

### NOTICE

**NOTICE** is hereby given that the **Twenty Ninth Annual General Meeting** of the Members of **Orient Press Limited** (CIN: L22219MH1987PLC042083) will be held on Saturday, the 23<sup>rd</sup> day of September, 2017 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:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and Reports of the Board of Directors and Auditors thereon.
- To declare a dividend of ₹ 1.25/- per Equity Share of ₹ 10/- each.
- To appoint a director in place of Mr. Sanjay Maheshwari (DIN: 00250072), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
- To appoint Statutory Auditors of the Company and fix their remuneration**

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. Sarda & Pareek., Chartered Accountants (Firm Registration No. 109262W), be and are hereby appointed as Statutory Auditors of the Company, for a term of five years to hold office from the conclusion of the 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting, subject to ratification by the members at every Annual General Meeting and the Board of Directors be and are hereby authorised to fix their remuneration for the Financial year 2017- 2018 on the recommendation of Audit committee & in consultation with 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 ₹ 2,50,000/- plus GST and reimbursement of out of pocket expenses if any to M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), 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 31<sup>st</sup> March, 2017 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 Issue Equity Shares on Preferential basis**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with

- the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any Statutory modification(s) or reenactment thereof for the time being in force), and the rules and regulations made thereunder;
- the enabling provisions of the Memorandum and Articles of Association of the Company;
- the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the “SEBI ICDR Regulations”);
- the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the Stock Exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”), and subject to the Company obtaining necessary consents, sanctions, permissions or approvals from the Appropriate Authorities; and
- such conditions and modifications, as may be prescribed by one or more of the Appropriate Authorities while granting any such consents, sanctions, permissions or approvals (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company; consent, authority and approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to create, issue, offer and allot, in one or more installments, on preferential basis upto 19,25,000 fully paid Equity Shares of ₹ 10/- each of the Company for cash to the following proposed allottees at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.;

Name of the Proposed Allottee	No. of Equity Shares	Category
Ramvilas Maheshwari	1,36,000	Promoter Group
Ramvilas Maheshwari (HUF)	25,500	
Shantidevi Ramvilas Maheshwari	8,500	
Naveenkr Ramvilas Maheshwari	41,500	
Sunita Maheshwari	9,500	
Prakash Ramvilas Maheshwari	22,000	
Parul Prakash Maheshwari	7,500	
Vikas R Maheshwari	13,000	
Vandana Vikas Maheshwari	9,500	
Rajaram Maheshwari	75,500	
Rajaram Maheshwari (HUF)	25,250	
Kaushalyadevi Maheshwari	9,000	
Sanjay Maheshwari	44,500	
Anita Sanjay Maheshwari	9,500	
Rahul Maheshwari	43,000	
Shejal Rahul Maheshwari	9,000	
Fortune Couriers Limited	5,10,000	
Orient Fincorp Limited	1,90,000	
Salasar Investment and Leasing Pvt. Ltd.	55,000	
<b>Total Promoter Group</b>	<b>12,43,750</b>	

Rashmi Rajendra Saraogi	83,000	Non-Promoter Investor
Rajendra Motilal Saraogi	17,000	
Kanta Asawa	58,000	
Narayanprasad Mundhra (HUF)	40,000	
Nidhi Narayanprasad Mundhra	40,000	
Bimladevi Toshniwal	40,000	
Chhatisgarh Investments Limited jointly with Sarda Agriculture & Properties (P) Limited. Prachi Agriculture & Properties (P) Limited (Partners of CSP Investments-Partnership Firm)	4,03,250	
<b>Total Non-Promoter Investor</b>	<b>6,81,250</b>	
<b>GRAND TOTAL</b>	<b>19,25,000</b>	

**RESOLVED FURTHER THAT**, in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the price for the issue of Equity Shares is Wednesday, August 24, 2017 which is 30 days prior to the date of this Annual General Meeting i.e. Saturday, September 23, 2017;

**RESOLVED FURTHER THAT** that pricing of the Equity Shares to be issued shall be ₹ 60/- each (face value of ₹ 10/- plus a premium of ₹ 50/-) which is higher than ₹ 57/- per share calculated as per regulation 76A of SEBI (ICDR) Regulations, 2009 taking into account valuation parameters in case of infrequently traded shares as per the valuation certificate obtained by the Company from a Merchant Banker;

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the allottee in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval or within such other period as may be applicable in terms of SEBI ICDR Regulations;

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in period as provided under the provisions of SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted in the manner aforesaid shall rank *paripassu* with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem

fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the issue of Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**7. To Re-appoint Mr. Ramvilas 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 and Articles of Association of the Company, 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 for a period of three years with effect from 1<sup>st</sup> October, 2017 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 7 annexed hereto;

**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.”

**8. To Re-appoint Mr. Rajaram Maheshwari as a Whole Time 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 there under (including any statutory modification(s) or re-enactment

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thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajaram Maheshwari (DIN:00249954) as Whole Time Director, designated as Executive Director of the Company for a period of three years with effect from October 01, 2017 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 8 annexed hereto;

**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."

### 9. To Re-appoint Mr. Sanjay Maheshwari as a Whole Time 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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appointment of Mr. Sanjay Maheshwari (DIN: 00250072) as Whole Time Director of the Company for a period of three years with effect from November 01, 2017 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 9 annexed hereto;

**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.;

### 10. To Re-appoint Mr. Prakash Maheshwari as a Whole Time 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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appointment of Mr. Prakash Maheshwari (DIN: 00249736) as Whole Time Director of the Company for a period of three years with effect from November 01, 2017 on the remuneration and other terms and conditions details of which are given in Explanatory

Statement at item no. 10 annexed hereto;

**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;

By Order of the Board of Directors

**K Lata Jain**  
Company Secretary

Place: Mumbai  
Date: 17<sup>th</sup> August, 2017

#### **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, 17<sup>th</sup> September, 2017 to Saturday, 23<sup>rd</sup> September, 2017 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items No. 5 to 10 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 16<sup>th</sup> September, 2017, or Register of Beneficial Owners at the close of business hours on 16<sup>th</sup> September, 2017, 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 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 dividend 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, 2017 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, 2017 is available on the Company's website [www.orientpressltd.com](http://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

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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 29<sup>th</sup> 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 29<sup>th</sup> 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, 16<sup>th</sup> September, 2017.

Mr. Vinod Kumar Mandawaria of V. K. Mandawaria & Co., Practicing Company Secretary (Membership No.: 2209; CP No: 2036) (Address: 28, Mogal Bldg., 2<sup>nd</sup> 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](http://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, 20<sup>th</sup> September 2017 at 9.00 a.m. (IST), and ends on Friday, 22<sup>nd</sup> September, 2017 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, 16<sup>th</sup> September, 2017 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, 22<sup>nd</sup> September, 2017.
- (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](http://www.evotingindia.com).
- (iv) Click on "Shareholders/Members" 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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](http://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](mailto: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](mailto: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, 16th September, 2017, may follow the same instructions as mentioned above for e-Voting or send a request at [share@orientpressltd.com](mailto: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 available on [www.evotingindia.com](http://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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxiii) Notice of the Annual General Meeting is also displayed at [www.orientpressltd.com](http://www.orientpressltd.com) or at [www.evotingindia.com](http://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.

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.

# ORIENT PRESS LIMITED

## 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 Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), and remuneration of the Cost Auditor of ₹ 2,50,000/- plus GST and reimbursement of out of pocket expenses if any to conduct the audit of the cost records of the Company for the financial year 31<sup>st</sup> March, 2017.

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 31<sup>st</sup> March, 2017.

The Board recommends 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 or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice.

### Item No. 6

As per the provisions of Section 62 of the Companies Act, 2013, approval of the Members of Company is required if new Securities are not offered to the existing Members of the Company. As the proposed issue of Equity Shares is not being offered to all the existing members of the Company, approval of the members is required through a Special Resolution. Further as per the provisions of Regulation 72(1)(a) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 (The SEBI (ICDR) Regulations, 2009) and Regulation 41(4) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015), approval of Members is also required for issue of Securities on Preferential basis. The Special Resolution at Item no. 6 of the Notice of AGM is for this purpose.

#### Material Facts relating to Preferential Allotment:

The Board of Directors of the Company give below disclosures that are required to be given in the Explanatory Statement to the Special Resolution to be passed under Section 62 of the Companies Act, 2013 and in terms of the SEBI ICDR Regulations:-

#### A. Object of the Preferential Allotment and the Manner of Activities of proceeds of the Issue to be utilized

The proposed preferential issue of Equity Shares is made to meet the funding requirements for working capital and general corporate purpose.

#### B. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer

All the promoters / promoter group members have given their intention to subscribe to the Equity Shares offered to them on preferential basis and as such are interested in the above referred Resolution. Save for this, none of the other Directors / Key Management Persons intend to subscribe to the offer.

#### C. The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by the allottee

The names of proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of proposed allottee	Category	Pre-issue shareholding		Allotment	Post issue shareholding	
		No. of Shares	%		No. of Shares	%
Ramvilas Maheshwari	Promoter Group	4,54,150	5.62	1,36,000	5,90,150	5.90
Ramvilas Maheshwari (HUF)		85,250	1.06	25,500	1,10,750	1.11
Shantidevi Ramvilas Maheshwari		29,550	0.37	8,500	38,050	0.38
Naveenkr Ramvilas Maheshwari		1,39,800	1.73	41,500	1,81,300	1.81
Sunita Maheshwari		32,500	0.40	9,500	42,000	0.42
Prakash Ramvilas Maheshwari		74,850	0.93	22,000	96,850	0.97
Parul Prakash Maheshwari		25,000	0.31	7,500	32,500	0.33
Vikas RMaheshwari		44,328	0.55	13,000	57,328	0.57
Vandana Vikas Maheshwari		32,250	0.40	9,500	41,750	0.42
Rajaram Maheshwari		2,52,172	3.12	75,500	3,27,672	3.28
Rajaram Maheshwari (HUF)		84,750	1.05	25,250	1,10,000	1.10
Kaushalyadevi Maheshwari		30,100	0.37	9,000	39,100	0.39
Sanjay Maheshwari		1,49,900	1.86	44,500	1,94,400	1.94
Anita Sanjay Maheshwari		32,150	0.40	9,500	41,650	0.42
Rahul Maheshwari		1,44,750	1.79	43,000	1,87,750	1.88
Shejal Rahul Maheshwari		30,000	0.37	9,000	39,000	0.39
Fortune Couriers Limited		34,02,800	42.14	5,10,000	39,12,800	39.12
Orient Fincorp Limited		6,41,250	7.94	1,90,000	8,31,250	8.31
Salasar Investments and Leasing Pvt. Ltd.		3,70,700	4.59	55,000	4,25,700	4.26



Rashmi Rajendra Saraogi	Non-promoter investor	100	0.001	83,000	83,100	0.83
Rajendra Motilal Saraogi		100	0.001	17,000	17,100	0.17
Kanta Asawa		56,070	0.69	58,000	1,14,070	1.14
Narayanprasad Mundhra(HUF)		30,511	0.38	40,000	70,511	0.71
Nidhi Narayanprasad Mundhra		4,737	0.06	40,000	44,737	0.45
Bimladevi Toshniwal		33,292	0.41	40,000	73,292	0.73
Chhatisgarh Investments Limited jointly with Sarda Agriculture & Properties (P) Limited and Prachi Agriculture & Properties (P) Limited (Partners of CSP Investments-Partnership Firm)		43,989	0.54	4,03,250	4,47,239	4.47
<b>TOTAL</b>			<b>6,22,50,49</b>	<b>77.09</b>	<b>19,25,000</b>	<b>81,50,049</b>

**D. Shareholding Pattern pre and post preferential offer:**

Sr. No.	Category of shareholder	Pre-preferential issue shareholding		Post-preferential issue shareholding	
		No. of Shares	%	No. of Shares	%
A	Existing Promoters & their associates	60,56,250	75.00%	73,00,000	73.00%
B	Public Shareholding	20,18,750	25.00%	27,00,000	27.00%
	<b>Total (A)+(B)</b>	<b>80,75,000</b>	<b>100.00%</b>	<b>100,00,000</b>	<b>100.00%</b>
C	Custodian (C)	-	-	-	-
	<b>Grant Total (A)+ (B)+ (C )</b>	<b>80,75,000</b>	<b>100.00%</b>	<b>100,00,000</b>	<b>100.00%</b>

**E. Important terms and conditions**

- i. The total subscription amount, payable by the Investors, shall be paid prior to the allotment of the Issue of Shares.
- ii. The allotment of Equity Shares are subject to the Investors not having sold any Equity Shares of the Company during the six months preceding the Relevant Date (defined below) and the investors not acquiring any Equity Shares until completion of the allotment of the Issue of Shares under the proposed preferential issue.
- iii. Under Chapter VII of the SEBI ICDR Regulations, issue of Equity Shares on a preferential basis shall be made at a price not less than higher of:
  - a. The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 26 weeks preceding the Relevant Date; or
  - b. The average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 2 weeks preceding the Relevant Date

**Or**

In case of Infrequent trading in shares, at a price certified as per the valuation report given by the Merchant Banker based on the book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

As the Shares of the Company are infrequently traded on the Bombay Stock Exchange and National Stock Exchange the price of the proposed issue of shares has been determined on the basis of valuation certificate obtained by the Company from a Merchant Banker.

- iv. The "Relevant date" for determining the issue price of the Equity Shares shall be August 24, 2017 being the date which is 30 days prior to the date of the Postal Ballot.
- v. "Stock Exchange" for this purpose shall mean BSE being the stock exchange on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited.
- vi. The equity shares will be allotted in accordance with the price determined in terms of Regulations. Since the Company is listed on BSE Limited and National Stock Exchange of India Limited, the trading volume of Equity Shares of the Company on the Stock Exchanges will be considered to determine the highest trading volume for computation of issue price. As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee(s) within the time stipulated under the Regulations, the Equity Shares allotted to the proposed allottee(s) shall continue to be locked in till the time such amounts are paid by them.

**F. Proposed time within which the allotment shall be completed**

The Issue Shares shall be allotted within a period of 15 days from the date of passing of the resolution provided that if the approval or permission by any regulatory authority for allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.

**G. Change in control**

There shall be no change in management control of the Company pursuant to the issue of equity shares.

## ORIENT PRESS LIMITED

### H. Lock in

The Issue Shares shall be issued in Dematerialized Form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations;

### I. Auditors Certificate

The certificate, from Statutory Auditors, as required under Regulation 73(2) of the Regulations will be made available for inspection 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 Relevant Date (i.e. August 24, 2017) upto the date of the Annual General Meeting (i.e. September 23, 2017). Copies of the above mentioned statutory auditor's certificate shall also be laid before the Annual General Meeting.

The Audit Committee & the Board has already approved the issue and allotment of Equity Shares on preferential basis to the Promoter Group Shareholder and non-promoter Investors in the manner stated hereinabove subject to the approval of Members.

Regulation 72(1)(a) of the ICDR Regulations and also applicable provisions of Companies Act, 2013 provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution.

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 Resolution.

All the promoters / promoter group are interested in the above referred Resolution to the extent of the shares proposed to be issued / allotted to them on preferential basis. Save for these none of the other Directors/Key Managerial Personnel/their relatives of the Company are in any way concerned or interested in the above referred resolution.

### J. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees

The identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and /or who ultimately control proposed allottees and the no.of equity shares proposed to be allotted is given in the following table:

Name of the Proposed Allottee	No. of Equity Shares	Category	Ultimate Beneficiary
Ramvilas Maheshwari	1,36,000	Promoter Group	Ramvilas Maheshwari
Ramvilas Maheshwari (HUF)	25,500		Ramvilas Maheshwari, Shantidevi Ramvilas Maheshwari, Naveen Maheshwari, Prakash Maheshwari, and Vikas Maheshwari
Shantidevi Ramvilas Maheshwari	8,500		Shantidevi Ramvilas Maheshwari
Naveenkr Ramvilas Maheshwari	41,500		Naveenkr Ramvilas Maheshwari
Sunita Maheshwari	9,500		Sunita Maheshwari
Prakash Ramvilas Maheshwari	22,000		Prakash Ramvilas Maheshwari
Parul Prakash Maheshwari	7,500		Parul Prakash Maheshwari
Vikas R Maheshwari	13,000		Vikas R Maheshwari
Vandana Vikas Maheshwari	9,500		Vandana Vikas Maheshwari
Rajaram Maheshwari	75,500		Rajaram Maheshwari
Rajaram Maheshwari (HUF)	25,250		Rajaram Maheshwari, Kaushalyadevi Maheshwari, Sanjay Maheshwari and Rahul Maheshwari
Kaushalyadevi Maheshwari	9,000		Kaushalyadevi Maheshwari
Sanjay Maheshwari	44,500		Sanjay Maheshwari
Anita Sanjay Maheshwari	9,500		Anita Sanjay Maheshwari
Rahul Maheshwari	43,000		Rahul Maheshwari
Shejal Rahul Maheshwari	9,000		Shejal Rahul Maheshwari
Fortune Couriers Limited	5,10,000		Individuals forming part of Promoter Group of Orient Press Limited as per <b>Note 1</b>
Orient Fincorp Limited	1,90,000		
Salasar Investment and Leasing Pvt. Ltd.	55,000		
<b>Total Promoter Group</b>	<b>12,43,750</b>		

Rashmi Rajendra Saraogi	83,000	Non-Promoter Investor	Rashmi Rajendra Saraogi
Rajendra Motilal Saraogi	17,000		Rajendra Motilal Saraogi
Kanta Asawa	58,000		Kanta Asawa
Narayanprasad Mundhra (HUF)	40,000		Narayanprasad Mundhra, Manju Devi Mundhra, Bharti Mundhra, Nidhi Mundhra and Gagan Mundhra
Nidhi Narayanprasad Mundhra	40,000		Nidhi Narayanprasad Mundhra
Bimla Toshniwal	40,000		Bimla Toshniwal
Chhatisgarh Investments Limited jointly with Sarda Agriculture & Properties (P) Limited and Prachi Agriculture & Properties (P) Limited (Partners of CSP Investments- Partnership Firm)	4,03,250		Partners of CSP Investments 1. Chhatisgarh Investments Limited <b>(Note 2)</b> 2. Sarda Agriculture & Properties Pvt. Ltd. <b>(Note 3)</b> (Now known as Sattva Seeds Pvt. Ltd.) 3. Prachi Agriculture & Properties Pvt. Ltd. <b>(Note 4)</b>
<b>Total non-promoter investor</b>	<b>6,81,250</b>		
<b>GRAND TOTAL</b>	<b>19,25,000</b>		

**Note 1:**

Ramvilas Maheshwari, Ramvilas Maheshwari HUF, Shantidevi R. Maheshwari, Naveen R. Maheshwari, Sunita N. Maheshwari, Prakash Ramvilas Maheshwari, Parul P. Maheshwari, Vikas R. Maheshwari, Vandana V. Maheshwari, Rajaram Maheshwari, Rajaram Maheshwari HUF, Kaushalyadevi Maheshwari, Sanjay Maheshwari, Anita Sanjay Maheshwari, Rahul Maheshwari, Shejal Rahul Maheshwari.

**Note 2:**

Chhatisgarh Investment Ltd. is a listed on Calcutta Stock Exchange and the following forms the promoter group of Chhatisgarh Investment Ltd. – Kamal Kishore Sarda, Uma Sarda, Pankaj Sarda, Anant Sarda, Vipula Sarda, Vivaan Sarda, Sarda Agriculture & Properties Pvt. Ltd. (now known as Sattva Seeds Pvt. Ltd.) and Prachi Agriculture & Properties Pvt. Ltd. Further, the promoters of Sarda Agriculture & Properties Pvt. Ltd. (now known as Sattva Seeds Pvt. Ltd.) are as per note no.3 and the promoters of Prachi Agriculture & Properties Pvt. Ltd. are as given note no. 4.

**Note 3:**

Kamal Kishore Sarda, Uma Sarda, Shakuntala Devi Sarda, Vivaan Sarda, Anant Sarda, G.D. Sarda, Jugal Kishore Sarda, Premlata Sarda, Veena Sarda, Manish Sarda.

**Note 4:**

Kamal Kishore Sarda, G.D. Sarda, Jugal Kishore Sarda, Uma Sarda, Premlata Sarda, Shakuntala Devi Sarda, Pankaj Sarda, Manish Sarda, Anant Sarda, Vipula Sarda.

**K. Undertakings:**

- The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provisions of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- The entire pre-preferential holding of the proposed allottees will be locked for a period commencing from the relevant date to a period of six months from the date of trading approval granted by Bombay Stock Exchange and National stock Exchange of India Ltd..

**Item No. 7**

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.

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 continue 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 but he was re-appointed with effect from 28th April, 2016 to the remaining period of his tenure viz. 30th September, 2017 as a Managing Director of the Company by passing a Special Resolution in a General Meeting held on 24th September, 2016 giving the justification for his re-appointment in the Explanatory Statement annexed to the Notice of General Meeting.

His term of office will expire on 30th September, 2017. As he is age of more than 70 years old he can be reappointed by passing a special resolution & giving justification of his re-appointment. 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 17th August, 2017 was of the considered opinion that for smooth and efficient running

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of the business, the services of Mr. Ramvilas Maheshwari should be available to the Company and reappointed him as Managing Director of the Company for a further period of three years with effect from October 01, 2017 to September 30, 2020 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY : ₹ 1,49,500/- 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 ₹ 10,92,500/- 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 for such increments 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 therefore his appointment will be subject to the approval of members of the Company by a Special Resolution 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.

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 by a Special Resolution.

The details of Mr. Ramvilas Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** given below.

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. 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 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. 8

Mr. Rajaram Maheshwari, aged 67 years, is a promoter and Whole Time Director of the Company and having over 47 years of experience in the field of Packaging industry. He has a degree in Bachelor of Science.

The details of Mr. Rajaram Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** given below.

His term of appointment as a Whole Time Director of the Company will expire on September 30, 2017. He has excellent grasp and thorough knowledge and experience of flexible packaging. Looking into his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors was of the considered opinion that for smooth and efficient running of the business, the services of Mr. Rajaram Maheshwari should be available to the Company for a further period of three years with effect from October 01, 2017.

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 17<sup>th</sup> August, 2017, reappointed him as Whole Time Director, designated as Executive Director of the Company for a further period of three years with effect from October 01, 2017 to September 30, 2020 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY : ₹ 1,49,500/- 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, however that these perquisites and allowances will be subject to a limit of ₹10,92,500/- 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 Whole Time 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 Whole Time Director for attending the Meetings of the Board of Directors or Committee thereof.
4. INCREMENT
- The Whole Time Director will be entitled for such increments 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. Rajaram 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. Rajaram 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. Rajaram Maheshwari may be terminated by either party by giving three months notice in each case.

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

The Whole Time Director shall be subject to the superintendence and control of Board of Directors of the Company, manage the Flexible Packaging Division of the Company.

As the profits of the company were inadequate the re-appointment of the Whole Time 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 Whole Time Director requires approval of the Members in General Meeting.

The brief resume of Mr. Rajaram 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. 8 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. Sanjay Maheshwari and their relatives are concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 9

Mr. Sanjay Maheshwari, aged 44 years, is a promoter and Whole Time Director of the Company and having over 24 years of experience in the field of marketing of printing. He has a degree in Bachelor of Commerce.

The details of Mr. Sanjay Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure A** given below.

His term of appointment as a Whole Time Director of the Company will expire on October 31, 2017. He has excellent grasp and thorough knowledge and experience of printing division. Looking into his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors was of the considered opinion that for smooth and efficient running of the business, the services of Mr. Sanjay Maheshwari should be available to the Company for a further period of three years with effect from November 01, 2017.

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 17th August, 2017, re-appointed him as Whole Time Director of the Company for a further period of three years with effect from November 01, 2017 to October 31, 2020 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY : ₹ 103,500/- 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, however that these perquisites and allowances will be subject to a limit of ₹ 6,90,000/- 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.

## ORIENT PRESS LIMITED

- iii. The Whole Time 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 Whole Time Director for attending the Meetings of the Board of Directors or Committee thereof.

#### 4. INCREMENT

The Whole Time Director will be entitled for such increments 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. Sanjay 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. Sanjay 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. Sanjay Maheshwari may be terminated by either party by giving three months notice in each case. The remuneration of Mr. Sanjay Maheshwari is within the ceiling limit specified in Schedule V of the Companies Act, 2013.

The Whole Time Director shall be subject to the superintendence and control of Board of Directors of the Company, look after purchase/ procurement of materials for printing division of the company.

As the profits of the company were inadequate the appointment of the Whole Time 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 Whole Time Director requires approval of the Members in General Meeting.

The brief resume of Mr. Sanjay 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. 9 of the Notice for approval of members of the Company by way of a Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajaram Maheshwari and their relatives are concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 10

Mr. Prakash Maheshwari, aged 43 years, is a promoter and Whole Time Director of the Company and having over 22 years of experience in the field of printing. He has a degree in Mechanical Engineering.

The details of Mr. Prakash Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015, have been given in **Annexure A** given below.

His term of appointment as a Whole Time Director of the Company will expire on October 31, 2017. He has excellent grasp and thorough knowledge and experience of printing division. Looking into his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors was of the considered opinion that for smooth and efficient running of the business, the services of Mr. Prakash Maheshwari should be available to the Company for a further period of three years with effect from November 01, 2017.

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 17<sup>th</sup> August, 2017, re-appointed him as Whole Time Director of the Company for a further period of three years with effect from November 01, 2017 to October 31, 2020 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY: ₹103,500/- 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 ₹ 6,90,000/- 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 Whole Time 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 Whole Time Director for attending the Meetings of the Board of Directors or Committee thereof.

#### 4. INCREMENT:-

The Whole Time Director will be entitled for such increments 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. Prakash 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. Prakash 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. Prakash Maheshwari may be terminated by either party by giving three months notice in each case.

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

The Whole Time Director shall be subject to the superintendence and control of Board of Directors of the Company, manage the marketing work of printing division of the Company.

As the profits of the company were inadequate the appointment of the Whole Time 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 Whole Time Director requires approval of the Members in General Meeting.

The brief resume of Mr. Prakash 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. 10 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ramvilas Maheshwari, and his relatives are concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

**K Lata Jain**  
Company Secretary

Place: Mumbai

Date: 17<sup>th</sup> August, 2017

#### **Registered Office:**

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

## ORIENT PRESS LIMITED

### ANNEXURE A

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of the 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. Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Sanjay Maheshwari	Mr. Prakash Maheshwari
DIN	00250378	00249954	00250072	00249736
Date of Birth	28.04.1946	14.01.1950	14.04.1973	16.11.1973
Date of Appointment	02.01.1987	10.07.1987	29.04.1991	15.07.1994
Qualifications	Commerce Graduate	Science Graduate	Commerce Graduate	Mechanical Engineer
Brief Resume and nature of expertise in functional areas	Mr. Ramvilas Maheshwari is Commerce Graduate and having 51 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.	Mr. Rajaram Maheshwari is Science Graduate and having 47 Years of industry experience in the field of Flexible Packaging.	Mr. Sanjay Maheshwari is Commerce Graduate and having 24 Years experience in the field of Marketing of Printing Products.	Mr. Prakash Maheshwari is a Mechanical Engineer and having 22 Years experience in the field of Marketing of Printing Products.
Terms and Conditions of Re-appointment	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement
Remuneration last drawn	₹ 25,07,180/- p.a.	₹ 25,07,180/- p.a.	₹ 16,77,264/- p.a.	₹ 16,77,264/- p.a.
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement
Number of Shares held in the Company as on 31 <sup>st</sup> March, 2017	454150	252172	149900	74850
Directorship held in other Public Companies as on (March 31, 2017) (excluding foreign and Private Companies)	Orient Flexipack Limited (unlisted)	Orient Flexipack Limited (unlisted)	Nil	Nil
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2016-17	Please refer Corporate Governance Report section of the Annual Report 2016-17	Please refer Corporate Governance Report section of the Annual Report 2016-17	Please refer Corporate Governance Report section of the Annual Report 2016-17
Chairmanship/ Membership of Audit & Stakeholders Relationship Committee of other Public Companies	Nil	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Mr. R. V. Maheshwari is the brother of Mr. R. R. Maheshwari and father of Mr. Prakash Maheshwari.	Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari.	Mr. Sanjay Maheshwari is the Son of Mr. R. R. Maheshwari.	Mr. Prakash Maheshwari is the Son of Mr. R. V. 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:**

(₹ In Lacs)

Particular	For the year Ended		
	F.Y. 2014-15	F.Y. 2015-16	F.Y. 2016-17
Total Revenue	19696.80	20383.07	19084.83
Depreciation	580.51	588.38	616.39
Total Expenses	19456.81	19987.52	18673.21
Net Profit	192.26	238.13	278.33
Paid up Capital	807.5	807.5	807.50
Reserves & Surplus	5484.56	5601.19	5879.52
Earning Per Share	2.38	2.95	3.45

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	Mr. Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Sanjay Maheshwari	Mr. Prakash Maheshwari
Background details	50 years of industry experience in the field of Printing.	47 Years of industry experience in the field of Flexible Packaging.	24 Years experience in the field of Marketing of Printing Products.	22 Years experience in the field of Marketing of Printing Products.
Past Remuneration	₹ 25,07,180/- p.a.	₹ 25,07,180/- p.a.	₹16,77,264/- p.a.	₹ 16,77,264/- p.a.
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.	He was working as Executive 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.	He was working as Whole-time director of the company to manage the field of Marketing of Printing Products of the Company. Re-appointed for same job profile so it is suitable for the company.	He was working as Whole-time director of the company to manage the field of Marketing of Printing Products. Re-appointed for same job profile so it is suitable for the company.
Remuneration proposed	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement	As mentioned in the resolution and Explanatory Statement
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving Managerial 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.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with the managerial personnel (Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari) as described in Corporate Governance Report and holding 252172 equity shares of the company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with the managerial personnel (Mr. Sanjay Maheshwari is the Son of Mr. R. R. Maheshwari) as described in Corporate Governance Report and holding 149900 equity shares of the company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with the managerial personnel (Mr. Prakash Maheshwari is the Son of Mr. R. V. Maheshwari) as described in Corporate Governance Report and holding 74850 equity shares of the company.

## ORIENT PRESS LIMITED

### Comparative remuneration profile with respect to industry, size of Company, profile of the position and person:

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

### III Other information:

#### a. 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.

#### b. 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.

#### c. 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

**K Lata Jain**  
Company Secretary

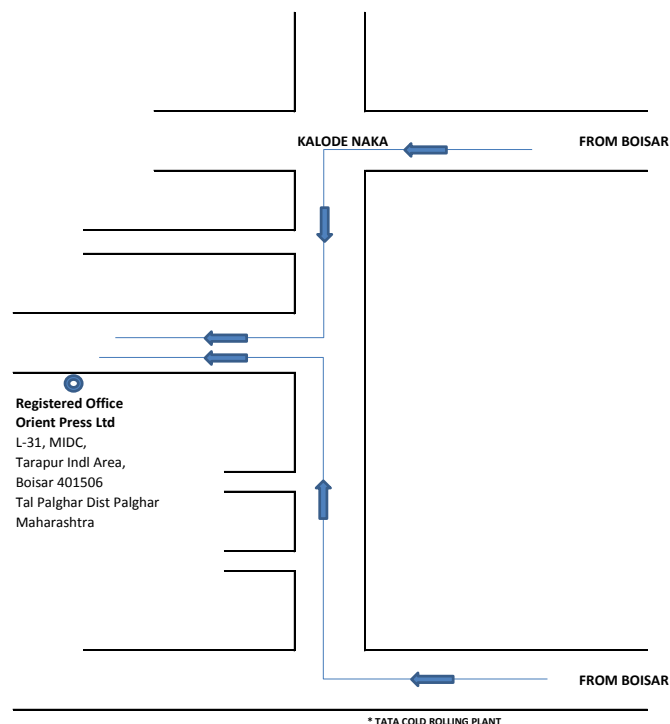
Place: Mumbai

Date: 17<sup>th</sup> August, 2017

#### Registered Office:

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

### ROUTE MAP TO THE 29<sup>TH</sup> AGM VENUE





CIN: L22219MH1987PLC042083

Registered Office: L-31, M.I.D.C. Tarapur Industrial Area, Boisar 401506, Dist. Palghar (Maharashtra)  
Website: [www.orientpressltd.com](http://www.orientpressltd.com); Email: [share@orientpressltd.com](mailto:share@orientpressltd.com)

### ATTENDANCE SLIP

29th Annual General Meeting on Saturday, 23rd September, 2017 at 12.30 p.m.

DP Id	
-------	--

Folio No.	
-----------	--

Client Id	
-----------	--

No. of shares	
---------------	--

**NAME AND ADDRESS OF THE MEMBER** .....

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

I/We hereby record my/our presence at the **29th Annual General Meeting** of the members of the Company held on Saturday, 23rd September, 2017 at 12.30 p.m. at the Registered Office of the Company at L-31, M.I.D.C., Tarapur Industrial Area, Boisar 401506, Dist. Palghar (Maharashtra).

\_\_\_\_\_  
Name of the Member / Proxy

\_\_\_\_\_  
Signature of Member / Proxy

Notes:

1. Only Member/Proxyholder can attend the meeting.
2. Please fill up the details in this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.



CIN: L22219MH1987PLC042083

Registered Office: L-31, M.I.D.C., Tarapur Industrial Area, Boisar – 401 506, Dist. Palghar (Maharashtra)  
Website: [www.orientpressltd.com](http://www.orientpressltd.com); Email: [share@orientpressltd.com](mailto: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) of \_\_\_\_\_ shares of ORIENT PRESS LIMITED, hereby appoint

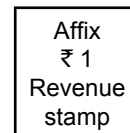
1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

# ORIENT PRESS LIMITED

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 29th Annual General Meeting of the members of the Company to be held on Saturday, 23rd September, 2017 at 12:30 p.m. at Registered Office at L-31, M.I.D.C., Tarapur Industrial Area, Boisar 401506, Dist. Palghar (Maharashtra) and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For*	Against*
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.		
2.	To declare a dividend of ₹ 1.25/- per Equity Share of ₹ 10/- each.		
3.	To appoint a director in place of Mr. Sanjay Maheshwari (DIN: 00250072), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
4.	To appoint Statutory Auditors of the Company and fix their remuneration.		
<b>Special Business</b>			
5.	To ratify the Remuneration of Cost Auditors for the year ended 31st March, 2017.		
6.	To Issue Equity Shares on Preferential basis.		
7.	To Re-appoint Mr. Ramvilas Maheshwari as Managing Director.		
8.	To Re-appoint Mr. Rajaram Maheshwari as a Whole- time Director.		
9.	To Re-appoint Mr. Sanjay Maheshwari as a Whole- time Director.		
10.	To Re-appoint Mr. Prakash Maheshwari as a Whole- time Director.		

\*Optional



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of Second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

## Notes :

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.