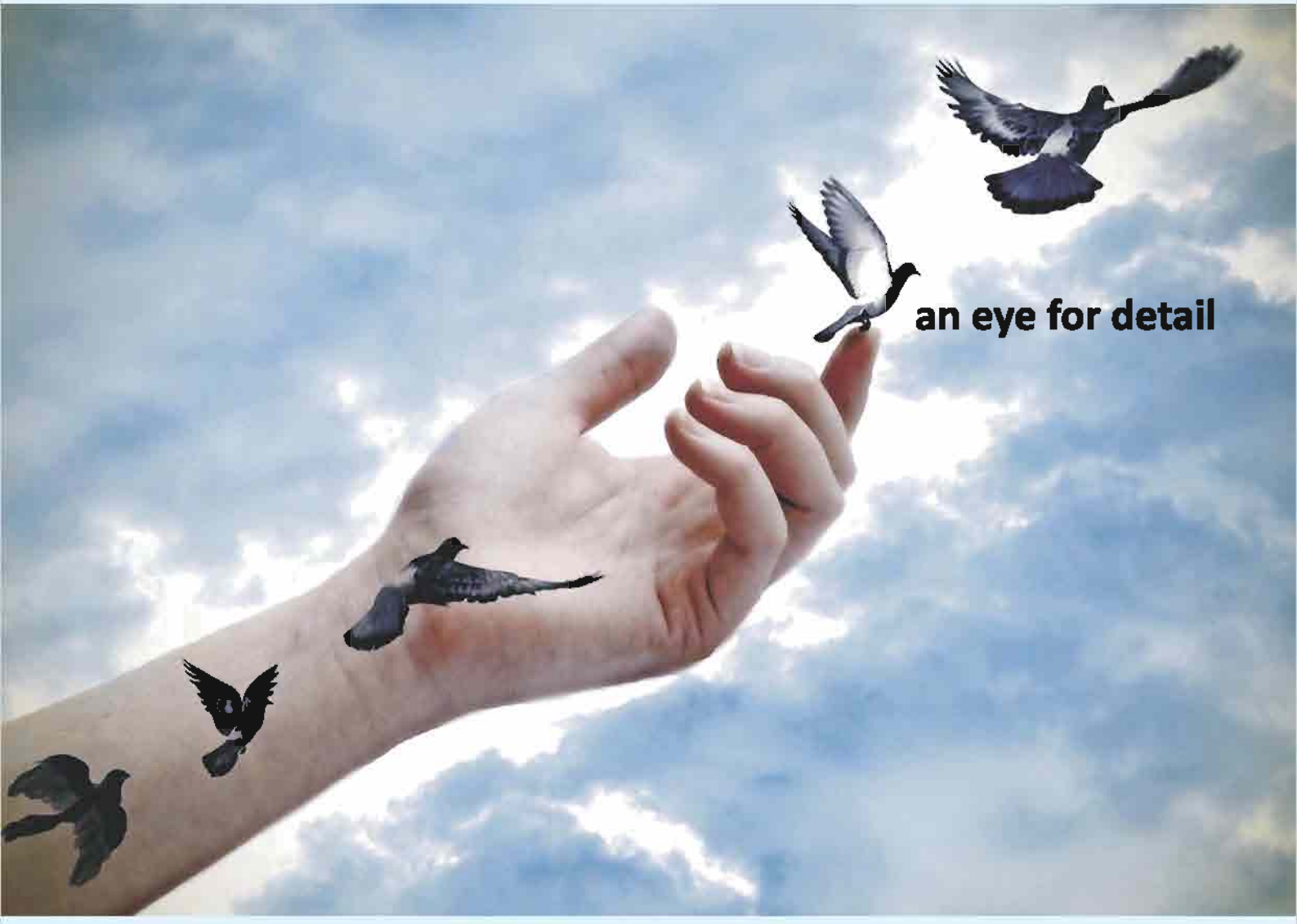
# 27th Annual Report 2014-2015




Orient press limited

**Commercial & Security Printing | Books & Stationery | Printed Cartons | Flexible Packaging**

# Company Information

**Board of Directors**

**Chairman and Managing Director**
Shri Ramvilas Maheshwari

**Whole Time Directors**
Shri Rajaram Maheshwari
(Designated as Executive Director)
Shri Sanjay Maheshwari
Shri Prakash Maheshwari

**Non-Executive Independent Directors**
Shri Ghanshyamdas Mundra
Shri Kannan Ramamirtham
Shri Vilas Madhukar Dighe
Shri G Ravishankar
(Resigned w.e.f. 31st March 2015)
Ms. Vinita Chhaparwal
(Appointed as Additional Director
w.e.f. 21st March 2015)

**Chief Financial Officer**
Shri Ganeshmal Surana
(Resigned w.e.f. 8th October 2014)
Shri Gopal Geesulal Somani
(Appointed w.e.f. 1st October 2014)

**Company Secretary**
Ms. Meenakshi Anchlia
(Appointed w.e.f. 23rd March 2015)

**Auditors**
M/s B.L. Sarda & Associates
Chartered Accountants

**Bankers**
Allahabad Bank
Axis Bank Limited

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

**Works**
**Tarapur**

1. **Continuous Stationery,**
**Security Printing & Commercial Printing**
L-31 & 32, M.I.D.C., Tarapur Industrial Area
Boisar 401506
Dist. Palghar (Maharashtra)

2. **Flexible Packaging**
G-73 M.I.D.C., Tarapur Industrial Area
Boisar 401506
Dist. Palghar (Maharashtra)

**Silvassa**
**Multicolor Paper Board Cartons**
**Printing & Flexible Packaging**
Survey No. 297/1-P
Vill. Sayali, Silvassa 396240
Union Territory of Dadra & Nagar Haveli

**Registrar and Transfer Agent**
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, Maharashtra
Contact Person – Shri Sunil Khade/ Shri Ravi Utekar
Tel: +91 22 28207203-05/
28257641 Fax: +9122 28207207
Website: www.unisec.in

**Corporate Office & Share Department**
20, Pragati Industrial Estate,
N.M. Joshi Marg, Lower Parel,
Mumbai 400 011 (Maharashtra)

**Company Website**
www.orientpressltd.com
**Email : share@orientpressltd.com**

## CONTENTS


| | Page Nos. |
|---|---|
| Notice | 2-11 |
| Directors' Report | 12-29 |
| Corporate Governance Report | 30-38 |
| Auditors' Report | 39-41 |
| Balance Sheet | 42 |
| Statement of Profit & Loss | 43 |
| Cash Flow Statement | 44-45 |
| Notes | 46-70 |

# NOTICE

**NOTICE** is hereby given that the **Twenty Seventh Annual General Meeting** of the Members of **Orient Press Limited** (CIN: L22219MH1987PLC042083) will be held on Monday, the 31st day of August, 2015 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 business:

**ORDINARY BUSINESS**

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2015 along with the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on the Equity Shares.
3. To appoint a director in place of Shri Prakash Maheshwari (DIN: 00249736), who retires by rotation and being eligible offers himself for re-appointment.
4. **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 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 2015-16 on the recommendation of the Audit Committee in consultation with the Auditors ."

**SPECIAL BUSINESS**

5. **Appointment of Ms. Vinita Chhaparwal as an Independent Director of the Company**

   To consider and if thought fit, to pass with or without modification/(s), the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** pursuant to Section 149, 152, Schedule IV and other applicable provisions of Companies Act, 2013 and the rules made there under, Ms. Vinita Chhaparwal (DIN:01649684) who was appointed as an Additional Director and Independent Director of the Company by the Board of Directors with effect from 21st March, 2015 and who holds office till the date of the Annual General Meeting, in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period from 21st March, 2015 to 20th March 2020, not liable to retire by rotation."

6. **Re-Appointment and Remuneration of Shri Ramvilas Maheshwari, as Chairman and Managing Director:**

   To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as 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 made 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 Shri Ramvilas Maheshwari as Managing Director of the Company for a period of three years with effect from October 01, 2014 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 6 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".

7. **Re-Appointment and Remuneration of Shri Rajaram Maheshwari, Whole Time Director:**

   To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as 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 made 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 Shri Rajaram Maheshwari as Whole Time Director designated as Executive Director of the Company for a period of three years with effect from October 01, 2014 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. **Re-Appointment and Remuneration of Shri Sanjay Maheshwari, Whole Time Director:**

   To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as 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 made 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 Shri Sanjay Maheshwari as Whole Time Director of the Company for a period of three years with effect from November 01, 2014 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. Re-Appointment and Remuneration of Shri Prakash Maheshwari, Whole Time Director:**

To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as 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 made 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 Shri Prakash Maheshwari as Whole Time Director of the Company for a period of three years with effect from November 01, 2014 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. Payment of Commission to Non Whole-time Directors of the Company:**

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 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, commencing April 1, 2015."

**"RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings."

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

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

Place: Mumbai
Date: 26th May, 2015

**Registered Office:**

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

**Notes**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting.

   Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

   In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

3. The Statement setting out details relating to the Special Business to be transacted at the Annual General Meeting, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.

4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, the 25th day of August, 2015 to Monday, the 31st day of August, 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the Annual General Meeting. The dividend if declared at the Annual General Meeting will be paid on or after 5th September, 2015 in respect of Shares held in physical form to those members whose names appear on the Register of Members of the Company after giving effect to all valid Share Transfers lodged with the Company on or before the end of business hours on 24th August, 2015 and in respect of shares held in the Electronic Form to those "deemed members " whose names appear in the statement of beneficial ownership furnished by the NSDL & CDSL for the purpose.

5. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants.

6. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the Company shall transfer the unclaimed or un-encashed dividends to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid &unclaimed dividend account.

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.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
8. 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.
9. Brief resume of Directors those proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is appended. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. 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. and 1.00 p.m. on all working days (Except Friday) from the date hereof upto the date of the Meeting.
12. 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.
13. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised clause 35B of the Listing Agreement, the Company is pleased to provide e-Voting facility to the Members of the Company so as to facilitate them to cast their vote on all resolutions set forth in this Notice electronically, through e-voting services provided by CDSL.
14. The Registrar and Transfer Agent of the Company M/s. Universal Capital Securities Private Limited, 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai, 400093 is handling registry work in respect of shares held both in physical form and in electronic/ demat form.
15. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
16. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
17. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.

The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period begins on 28th August 2015 at 09.00 AM and ends on 30th August 2015 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• 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 in the PAN field.<br>• 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. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |

| | |
|---|---|
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv) |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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 to be also 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant company name i.e. Orient Press Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) 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.
- 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.

(xix) 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.

18. The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on 24th August 2015 ("Cut-Off Date").

19. Shri Vinod Kumar Mandawaria of V.K. Mandawaria & Co., Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

20. The Results shall be declared at or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.orientpressltd.com and on the website of CDSL within two working days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges where the shares of the Company are listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.

21. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman may offer an opportunity to such members to vote at the Meeting for all business specified in the accompanying notice. Please note that the Members who have exercised their right to vote by electronic means shall not vote at the Meeting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting done at the meeting shall be treated as invalid.

22. The Results of e-voting and voting at the meeting, if any, on resolutions shall be aggregated and declared on or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

23. The Equity shares of the Company are listed on the following Stock Exchanges:-

    (a) B.S.E. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400023.

    (b) National Stock Exchange of India Limited, "Exchange Plaza", 5thFloor, Plot no. C/1 G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

    Company has made payment of listing fees to the Stock Exchange, Mumbai and The National Stock of India Ltd. up to the Financial Year 2015-16.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013**

**Item No. 5**

Based on recommendation of the Nomination and Remuneration Committee of the Board of Directors and after reviewing confirmation of independence received from Ms. Vinita Chhaparwal, the Board of Directors of the Company at the meeting held on 21st March, 2015 appointed Ms. Vinita Chhaparwal, member of Institute of Chartered Accountants of India and Institute of Company Secretary of India, as an Additional Director and Independent Director of the Company, pursuant to Section 161(1) of the Companies Act, 2013, Ms. Vinita Chhaparwal holds her office till the date of this Annual General Meeting. The Company has received a notice from a member under the provisions of Section 160 of the Companies Act, 2013, along with a deposit of ₹ 100000/- proposing candidature of Ms. Vinita Chhaparwal as Director of the Company and requisite consent has been received from Ms. Vinita Chhaparwal pursuant to provisions of Section 152(5) of the Companies Act, 2013.

In the opinion of the Board, Ms. Vinita Chhaparwal who is proposed to be appointed as an Independent Director of the Company for the period of five years from 21st March 2015 up to 20th March, 2020, fulfills the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is independent of the management. Copy of the draft letter for appointment of Ms. Vinita Chhaparwalas an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Vinita Chhaparwal as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Ms. Vinita Chhaparwalas an Independent Director, for the approval by the Members of the Company.

Except Ms. Vinita Chhaparwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5.

Pursuant to Clause 49 of the listing agreement with the stock exchanges, the information is furnished about the Directors proposed to be appointed/re-appointed in annexure.

**Item No. 6**

Shri Ramvilas Maheshwari, aged 69 years, is a promoter and Chairman & Managing Director of the Company and having over 49 years of experience in the field of printing industry. He has a degree in Bachelor of Commerce.

The details of Shri Ramvilas Maheshwari in pursuance of the provisions of the Listing Agreement have been given in Annexure given below.

His term of appointment as a Managing Director of the Company expired on September 30, 2014. 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, the Board of Directors was of the considered opinion that for smooth and efficient running of the business, the services of Shri Ramvilas Maheshwari should be available to the Company for a further period of three years with effect from October 01, 2014.

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 September 27, 2014, re-appointed him as Managing Director of the Company for a further period of three years with effect from October 01, 2014 to September 30, 2017 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY : ₹ 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, however that these perquisites and allowances will be subject to a limit of ₹ 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.

As the profits of the Company were inadequate the appointment of the Chairman and 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 to this Notice.

None of the Directors except Shri Rajaram Maheshwari and Shri Prakash Maheshwari, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 6 of the Notice.

**Item No. 7**

Shri Rajaram Maheshwari, aged 65 years, is a promoter and Whole Time Director of the Company and having over 45 years of experience in the field of Packaging industry. He has a degree in Bachelor of Science.

The details of Shri Rajaram Maheshwari in pursuance of the provisions of the Listing Agreement have been given in Annexure given below.

His term of appointment as a Whole Time Director of the Company expired on September 30, 2014. 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 Shri Rajaram Maheshwari should be available to the Company for a further period of three years with effect from October 01, 2014.

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 September 27, 2014, re-appointed him as Whole Time Director designated as Executive Director of the Company for a further period of three years with effect from October 01, 2014 to September 30, 2017 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY : ₹ 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, however that these perquisites and allowances will be subject to a limit of ₹ 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 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 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. 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 Shri 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 Shri Rajaram Maheshwari may be terminated by either party by giving three months notice in each case.

   The remuneration of Shri 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 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 to this Notice.

None of the Directors except Shri Ramvilas Maheshwari and Shri Sanjay Maheshwari, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 7 of the Notice.

**Item No. 8**

Shri Sanjay Maheshwari, aged 42 years, is a promoter and Whole Time Director of the Company and having over 22 years of experience in the field of marketing of printing. He has a degree in Bachelor of Commerce.

The details of Shri Sanjay Maheshwari in pursuance of the provisions of the Listing Agreement have been given in Annexure given below.

His term of appointment as a Whole Time Director of the Company expired on October 31, 2014. 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 Shri Sanjay Maheshwari should be available to the Company for a further period of three years with effect from November 01, 2014.

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 September 27, 2014, re-appointed him as Whole Time Director of the Company for a further period of three years with effect from November 01, 2014 to October 31, 2017 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY : ₹ 90,000/- 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, however that these perquisites and allowances will be subject to a limit of ₹ 6,00,000/- 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 to 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. 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 to this Notice.

   None of the Directors except Shri Rajaram Maheshwari, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

   Accordingly the Board recommends the passing of the special resolution as set out in the item no. 8 of the Notice.

**Item No. 9**

Shri Prakash Maheshwari, aged 41 years, is a promoter and Whole Time Director of the Company and having over 20 years of experience in the field of printing. He has a degree in Mechanical Engineering.

The details of Shri Prakash Maheshwari in pursuance of the provisions of the Listing Agreement have been given in Annexure given below.

His term of appointment as a Whole Time Director of the Company expired on October 31, 2014. 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 Shri Prakash Maheshwari should be available to the Company for a further period of three years with effect from November 01, 2014.

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 September 27, 2014, re-appointed him as Whole Time Director of the Company for a further period of three years with effect from November 01, 2014 to October 31, 2017 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY : ₹ 90,000/- 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 ₹ 6,00,000/- 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 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. 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 to this Notice.

   None of the Directors except Shri Ramvilas Maheshwari, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

   Accordingly the Board recommends the passing of the special resolution as set out in the item no. 9 of the Notice.

**Item No. 10**

The Board of Directors proposes to payment of Commission to non-Whole-time Directors of the Company. Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole-time Directors) be paid, from April 1, 2015, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all the Directors in accordance with the directions given by the Board.

None of the Directors except Shri Ghanshyamdas Mundra, Shri Kannan Ramamirtham, Shri Vilas Dighe and Ms. Vinita Chhaparwal, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

Accordingly the Board recommends the passing of the ordinary resolution as set out in the item no. 10 of the Notice.

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

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

Place: Mumbai
Date: 26th May, 2015

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

## ORIENT PRESS LIMITED

**ANNEXURE**

Information provided pursuant to Clause 49 of the Listing Agreement with the Exchange(s) in respect of individuals proposed to be appointed/reappointed as Director(s).

| **Name of Director** | **Ms. Vinita Chhaparwal** |
|---|---|
| Date of Birth | 24.06.1977 |
| Date of Appointment | 21.03.2015 |
| Number of Shares held | Nil |
| Expertise in specific field with experience | Taxation, Audit Accounts and Finance – 17 years |
| Qualification | Chartered Accountant and Company Secretary |
| Directorship held in other Public Companies as on (March 31, 2015) | Nil |
| Chairman/Membership in Committees of other Companies | Nil |

| **Name of Directors** | **Ramvilas Maheshwari** | **Rajaram Maheshwari** | **Sanjay Maheshwari** | **Prakash Maheshwari** |
|---|---|---|---|---|
| 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 |
| Number of Shares held | 454150 | 252172 | 149900 | 74850 |
| Qualifications | Commerce Graduate | Science Graduate | Commerce Graduate | Mechanical Engineer |
| Experience in special functional Area | 49 years of industry experience in the field of Printing | 45 Years of industry experience in the field of Flexible Packaging | Marketing of Printing Products<br>22 Years | Marketing of Printing Products<br>20 Years |
| Directorship held in other Public Companies as on (March 31, 2015) | Nil | Nil | Nil | Nil |
| Chairman/Membership in Committees of other Companies | Nil | Nil | Nil | Nil |

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

**1. 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.

**Financial Performance:**

| **Particular** | **For the Year Ended** | | |
|---|---|---|---|
| | **F. Y. 2012-13** | **F.Y. 2013-14** | **F.Y. 2014-15** |
| Total Revenue | 1,750,150,996 | 1,801,904,590 | 1,969,679,771 |
| Depreciation | 43,471,128 | 53,167,206 | 58,050,574 |
| Total Expenses | 1,660,901,978 | 1,780,241,417 | 1,945,680,731 |
| Net Profit | 76,723,018 | 10,255,173 | 19,226,052 |
| Paid up Capital | 80,750,000 | 80,750,000 | 80,750,000 |
| Reserves & Surplus | 540,399,599 | 541,207,426 | 548,456,142 |
| Earning Per Share | 9.50 | 1.27 | 2.38 |

**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.

**Information about the Appointees:**

| Name of Directors | Ramvilas Maheshwari | Rajaram Maheshwari | Sanjay Maheshwari | Prakash Maheshwari |
|---|---|---|---|---|
| Background details | 49 years of industry experience in the field of Printing | 45 Years of industry experience in the field of Flexible Packaging | Marketing of Printing Products 22 Years | Marketing of Printing Products 20 Years |
| Past Remuneration | ₹ 1928600 | ₹ 1928600 | ₹ 1290200 | ₹ 1290200 |
| 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. Reappointed for same job profile so it is suitable for the company. | He was working as executive director of the company to manage the Flexible packaging business of the Company. Reappointed for same job profile so it is suitable for the company. | He was working as whole time director of the company to manage the printing business of the Company. Reappointed for same job profile so it is suitable for the company. | He was working as whole time director of the company to manage the printing business of the Company. Reappointed for same job profile so it is suitable for the company |
| Remuneration proposed | As mentioned in the resolution | As mentioned in the resolution | As mentioned in the resolution | As mentioned in the resolution |
| 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 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 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 as described in Corporate Governance Reportand 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 as described in Corporate Governance Report and holding 74850 equity shares of the company. |

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

The remuneration offered to Shri Ramvilas Maheshwari, Shri Rajaram Maheshwari, Shri Sanjay Maheshwari and Shri Prakash Maheshwari is at 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.

**Other information:**

**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.

**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.

**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.

**Disclosures**

The remuneration packages of all the managerial persons are given in the respective resolutions.

**Additional information is given in Corporate Governance report**

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.

## ORIENT PRESS LIMITED

# DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their **Twenty Seventh Annual Report** on the affairs of the Company, together with the Financial Statements for the year ended 31st March, 2015.

### 1. FINANCIAL SUMMARY

(₹ In lacs)

| Particulars | Year ended 31st March, 2015 | Year ended 31st March, 2014 |
|---|---|---|
| Gross Revenue | **21131.23** | 18991.04 |
| Profit before Finance Costs, Depreciation and Tax | **1387.44** | 1242.87 |
| Less : Finance Cost | **566.94** | 494.57 |
| Less : Depreciation | **580.51** | 531.67 |
| Profit before Taxation | **239.99** | 216.63 |
| Less : Provision for Normal tax | **41.86** | 57.50 |
| Mat Credit entitlement | **(82.22)** | - |
| Provision for Deferred Tax | **88.09** | 56.58 |
| Profit after taxation | **192.26** | 102.55 |
| Add: Profit Brought forward from previous year | **5190.78** | 5182.70 |
| | **5383.04** | 5285.25 |
| Less: Appropriation | | |
| Adjustment relating to Fixed Assets | **22.59** | - |
| Transferred to General Reserve | **72** | NIL |
| Proposed Dividend on Equity share | **80.75** | 80.75 |
| Tax on Dividend | **16.44** | 13.72 |
| Closing Balance | **5191.26** | 5190.78 |

### 2. DIVIDEND

Your directors are pleased to recommend dividend of 10% (₹ 1/- Per Equity Shares of ₹ 10/- each) for the Financial Year 31st March 2015 (Previous Year ₹ 1.00 per Equity Shares of ₹ 10/- each). The dividend if approved and declared in the forthcoming Annual General Meeting would result a Dividend outflow of ₹ 80.75 Lacs and Dividend Distribution Tax of ₹ 16.44 Lacs aggregating of total outflow of ₹ 97.19 Lacs.

### 3. MANAGEMENT DISCUSSION AND ANALYSIS

#### (i) Introduction

The Company is involved in manufacturing activities comprising printing of capital market stationery, commercial printing such as text books, annual reports etc., security printing like MICR cheques, dividend warrants, shares and debenture certificates, railway tickets and coupons, computer stationery, telephone cards (scratch cards), smart cards, recharge coupons and note books etc. The Company is also engaged in packaging activities which include flexible packaging material of multi-layer film laminates, paper board mono cartons, liner carton, display cartons and outer corrugated boxes etc.

There was some reduction in total income and profitability of printing division. However, overall profit margin was better. The performance of the Packaging segments during the year was not up to the mark inspite of increase in total income. This was mainly due to increase in raw material prices and other costs and very high currency movements during the year under Report resulting in vide circulation in raw material prices. The operating profit increased to ₹ 13.87 Crores in the year under report from ₹ 12.43 Crores in previous year.

#### ii) Review of Operations

The Turnover of the Company was higher at ₹ 211.31 Crores for the year as against ₹ 189.91 Crores in the previous year, registering an increase of 11.27%.

The Turnover of different divisions of the Company was as under:

**(₹ In Crores)**

| Division | Current Year | Previous Year |
|---|---|---|
| **Printing Division** | **59.77** | **50.34** |
| **Flexible Packaging Division** | **104.55** | **95.88** |
| **Paper Board Carton Division** | **46.99** | **43.69** |

**(iii) Segment Wise Performance**

**The Business of Company falls under two Segments viz.**

(a) **Printing (b) Packaging**

**(a) Printing Division**

The Turnover of Printing Division Increased by 18.73% compared to the previous year. In current year with increased capacity utilization, turnover of this division should improve further.

**(b) (i) Flexible Packaging**: The turnover of Flexible Packaging Division of the Company increased by 9.04% compared to previous year. In current year with increased capacity utilization, turnover of this division should improve further.

**(ii) Paper Board Carton Division**: The turnover of the Paper Board Carton Division increased by 7.55 % compared to previous year.

The Company is keenly interested in inducting new technology aimed at upgrading its existing facilities to remain as one of the leading players in the printing and packaging industry. The Company's main thrust now is in paper and paper board related printing and packaging business to safeguard its business interest against any government legislation to curb plastic related packaging on the grounds of environmental pollution. The Company is committed to promote eco-friendly packaging for which it has installed automatic Board to Kraft fluting Lamination Machines. All these machineries and equipment's will help the Company to enhance its business opportunity in value added printing and packaging sector and in export market.

**(iv) Future Prospects / Outlook**

The present scenario of the printing industry is fragmented and is dominated by a few big players. The printing and packaging industry has lately improved after receiving initial shock of financial crisis in the year 2008-09. There is strong belief that this business improvement will sustain in the future too. The printing and packaging industry is a service provider and it is co-related with the GDP growth of the country as well as the growth of country's educational sector. Since the GDP growth of the country is pegged at 7%, it provides a lot of encouragement for growth of printing and packaging industry. In the present business scenario and with robust GDP growth, the Company is expecting 10% to 15% growth in its business, at least, for next three years. Besides, India's printing and packaging industry has upgraded to international standard in the last five years and thus provides a lot of export business opportunities for the sector. India is gradually establishing itself as a business sourcing hub for developed countries in printing and packaging materials. Initially, it was China and now India is competing with that country in this sector. Today, the printing and packaging industry export growth is significant compared to last five years. Orient Press has also increased its share of business in exports and will continue to do so in the future. We expect at least 10% growth in this field. Orient Press is constantly upgrading its technology to cater to this market and we expect that in three years our 25% to 30% earnings will be from the export sector which today stands at 20.92%. Exports are growing by 10% and your company is upgrading its technology to cater to this market. Your Company has also received the "Export House" status from the Govt. of India for its consistent export performance.

**(v) Industry Structure**

Though the printing and packaging industry is one of the biggest employers in the country, the nature of the industry is not organized and it has not been termed as an "Unorganized Industry" by the Government of India. The number of players in our industry is close to 1,30,000 units ranging widely from the highly organized sector to a very small proprietary units. Due to this diversified structure of the industry, growth and profitability are affected by unhealthy competition.

The packaging industry enjoys continuous growth in demand year after year, necessitating large investments for technology up-gradation and automation of manual operations. However fragmented nature of the industry, consequent unhealthy competition put pressures on margins, increasing payback periods for investments. As demand from the larger customers is consistently increasing, it is expected the organized segment will secure larger market share and better margins.

**(vi) Opportunities and Threats**

(a) **Opportunities**

Scenario for future opportunities is bright. In the case of printing segment, the enactment of RIGHT TO EDUCATION, by the Parliament, much larger and increasing allocation of budgetary resources by the Central and State Governments, demand for text books and note books is robust. With government change at center, activities in financial sector have increased and in turn this should help to revive IPO market.

Government is determined to introduce new legislation to curb food adulteration and enforce higher standards of safe and hygienic

packaging. This will result in greater opportunities for the entire packaging industry. Your Company is geared up to meet this challenge and is planning to expand its production capacity in the packaging field to capitalize on this new business opportunity.

**(b) Threats**

Uncertainty regarding new policies or rules to be enforced for use of plastics in packaging and their impact on the pattern of demand for various types of packaging.

**(vii) Risks and Concern**

Adverse or sudden changes in policies of environmental protection affecting use of plastics in packaging, international market conditions for petrochemicals affecting raw material prices and unstable demand scenario affecting export volumes and realizations are risk factors which can impact growth and profitability of the industry and your Company.

**(viii) Internal Control Systems and their Adequacy**

In our opinion there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchase of stores, raw materials, plant and machinery, equipment and other assets and for the sale of goods as well. However the Company is in the process of introducing more systems to strengthen its internal controls.

**(ix) Material Developments in Human Resources /Industrial Relations Front**

Directly/indirectly your Company is providing employment to more than 500 persons at various levels at its factories and the Corporate Office. Its industrial relations continue to remain cordial.

**4. FINANCE**

The Company is availing its Working Capital Limits & Term Loanfrom Axis Bank Ltd. and Allahabad Bank. The company repaid all loan installments on time. During the year CARE awarded "CAREBBB" rating to Bank Loans of the company. This indicates investment grade of the company.

**5. CORPORATE GOVERNANCE**

As required by Clause 49 of the Listing Agreement, a Corporate Governance Report is attached as Annexure F to this Report. Certificate of Auditors regarding compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges is also attached and forms part of this Report.

**6. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to Section 125 of the Companies Act, 2013 the Company shall transfer unpaid/unclaimed dividends and unclaimed repayment and interest on fixed deposit to Investor Education and Protection Fund of the Government of India when it will become due. The details including last date of claiming of unclaimed/unpaid dividend amount is given on the website of the Company viz. www.orientpressltd.com.

**7. LISTING**

The Equity Shares continue to be listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Both these Stock Exchanges have nation-wide terminals and therefore, shareholders/Investors are not facing any difficulty in trading in the shares of the Company from any part of the country. The Company has paid annual listing fee for the Financial Year 2015-16 to BSE & NSE.

**8. SHARE CAPITAL**

The paid up equity capital as on March 31, 2015 was ₹ 8,07,50,000. The Company has not issued Equity Shares with differential voting rights nor granted employee stock options nor sweat equity.

The Company has not made provision for purchase of its own shares by employees or by trustees for the benefit of employees.

**Unclaimed Shares**

In terms of Clause 5A.II of the listing agreement, the details of unclaimed shares are as under:-

| Status | No. of holders whose shares are marked as unclaimed | No. of shares marked as unclaimed |
|---|---|---|
| Status of unclaimed shares as on 1st April,2014 | **295** | **21100** |
| Additional unclaimed shares during the year under review | **-** | **-** |
| Total Unclaimed shares | **295** | **21100** |
| No. of claims settled and shares released to the rightful claimants during the said year | **16** | **1100** |
| Balance un-claimed shares as at 31st March, 2015 | **279** | **20000** |

The company received 16 claims for an aggregate of 1100 shares during the year under review.

These unclaimed shares are held in a separate Demat account titled "Orient Press Limited – Un-claimed suspense account.

**9. FIXED DEPOSITS**

Your company accepted fixed deposit from Members during the year under review. The details as below:-

The Company had accepted deposits u/s 58A and 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended. On 1st April 2014 deposit balance was ₹ 632.60 Lacs which was fully paid during the year. Deposit accepted during the year ₹ 353.60 Lacs under Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Your Company does not have any unpaid or unclaimed public deposits at the end of the year 31st March, 2015. Outstanding public deposits as on March 31, 2015 is ₹ 353.60 Lacs. The Company has been consistent in timely repayments of Fixed Deposits and does not fail to repay the deposit or part thereof or any interest thereon.

**10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by Company are given in the notes to the financial statements.

**11. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director of the company. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

**12. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

As per the Companies Act, 2013, all companies having net worth of ₹ 500 crore or more, or turnover of ₹ 1,000 crore or more or a net profit of ₹ 5 crore or more during any financial year are required to constitute a Corporate Social Responsibility (CSR) committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such Company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year. Accordingly, we spent ₹ 1,44,120/- towards our CSR activities in fiscal 2015. The Board could partly spend the amount recommend by the Corporate Social Responsibility committee.

During the year under report the company could only spent ₹ 144120/- on CSR activities as company faced difficulties in undertaking activities included in CSR policy because as per the applicable Rules the CSR expenditure is required to be incurred on project/program mode and expenses incurred on one-off events would not be qualified as part of CSR expenditure.

As the company could not find a suitable project, company contributed ₹ 51000/- to prime minister relief fund and ₹ 51000/- to swach Bharat kosh and spent ₹ 42120/- for medical relief camp at the year end.

Our CSR committee comprises Shri Ramvilas Maheshwari (Chairman), Shri Rajaram Maheshwari and Shri Ghanshyamdas Mundra, (Members). The Committee is responsible for formulating and monitoring the CSR policy of the Company. CSR activities, as per the provisions of the Companies Act, 2013, may be undertaken by the Company through a registered trust or a registered society or making contribution to Prime Minister National Relief Fund and Swacch Bharat Kosh.

Details about the CSR policy is available on our website, www.orientpressltd.com. The Annual Report on our CSR activities is appended as Annexure A to the Board's report.

**13. ENERGY CONSERVATION , TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT-GO**

**(A) CONSERVATION OF ENERGY**

a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

b) No specific investment has been made in reduction in energy consumption.

c) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

**(B) TECHNOLOGY ABSORPTION**

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities and does not have technical collaboration. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

**(C) FOREIGN EXCHANGE EARNINGS AND OUT-GO**

During the period under review foreign exchange earnings or out flow as below

(₹ In Lacs)

| Particulars | | 2014-15 |
|---|---|---|
| Foreign Exchange earned – Export | | 3752.72 |
| Foreign Exchange used for | | |
| a | Raw Materials, Stores and Spares and Capital Goods | 987.57 |
| b | Expenses | 31.06 |

**14. INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**15. DIRECTORS AND KEY MANAGERIAL PERSONNAL**

Shri Prakash Maheshwari retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offer himself for re-appointment. The Directors recommend for his re-appointment

Ms. Vinita Chaparwal was appointed as an additional and Independent Director by the Board of Directors of the Company with effect from 21st March,2015. As per the provisions of Section 161 of the Companies Act, 2013 she holds this office upto the conclusion of forthcoming Annual General Meeting of the Company and therefore the Board recommends the appointment of Ms. Vinita Chhaparwal, as Independent Director under section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement in the ensuing Annual General Meeting to hold office for a term of five years from 21st March 2015 to 20th March 2020. Ms. Vinita Chhaparwal has given declaration that she meets the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

Shri Ravishankar Gopalan, an Independent Director submitted his resignation to the Company on March 31, 2015 due to preoccupation. The same was accepted by the Board in its meeting held on April 20, 2015. The Board hereby placed on records its sincerest thanks and gratitude for the invaluable contribution made by Shri Ravishankar Gopalan towards the growth and development of the Company during his tenure as a Director.

The Chairman & Managing Director and Whole-time Directors of the Company were re-appointed by the Board of Directors in their meeting held on 27th September, 2014 for a period of 3 years subject to approval of Members in the General Meeting.

Shri Ganeshmal Surana, Chief Financial Officer of the Company resigned w.e. f. 8th October 2014 and Shri Gopal Somani was appointed as Chief Financial Officer of the Company with effect from 1st October 2014. Ms. Meenakshi Anchlia appointed as Whole Time Company Secretary with effect from 23rd March 2015.

**16. FORMAL ANNUAL EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholder Relationship Committee and Share Transfer Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**17. NOMINATION AND REMUNERATION POLICY**

In accordance with section 178 of the Companies Act 2013 and clause 49 of the Listing Agreement, during the year, on the recommendation and approval of the Nomination and Remuneration Committee, the Nomination and Remuneration Policy of the Company was adopted by the company.

The Company's Policy is available on the Company's website i.e. www.orientpressltd.com. The details of composition, terms of reference of the Nomination and Remuneration committee, number and dates of meeting held, attendance of the Directors and remuneration paid to them are given separately in the attached Corporate Governance Report forming part of the Boards' Report.

**18. MEETINGS**

During the year, six Board Meetings and six Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**19. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.

iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The directors have prepared the annual accounts on a going concern basis.

v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**20. NUMBER OF COMPLAINTS RELATING TO SEXUAL HARASSMENT IN THE LAST FINANCIAL YEAR AND PENDING, AS ON THE END OF THE FINANCIAL YEAR**

As for protection against sexual harassment, Orient Press Limited has formed an internal complaints committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to which employees can write their complaints. Also the Company has sexual harassment norms in which it formalized a free and fair enquiry process with clear timeline. There are no cases of sexual harassment during the year under report.

**21. VIGIL MECHANISM POLICY/WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism Policy / whistle blower to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The policy has been placed on the website of the company and available on Web Link: http://www.orientpressltd.com/Policies.html

**22. AUDITORS & AUDITOR'S REPORT**

In the previous Annual General Meeting the appointment of Auditors of the Company M/S B.L. Sarda & Associates was made for a term of three years to hold office until the conclusion of the 29th Annual General Meeting of the Company. As per the provisions of Section 139 their appointment is required to be ratified in every General Meeting and therefore the Directors recommend their appointment for ratification.

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence,do not call for any further comments under Section 134 of the Companies Act, 2013

**23. SECRETARIAL AUDITOR**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. V K Mandawaria & Co., a Firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure B". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**24. COST AUDITORS**

Under Companies (Cost Records and Audit) Amendment Rules, 2014 dated 31st December 2014 concluded that for the Financial Year 2014-15, the Cost Audit is not applicable on the Company and applicability on 'Plastic and Polymers and Papers' shall enforce with effect from 1st April 2015.

**25. INTERNAL AUDITORS**

Pursuant to provisions of section 138 of the Companies Act 2013 and Companies (Accounts) Rules, 2014 the company has appointed "Sarda & Pareek" a firm of Chartered Accountants in practice to undertake the internal audit of the company.

**26. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

**27. RELATED PARTY TRANSACTIONS**

None of the transactions with any of the related parties were in conflict with the company's interest. Suitable discloser as required by the accounting standard (AS-18) has been given in the notes to the financial statements. All related party contracts are negotiated on an arms-length basis and are in ordinary course of business. The related party transactions policy as approved by the Board is uploaded on the company's website www.orientpressltd.com.

Particulars of contracts or arrangements entered with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC–2, is appended as "Annexure D" to the Board's report.

**28. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197(12) read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been given in "Annexure E" to the Board's report.

The information required pursuant to Section 197(12) read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable because company has not employed any employee drawing salary of ₹ 5, 00,000 per month or ₹ 60,00,000 per annum during the year under review.

**29. ACKNOWLEDGEMENTS**

Your Company and its Directors wish to extend their sincere thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

For and on behalf of the Board of Directors

For **Orient Press Limited**

**(R. V. Maheshwari)**
**Chairman & Managing Director**
DIN: 00250378

Place: Mumbai

Date: 26th May, 2015

**Annexure A to Board's Report**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

**(i) A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

**CORPORATE SOCIAL RESPONSIBILITY:-**

The Corporate Social Responsibility (CSR) Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website at the link: http://www.orientpressltd.com/Policies.html

The Company has identified the CSR activities permitted as per Schedule VII to the Act, which have been specified in CSR policy of the Company.

**(ii) Composition of CSR committee**

| Name of the Member | Designation |
|---|---|
| Shri Ramvilas Maheshwari | Chairman |
| Shri Rajaram Maheshwari | Member |
| Shri Ghanshyamdas Mundra | Member |

**(iii) Average net profit of the company for last three financial years:**

Average net profit: ₹ 6,61,04,356/-.

**(iv) Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)**

The company is required to spend ₹ 13,22,087/- .

**(v) Details of CSR spend for the financial year:**

a) Total amount spent for the financial year:₹ 1,44,120/-.

b) Amount unspent if any: ₹ 11,77,967/-

c) Manner in which the amount spent during the financial year is detailed below:

| Sr. No. | CSR project/ activity identified | Sector in which the Project is covered | Projects/ Programmes 1. Local area/others- 2.Specify the state and district where projects or programs were undertaken | Amount outlay (budget) project/ programs wise | Amount spent on the project /programs Subheads: 1. Direct expenditure on project, 2. Overheads | Cumulative spend up to the reporting period | Amount spent: Direct/ through implementing agency |
|---|---|---|---|---|---|---|---|
| 1. | Contribution to Prime minister relief fund | - | - | - | 51000 | 51000 | 51000 |
| 2. | Contribution to Swach Bharat kosh | - | - | - | 51000 | 51000 | 51000 |
| 3. | Medical Relief | Health Care | Boiser-Tarapur, Dist. Palghar (Maharashtra) | - | 42120 | 42120 | 42120* |

Detail of implementing agency:

* Impact India Foundation

(**vi**) **In case the Company fails to spend the 2% of the Average Net Profit (INR) of the last 3 Financial Years**: The reasons for not spending the amount shall be stated in the Board report.

**(vii) Responsibility statement**

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

'The implantation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and Policy of the Company.'

**Annexure B to Board's Report**

**SECRETARIAL AUDIT REPORT**

**For The Financial Year Ended On 31st March, 2015**

**(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)**

To,

The Members,

Orient Press Limited,
Plot No.L-31,
M.I.D.C. Tarapur Industrial Area,
Boisar-401 506.
Dist. Palghar (Maharashtra).

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Orient Press Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March,2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable to the company during the audit period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the company during the audit period)**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the company during the audit period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the audit period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the company during the audit period)** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the company during the audit period)**

(vi) **No other specific law was applicable to the company.** (Mention the other laws as may be applicable specifically to the company)

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not notified hence not applicable to the company during the audit period)**

(ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act .

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except where the meeting was called at short notice to transact urgent business as permitted under the provisions of Section 173(3) and after complying the same) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and committee meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period no specific events/actions having a major bearing on the affairs of the company took place.

For V.K.Mandawaria& Co.
Company Secretaries.

Place : Mumbai
Date : 26/05/2015

(Vinod Kumar Mandawaria)
Proprietor
FCS No:2209
C P No.: 2036

Note : This report is to be read with our letter of even date which annexed as Annexure and forms an intergral part of this report.

**'Annexure'**

To,

The Members,
Orient Press Limited,

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We had followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the company.
4. Where ever required we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For V.K.Mandawaria& Co.
Company Secretaries.

Place : Mumbai
Date : 26/05/2015

(Vinod Kumar Mandawaria)
Proprietor
FCS No:2209
C P No.: 2036

**Annexure C to Board's Report**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As On the Financial Year ended on**

**31st March, 2015**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

## I. REGISTRATION AND OTHER DETAILS

i) CIN:L22219MH1987PLC042083

ii) Registration Date: 02nd January, 1987

iii) Name of the Company: Orient Press Limited

iv) Category / Sub-Category of the Company: Company Limited by Shares

v) Address of the registered office and contact details: L- 31, MIDC, Tarapur Indl Area Boisar 401506, Dist. Palghar, (Maharastra) Tel : 02525-655332

vi) Whether listed Company Yes / No: Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

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 400093 (Maharashtra)

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---|---|---|---|
| 1. | Printing | 181 | 28.29% |
| 2. | Flexible Packaging | 222 | 49.48% |
| 3. | Paper Board Carton | 170 | 22.23% |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary / Associate | % of Shares held | Applicable Section |
|---|---|---|---|---|---|
| N.A. | | | | | |

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year 1st April 2014 | | | | No. of Shares held at the end of the year 31st March 2015 | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **A Promoters** | | | | | | | | | |
| **(1) Indian** | | | | | | | | | |
| a) Individual/HUF | 1641500 | 0 | 1641500 | 20.33 | 1641500 | 0 | 1641500 | 20.33 | **0** |
| b) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| c) State Govt. (s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| d) Bodies Corp. | 4414750 | 0 | 4414750 | 54.67 | 4414750 | 0 | 4414750 | 54.67 | **0** |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| f) Any Other…. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| **Sub-total (A) (1):-** | **6056250** | **0** | **6056250** | **75** | **6056250** | **0** | **6056250** | **75** | **0** |
| **(2) Foreign** | | | | | | | | | |
| a) NRIs - Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| b) Other – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| e) Any Other…. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |

| Category of Shareholders | No. of Shares held at the beginning of the year 1st April 2014 | | | | No. of Shares held at the end of the year 31st March 2015 | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| **Sub-total (A) (2):-** | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| **Total shareholding of Promoter (A) = (A)(1)+(A)(2)** | **6056250** | **0** | **6056250** | **75** | **6056250** | **0** | **6056250** | **75** | **0** |
| **B. Public Shareholding** | | | | | | | | | |
| **1. Institutions** | | | | | | | | | |
| a) Mutual Funds | 0 | 2250 | 2250 | 0.03 | 0 | 600 | 600 | 0.01 | **-0.02** |
| b) Banks / FI | 1500 | 50 | 1550 | 0.02 | 1500 | 50 | 1550 | 0.02 | **0** |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| g) FIIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| h) Foreign Venture Capital | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| **Sub-total (B)(1):-** | **1500** | **2300** | **3800** | **0.05** | **1500** | **650** | **2150** | **0.03** | **-0.02** |
| **2. Non-Institutions** | | | | | | | | | |
| a) Bodies Corp. | 420415 | 850 | 421265 | 5.22 | 300154 | 750 | 300904 | 3.73 | **-1.49** |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| b) Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | **0** |
| i) Individual shareholders holding nominal share capital up to ₹ 1 lakh | 399874 | 90265 | 490139 | 6.07 | 383688 | 71815 | 455503 | 5.64 | **-0.43** |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1043817 | 0 | 1043817 | 12.93 | 1234804 | 0 | 1234804 | 15.29 | **2.36** |
| c) Others - NRI | 17413 | 5323 | 22763 | 0.28 | 15945 | 2400 | 18345 | 0.23 | **-0.05** |
| d) Others – Clearing members | 9175 | 0 | 9175 | 0.11 | 7044 | 0 | 7044 | 0.09 | **-0.02** |
| e) Others – Trusts | 27791 | 0 | 27791 | 0.34 | 0 | 0 | 0 | 0 | **-0.34** |
| **Sub-total (B)(2):-** | **1918485** | **96465** | **2014950** | **24.95** | **1941635** | **74965** | **2016600** | **24.97** | **0.02** |
| **Total Public Shareholding (B)=(B)(1)+(B)(2)** | **1919985** | **98765** | **2018750** | **25\|** | **1943135** | **75615** | **2018750** | **25** | **0** |
| **C. Shares held by Custodian for GDRs & ADRs** | | | | | | | | | |
| **Grand Total (A+B+C)** | **7976235** | **98765** | **8075000** | **100** | **7999385** | **75615** | **8075000** | **100** | **0** |

**(ii) Shareholding of Promoters**

| S. No | Shareholder's Name | Shareholding at the beginning of the year 1st April 2014 | | | Shareholding at the end of the year 31st March 2015 | | | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares | % change in shareholding during the year |
| 1 | Rajaram Maheshwari | 252172 | 3.12 | 0 | 252172 | 3.12 | 0 | 0 |
| 2 | Anita Sanjay Maheshwari | 32150 | 0.40 | 0 | 32150 | 0.40 | 0 | 0 |
| 3 | Kaushalya Devi Maheshwari | 30100 | 0.37 | 0 | 30100 | 0.37 | 0 | 0 |
| 4 | Prakash Maheshwari | 74850 | 0.93 | 0 | 74850 | 0.93 | 0 | 0 |
| 5 | Navin Maheshwari | 139800 | 1.73 | 0 | 139800 | 1.73 | 0 | 0 |
| 6 | Rahul Maheshwari | 144750 | 1.79 | 0 | 144750 | 1.79 | 0 | 0 |
| 7 | Ramvilas Maheshwari | 454150 | 5.62 | 0 | 454150 | 5.62 | 0 | 0 |
| 8 | Ramvilas Maheshwari HUF | 85250 | 1.06 | 0 | 85250 | 1.06 | 0 | 0 |
| 9 | Rajaram Maheshwari HUF | 84750 | 1.05 | 0 | 84750 | 1.05 | 0 | 0 |
| 10 | Sanjay Maheshwari | 149900 | 1.86 | 0 | 149900 | 1.86 | 0 | 0 |
| 11 | Sejal Maheshwari | 30000 | 0.37 | 0 | 30000 | 0.37 | 0 | 0 |
| 12 | Shantadevi Maheshwari | 29550 | 0.37 | 0 | 29550 | 0.37 | 0 | 0 |
| 13 | Sunita Navin Maheshwari | 32500 | 0.40 | 0 | 32500 | 0.40 | 0 | 0 |
| 14 | Vandana Maheshwari | 32250 | 0.40 | 0 | 32250 | 0.40 | 0 | 0 |
| 15 | Vikas Maheshwari | 44328 | 0.55 | 0 | 44328 | 0.55 | 0 | 0 |
| 16 | Parul Maheshwari | 25000 | 0.31 | 0 | 25000 | 0.31 | 0 | 0 |
| 17 | Fortune Couriers Limited | 3402800 | 42.14 | 0 | 3402800 | 42.14 | 0 | 0 |
| 18 | Orient Fincorp Limited | 641250 | 7.94 | 0 | 641250 | 7.94 | 0 | 0 |
| 19 | Salasar Investment & Leasing Pvt Ltd | 370700 | 4.59 | 0 | 370700 | 4.59 | 0 | 0 |
| | **Total** | **6056250** | **75** | 0 | **6056250** | **75** | **0** | **0** |

**(iii) Change in Promoters' Shareholding (please specify, if there is no change):**

| Sl. No. | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | **6056250** | **75** | - | - |
| | Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/sweat) | - | - | - | - |
| | At the End of the year | **6056250** | **75** | - | - |

Note: There is no change in the total shareholding of promoters between 01.04.2014 and 31.03.2015.

## ORIENT PRESS LIMITED

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sl. No. | Name | Shareholding | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of shares at the beginning of the year/end of the year | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1. | Chhattisgarh Investments Ltd | 245597 | 3.04% | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 245597 | 3.04% | 31.03.15 | | | 245597 | 3.04% |
| 2. | Naveen Mandhana | 145509 | 1.80% | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 145509 | 1.80% | 31.03.15 | | | 145509 | 1.80% |
| 3. | Trask Infrastructure Pvt Ltd | 117795 | 1.46% | 01.04.14 | | | | |
| | | | | 13.03.15 | -117795 | Transfer | Nil | Nil |
| | | Nil | Nil | 31.03.15 | | | Nil | Nil |
| 4. | Abhay Gandhi | 114467 | 1.42% | 01.04.14 | | | | |
| | | | | 27.03.15 | +12000 | Transfer | 126467 | 1.57% |
| | | 126467 | 1.57% | 31.03.15 | | | 126467 | 1.57% |
| 5. | Narayan Prasad Mundhra | 90095 | 1.09% | 01.04.14 | | | | |
| | | | | 10.10.14 | -10 | Transfer | 90085 | 1.09% |
| | | 90085 | 1.09% | 31.03.15 | | | 90085 | 1.09% |
| 6. | Vimla Gandhi | 71784 | 0.89% | 01.04.14 | | | | |
| | | | | 27.03.15 | +11630 | Transfer | 83414 | 1.03% |
| | | 88714 | 1.10% | 31.03.15 | +5300 | Transfer | 88714 | 1.10% |
| 7. | Snehlata Agrawal | 70717 | 0.88% | 01.04.14 | | | | |
| | | | | 10.10.14 | +2426 | Transfer | 73143 | 0.91% |
| | | | | 17.10.14 | +400 | Transfer | 73543 | 0.91% |
| | | | | 05.12.14 | +248 | Transfer | 73791 | 0.91% |
| | | | | 31.12.14 | +1000 | Transfer | 74791 | 0.93% |
| | | 74791 | 0.93% | 31.03.15 | | | 74791 | 0.93% |
| 8. | Urmila Gandhi | 64024 | 0.79% | 01.04.14 | | | | |
| | | | | 20.03.15 | +11000 | Transfer | 75024 | 0.93% |
| | | | | 27.03.15 | +7863 | Transfer | 82887 | 1.03% |
| | | 82887 | 1.03% | 31.03.15 | | | 82887 | 1.03% |
| 9. | Kanta Asawa | 56070 | 0.69% | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 56070 | 0.69% | 31.03.15 | | | 56070 | 0.69% |
| 10. | Gopal Daga | 38802 | 0.48% | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 38802 | 0.48% | 31.03.15 | | | 38802 | 0.48% |
| 11. | Savita Biyani | 38317 | 0.47% | 01.04.14 | | | | |
| | | | | 13.03.15 | -350 | Transfer | 37967 | 0.47% |
| | | | | 20.03.15 | -200 | Transfer | 37767 | 0.47% |
| | | 37767 | 0.47% | 31.03.15 | | | 37767 | 0.47% |

**(v) Shareholding of Directors and Key Managerial Personnel:**

| Sl. No. | For Each of the Directors and KMP | Shareholding | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of shares at thebeginning of the year/end of the year | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1. | Ramvilas Maheshwari | 454150 | 5.62 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 454150 | 5.62 | 31.03.15 | | | 454150 | 5.62 |
| 2. | Rajaram Maheshwari | 252172 | 3.12 | 01.04.14 | 0 | Nil movement during the year | 252172 | 3.12 |
| | | | | | | | | |
| | | 252172 | 3.12 | 31.03.15 | | | 252172 | 3.12 |
| 3. | Prakash Maheshwari | 74850 | 0.93 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 74850 | 0.93 | 31.03.15 | | | 74850 | 0.93 |
| 4. | Sanjay Maheshwari | 149900 | 1.86 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 149900 | 1.86 | 31.03.15 | | | 149900 | 1.86 |
| 5. | Ghanshyamdas Mundra | 0 | 0 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 0 | 0 | 31.03.15 | | | 0 | 0 |
| 6. | Kannan Ramamirtham | 1500 | 0.19 | 01.04.14 | | | | |
| | | | | | | | | |
| | | 1500 | 0.19 | 31.03.15 | | | 1500 | 0.19 |
| 7. | Vilas Dighe | 0 | 0 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 0 | 0 | 31.03.15 | | | 0 | 0 |
| 8. | Ravishankar Gopalan (till 31.03.2015) | 50 | 0.0006 | 01.04.14 | | | | |
| | | | | | | | | |
| | | 50 | 0.0006 | 31.03.15 | | | 50 | 0.0006 |
| 9. | Vinita Chhaparwal (w.e.f. 21.03.15) | 0 | 0 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 0 | 0 | 31.03.15 | | | 0 | 0 |
| 10. | Ganesh Mal Surana (till 08.10.2014) | 0 | 0 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 0 | 0 | 31.03.15 | | | 0 | 0 |
| 11. | Gopal Somani (w.e.f. 01.10.2014) | 0 | 0 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 0 | 0 | 31.03.15 | | | 0 | 0 |
| 12. | Meenakshi Anchlia (w.e.f. 23.03.2015) | 0 | 0 | 01.04.14 | 0 | Nil movement during the year | | |
| | | | | | | | | |
| | | 0 | 0 | 31.03.15 | | | 0 | 0 |

**VI. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| **Indebtedness at the beginning of the financial year** | | | | |
| i) Principal Amount | 336,565,664 | 141,125,608 | 63,260,000 | 540,951,272 |
| ii) Interest due but not paid | 454,185 | 2,529,024 | 0 | 2,983,209 |
| iii) Interest accrued but not due | 34,492 | 0 | 0 | 34,492 |
| **Total (i+ii+iii)** | **337,054,341** | **143,654,632** | **63,260,000** | **543,968,973** |
| **Change in Indebtedness during the financial year** | | | | |
| Addition | 45,510,128 | 147,397,923 | 35,360,000 | 228,268,051 |
| Reduction | 34,247,474 | 104,967,180 | 63,260,000 | 202,474,654 |
| **Indebtedness at the end of the financial year** | | | | |
| i) Principal Amount | 347,773,128 | 180,641,859 | 35,360,000 | 563,774,987 |
| ii) Interest due but not paid | 507,186 | 5,443,516 | 0 | 5,950,702 |
| iii)Interest accrued but not due | 36,681 | 0 | 0 | 36,681 |
| **Total (i+ii+iii)** | **348,316,995** | **186,085,375** | **35,360,000** | **569,762,370** |

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | | | Total Amount |
|---|---|---|---|---|---|---|
| 1. | Gross salary | Ramvilas Maheshwari | Rajaram Maheshwari | Prakash Maheshwari | Sanjay Maheshwari | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 2,037,290 | 2,037,290 | 1,325,282 | 1,325,282 | **6,725,144** |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | | | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | | | |
| 2. | Stock Option | - | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - | - |
| 4. | Commission | | | | | |
| | - as % of profit | | | | | |
| | -others, specify… | | | | | |
| 5. | Others, please specify | | | | | |
| | Medical reimbursement | 15,000 | 15,000 | 15,000 | 15,000 | **60,000** |
| | Contribution to Provident fund*** | 165,600 | 165,600 | 112,800 | 112,800 | **556,800** |
| | Total (A) | **2,217,890*** | **2,217,890*** | **1,453,082*** | **1,453,082*** | **7,341,944*** |
| | Ceiling as per the Act | 10 % of Net Profit ** | | | | |

* LTA & Medical reimbursement of previous year paid in current year not included.

** The net profits of the Company are inadequate and therefore the appointment of MD, ED and WTD'S had been made under the provisions of Section 197(3) and Schedule V -part II-Section II of the Companies Act, 2013.

***Contribution towards PF made by the Company is not to be included in the celling on remuneration as per the provisions of part IV of Schedule V of the Companies Act, 2013.

**B. Remuneration to other directors:**

| Sr. No. | Particulars of Remuneration | Name of Directors | | | | | Total Amount |
|---|---|---|---|---|---|---|---|
| | | Ghanshyamdas Mundra | Kannan Ramamirtham | Vilas Dighe | Ravishankar Gopalan (till 31.03.2015) | Vinita Chhaparwal (w.e.f. 21.03.2015) | |
| **1. Independent Directors** | | | | | | | |
| | Fee for attending board/ committee meetings | 30000 | 36000 | 30000 | 36000 | 0 | **132000** |
| | Commission | - | - | - | - | - | **-** |
| | Others, please specify | - | - | - | - | - | **-** |
| | **Total (1)** | **30000** | **36000** | **30000** | **36000** | **0** | **132000** |
| **2. Other Non-Executive Directors** | | | | | | | |
| | Fee for attending board / committee meetings | - | - | - | - | | **-** |
| | Commission | - | - | - | - | | **-** |
| | Others, please specify | - | - | - | - | | **-** |
| | **Total (2)** | **-** | **-** | **-** | **-** | | **-** |
| | **Total (B)=(1+2)** | **30000** | **36000** | **30000** | **36000** | **0** | **132000** |

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | | | |
|---|---|---|---|---|---|---|
| | | CEO | Company Secretary | CFO | | Total |
| | | Not Applicable | Meenakshi Anchlia (w.e.f. 23.03.15) | Ganeshmal Surana (till 08.10.2014) | Gopal Somani (w.e.f. 01.10.2014) | |
| 1. | Gross salary | | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | 7,414 | 1,803,946 | 590,322 | **2,401,682** |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | | | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | | | |
| 2. | Stock Option | | | | | |
| 3. | Sweat Equity | | | | | |
| 4. | Commission | | | | | |
| | - as % of profit | | | | | |
| | -others, specify… | | | | | |
| 5. | Others, please specify | | | | | |
| | Medical & other Expenses reimbursement | | | 23,347 | 21,750 | **45,097** |
| | Contribution to Provident fund | | 622 | 6,480 | 10,800 | **17,902** |
| | **Total** | | **8,036** | **1,833,773** | **622,872** | **2,464,681** |

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:** Not Applicable

| Type | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/ Compounding fees imposed | Authority[RD/ NCLT/COURT] | Appeal made, if any (give Details) |
|---|---|---|---|---|---|
| **A. Company** | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| **B. Directors** | | | | | |
| Penalty Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| **C. Other Officers in Default** | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

## ORIENT PRESS LIMITED

**Annexure D to Board's Report**

**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

*Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto*

1. Details of contracts or arrangements or transactions not at arm's length basis -
   - (a) Name(s) of the related party and nature of relationship
   - (b) Nature of contracts/arrangements/transactions
   - (c) Duration of the contracts / arrangements/transactions
   - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
   - (e) Justification for entering into such contracts or arrangements or transactions
   - (f) date(s) of approval by the Board
   - (g) Amount paid as advances, if any:
   - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

   } Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis
   - (a) Name(s) of the related party and nature of relationship
     - i) Orient Printers
     - ii) N.L. Packaging Private Limited
   - (b) Nature of contracts/arrangements/transactions
     - i) Leave and License Agreement
     - ii) Leave and License Agreement
   - (c) Duration of the contracts / arrangements/transactions
     - i) From 01.04.2014 to 31.03.2019
     - ii) From 01.04.2014 to 31.03.2019
   - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
     - i) Leave & License Agreement for taking part of office at Gala no. 20, Pragati Industrial Estate, N.M. Joshi Marg, Lower Parel, Mumbai on payment of rent of ₹ 30,000 per month.
     - ii) Leave & License Agreement for giving constructed shed at Plot No. 297/1/2 Sayali, Village, Silvassa 396240 Union Territory of Dadra & Nagar Haveli on payment of rent ₹ 100000/- per month.
   - (e) Date(s) of approval by the Board, if any:
     - i) 23rd May 2014
     - ii) 23rd May 2014
   - (f) Amount paid as advances, if any: Form shall be signed by the persons who have signed the Board's report. Nil

**Annexure E to Board's Report**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

| Sr. No. | Name of Director/KMP and Designation | Remuneration of Director/KMP for financial year 2014-15 | % increase in Remuneration in the Financial Year 2014-15 | Ratio of remuneration of each Director/to median remuneration of employees | Comparison of the Remuneration of the KMP against the performance of the Company |
|---|---|---|---|---|---|
| 1. | Ramvilas Maheshwari<br>Chairman and Managing Director | 22,17,890 | 15% | 10.35 | Profit Before Tax increased by 10.78% and Profit After Tax increased by 87.48% in Financial Year 2014-15 |
| 2. | Rajaram Maheshwari<br>Whole Time Director | 22,17,890 | 15% | 10.35 | |
| 3. | Prakash Maheshwari<br>Whole Time Director | 14,53,082 | 12.62% | 6.78 | |
| 4. | Sanjay Maheshwari<br>Whole Time Director | 14,53,082 | 12.62% | 6.78 | |
| 5. | Ghanshyamdas Mundra<br>Non-Executive Director | 30,000 | Nil | 0.14 | |
| 6. | Kannan Ramamirtham<br>Non-Executive Director | 36,000 | 50% | 0.17 | |
| 7. | Vilas Dighe<br>Non-Executive Director | 30,000 | Nil | 0.14 | |
| 8. | Ravishankar Gopalan<br>(till 31.03.2015)<br>Non-Executive Director | 36,000 | 2.86% | 0.17 | |
| 9. | Ganeshmal Surana<br>Chief Financial Officer<br>(ceased w.e.f. 08.10.2014) | 18,33,773 | * | * | |
| 10. | Gopal Somani<br>(w.e.f. 01.10.2014)<br>Chief Financial Officer | 6,22,872 | ** | ** | |
| 11. | Meenakshi Anchlia<br>(w.e.f. 23.03.15)<br>Company Secretary | 8,036 | *** | *** | |

*Details not given as Shri Ganeshmal Surana was chief financial officer only for a part of the financial year 2014-15 i.e. upto 8th October 2014

**Details not given as Shri Gopal Somani is Chief Financial Officer w.e.f. 1st October 2014.

***Details not given as Ms. Meenakshi Anchlia is Company Secretary w.e.f. 23rd March 2015.

(2) The median remuneration of employees of the company during the Financial Year was ₹ 214,200/-

(3) In the financial year, there was an increase of 8% in the median remuneration of employees.

(4) There were 269 permanent employees (excluding workers) on the rolls of the Company as on March 31, 2015.

(5) Relationship between average increase in remuneration and company performance: - The Profit before Tax for the financial year ended March 31, 2015 increased by 10.78% whereas the increase in median remuneration was 8%. The average increase in median remuneration was in line with the performance of the Company.

(6) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel Increased by 7.02% from ₹ 91.64 lacs in 2013-14 to ₹ 98.07 lacs in 2014-15 whereas the Profit before Tax increased by 10.78% to ₹ 239.99 Lacs in 2014-15 (₹ 216.63 Lacs in 2013-14).

(7) Variations in the market capitalization of the Company: The market capitalisation as on March 31, 2015 was ₹ 5208.38 Lacs (₹ 5491.00 Lacs as on March 31, 2014)

(8) Price Earnings ratio of the Company was 27.10 as at March 31, 2015 and was 53.54 as at March 31, 2014.

(9) 7.86% decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the Last public offer.

(10) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 8% whereas the Increase in the managerial remuneration for the same financial year was 7.02%.

(11) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable.

(12) Affirmation that the remuneration is as per the Remuneration Policy of the Company- the company affirms that the Remuneration is as per the Remuneration policy of the Company.

## ORIENT PRESS LIMITED

**Annexure F to Board's Report**

# CORPORATE GOVERNANCE REPORT

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Orient Press Limited's Philosophy of Corporate Governance firmly believes in attainment of highest level of transparency, professionalism and accountability. The Company's principles are focused to achieve the highest standards of Corporate Governance. The Company cares for ethical values and will not compromise on any of them.

**2. BOARD OF DIRECTORS(BOARD)**

(a) **COMPOSITION OF BOARD**

The Company has an optimum combination of Executive and Non- Executive Directors in its Board and Comprises of eight Directors, each having expertise in their field of operation including one Woman Director. The total number of Non-Executive Directors is 50% of the total number of Directors which is in conformity with the requirement of Clause 49 of the Listing Agreement. The Chairman of the Board is an Executive Directors and accordingly one half of the Board consist of Independent Directors as per clause 49 of the Listing Agreement with the Stock Exchanges.

Ms. Meenakshi Anchlia, Company Secretary acted as the secretary of the Board and its various committee w.e.f. 23rd March 2015. Prior to that Ms. Lata Bhatia, Compliance officer of the company acted as the secretary of the Board and its various committees.

During the Financial Year 31.03.2015, six Board Meetings were held on 23.05.2014, 11.08.2014, 27.09.2014, 12.11.2014, 12.02.2015 and 21.03.2015

The Composition of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorships are as follows:

| Name of Director | Category of Directorship | No. of Board Meetings Attended during 2014-15 | Attendance at Last AGM | No.of Director-Ship in other Companies as on 31.03.2015 | No. of Membership(s)/ Chairmanship(s) of other Company's Board Committees as on 31.03.2015 | |
|---|---|---|---|---|---|---|
| | | | | | Chairman | Member |
| Shri R V Maheshwari | MD | 6 | Yes | Nil | Nil | Nil |
| Shri R R Maheshwari | WTD | 6 | Yes | Nil | Nil | Nil |
| Shri Sanjay Maheshwari | WTD | 4 | Yes | Nil | Nil | Nil |
| Shri Prakash Maheshwari | WTD | 5 | Yes | Nil | Nil | Nil |
| Shri R Kannan | NED(I) | 6 | Yes | 10 | Nil | 8 |
| Shri Ghanshyamdas Mundra | NED(I) | 5 | Yes | 10 | Nil | 2 |
| Shri Vilas Dighe | NED(I) | 6 | Yes | 1 | Nil | Nil |
| Shri G Ravishankar | NED(I) | 6 | Yes | * | * | * |
| Ms. Vinita Chhaparwal** | NED(I) | - | NA | Nil | Nil | Nil |

*Resign w.e.f. 31·03.2015

**Appointed w.e.f. 21.03.2015

MD - Managing Director

WTD - Whole-time Director

NED (I) - Non-Executive and Independent Director

**Relationship between Directors**

Shri R. V. Maheshwari and Shri R. R. Maheshwari are related to each other, Shri R. V.Maheshwari and Shri Prakash Maheshwari are related to each other and Shri R. R. Maheshwari and Shri Sanjay Maheshwari are related to each other and no other Director is related with them or related to each other.

**(b) DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**(c) BOARD EVALUATION**

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework recommended by nomination and remuneration committee and adopted by the Board. The evaluation of the directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the company along with the effectiveness of their contribution etc. None of the Independent

Directors are due for re–appointment (except Ms. Vinita Chhaparwal who was appointed as an Additional Director in Independent Category w.e.f. 21st March, 2015).

**(d) FAMILIARIZATION PROGRAMME**

Every new Independent Director including any new appointee of the Board familiarize with the strategy, operations and functions of our Company, the executive directors/senior managerial personnel make presentations to the Director about the Company's strategy, operations, product and service offerings, markets, delivery, organization structure, finance, human resources, technology, quality, facilities and risk management. They are also informed of the important policies of the company including the Code of Conduct for Board Members and Senior Management Personal and the Code of Conduct to regulate, monitor and report trading by insider etc.Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director.

The familiarization programme for Independent Directors in terms of provisions of clause 49 of the Listing Agreement is uploaded on the website of the company and can be accessed through the following link: www.orientprssltd.com.

**(e) MEETING OF INDEPENDENT DIRECTORS**

In accordance with the code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 12th February 2015 without the attendance of non- independent directors to review the performance of Non- Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also review the quality, content and timeliness of the flow of information between Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

**(f) BOARD DIVERSITY**

The Company recognizes and embraces the importance of a diverse board in its success. The Company believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, www.orientpressltd.com.

**3. AUDIT COMMITTEE**

**(a) Terms of reference**

The terms of reference of Audit Committee are described below:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
   b. Changes, if any, in accounting policies and practices and reasons for the same
   c. Major accounting entries involving estimates based on the exercise of judgment by management
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements
   f. Disclosure of any related party transactions
   g. Qualifications in the draft audit report
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the following information mandatorily:-
    a. Management discussion and analysis of financial condition and results of operations;
    b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
    d. Internal audit reports relating to internal control weaknesses; and
    e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

**(b) Composition**

The Audit Committee comprises of three Non-Executive Independent Directors and one Executive Director. The Chairman of the Audit Committee, Shri Ghanshyamdas Mundra is a Non-Executive Independent Director having expertise in the field of accounts and finance management. All the members of the committee are financial literate.

The Committee comprises of Shri Ghanshyamdas Mundra – Director as Chairman of the Committee, Shri R V Maheshwari – Chairman & Managing Director of the company, Shri R Kannan and Shri G Ravishankar (upto 31st March, 2015), Independent Directors as Members.

Shri G Ravishankar resigned from the Board w.e.f. 31st March 2015 and Audit Committee was reconstituted by the Board in its meeting held on 20th April 2015. Shri Vilas Dighe, Independent Director joined the committee in place of Shri G Ravishankar. Shri Vilas Dighe is qualified MBA from IIM Ahmedabad and B.Tech in Chemical Engineering from IIT Mumbai.

**(c) Meeting and Attendance**

The Committee met 6 times during the Financial Year ended 31st March, 2015 on 23.05.2014, 11.08.2014, 10.09.2014, 12.11.2014, 12.02.2015 and 21.03.2015 and the attendance of members at the meetings were as follows :-

| Name of Member | Status | No. of Meeting Attended |
|---|---|---|
| Shri Ghanshyamdas Mundra | Chairman | 5 |
| Shri R Kannan | Member | 6 |
| Shri G Ravishankar* | Member | 6 |
| Shri R V Maheshwari | Member | 5 |

*Resigned w.e.f 31st March, 2015.

**4. NOMINATION AND REMUNERATION COMMITTEE**

The nomenclature of the 'Remuneration Committee' of the Board was changed to 'Nomination and Remuneration Committee' at the Board meeting held on 27th September 2014.

**(a) Terms of Reference**

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
2. To carry out evaluation of every Director's performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
4. To formulate the criteria for evaluation of Independent Directors and the Board;
5. To devise a policy on Board diversity;
6. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
7. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
8. To perform such other functions as may be necessary or appropriate for the performance of its duties.

**(b) Composition**

The Committee comprises of Shri Vilas Dighe, Shri Ghanshyamdas Mundra and Shri R. Kannan (upto 26th September 2014) and Shri G. Ravishankar (from 27th September 2014 to 31st March 2015).

The Committee was reconstituted by the Board in its meeting held on 27th September 2014 and Shri G Ravishankar joined the committee in place of Shri R. Kannan. Further Shri G Ravishankar resigned from the Board w.e.f. 31st March 2015 and therefore the Committee was again reconstituted by the Board in its meeting held on 26th May 2015 and Ms. Vinita Chhaparwal joined the committee in place of Shri G Ravishankar.

(c) **Meetings**

The committee met 2 times during the financial year ended March 31, 2015 on 27.09.2014 and 21.03.2015.The attendance record of the members at the meeting was as follows

| Name of Member | Status | No. of Meetings Attend Attended |
|---|---|---|
| Shri Vilas Dighe | Chairman | 2 |
| Shri Ghanshyamdas Mundra | Member | 2 |
| Shri R. Kannan* | Member | - |
| Shri G Ravishankar* | Member | 2 |

*Shri R Kannan replaced by G Ravishankar in the Committee during the year under report.

**Remuneration Policy**

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The Board and Nomination and Remuneration Committee of Directors are authorized to decide the remuneration of Directors subject to the approval of members and Central Government, if required. Payment of remuneration to the Managing Director and Whole Time Directors are governed by the letter of appointment issued to them by the company, containing the terms and conditions of appointment approved by the Board and Nomination and Remuneration Committee and the shareholders. The remuneration structure comprises of salary, perquisites and retirement benefits.

**Details of Remuneration paid to Directors**

**(1) Remuneration to Non-Executive/Independent Directors**

(i) The Non-Executive Directors were paid sitting fees of ₹5,000/- for each Meeting of the Board attended by them. The total sitting fees paid during the year ended 31st March, 2015 was as under:-

| Director | Sitting Fees (₹) |
|---|---|
| Shri R Kannan | 30,000 |
| Shri Ghanshyamdas Mundra | 25,000 |
| Shri Vilas Dighe | 30,000 |
| Shri G Ravishankar* | 30,000 |
| Ms. Vinita Chapparwal** | Nil |

*Resigned w.e.f. 31st March 2015

**Appointed w.e.f. 21st March 2015

(ii) Further a sitting fees of ₹1000/- was also being paid for attending Audit Committee Meetings and during the year ended 31st March, 2015 total sitting fees paid was as under :-

| Director | Sitting Fees (₹) |
|---|---|
| Shri R Kannan | 6,000 |
| Shri Ghanshyamdas Mundra | 5,000 |
| Sh. G Ravishankar* | 6,000 |

*Resigned w.e.f. 31st March 2015

**(2) (i) Remuneration to Executive Directors**

| Name | Designation | Salary (₹) | Perquisites and Allowances (₹) |
|---|---|---|---|
| Shri R V Maheshwari | Chairman and Managing Director | 13,80,000 | 8,37,890 |
| Shri R R Maheshwari | Whole Time Director | 13,80,000 | 8,37,890 |
| Shri Sanjay Maheshwari | Whole Time Director | 9,40,000 | 5,13,082 |
| Shri Prakash Maheshwari | Whole Time Director | 9,40,000 | 5,13,082 |

(ii) Notice period for termination of appointment of Executive Directors is three months on either side.

(iii) No severance pay is payable on termination of appointment.

**5. STAKEHOLDER RELATIONSHIP COMMITTEE**

During the year, nomenclature of the 'Shareholders/Investors Grievances committee' was changed to 'Stakeholder Relationship Committee' pursuant to section 178 of the Companies Act 2013, in the Board meeting held on 27th September 2014.

**(a) Terms of Reference**

The terms of reference of Committee is to ensure redressal of the Shareholders and Investors complaints relating to transfer of shares, non-receipt of dividend warrants, Balance Sheets etc. and any other grievances of security holders.

(b) **Composition of the Committee**

The Committee comprises of Shri Prakash Maheshwari, Whole-time Director, Shri G. Ravishankar and Shri Vilas Dighe, Independent Directors and non-executive directors. Further Shri G Ravishankar resigned from the Board w.e.f. 31st March 2015 and Committee was reconstituted by the Board in its meeting held on 26th May 2015 and Ms. Vinita Chhaparwal joined the committee in place of Shri G Ravishankar. The Chairman of the Committee is the Non-Executive Independent Director. The Compliance Officer and Company Secretary acts as Secretary of the Committee.

**(c) Meeting**

The Committee meetings held as and when required. One Meeting of the Committee was held on 21.03.2015 during the Financial Year ended 31st March, 2015.

| Name of Member | Status | No. of Meeting Attended |
|---|---|---|
| Shri G Ravishankar* | Chairman | 1 |
| Shri Vilas Dighe | Member | 1 |
| Shri Prakash Maheshwari | Member | Nil |

* Resigned w.e.f. 31st March 2015

**(d) Details of Shareholders/ Investors Complaints for the financial year 2014-15:**

| | |
|---|---|
| Number received during the year | Nil |
| Number resolved to the satisfaction of complainant | Not Applicable |
| Number pending redressal | Nil |
| Number pending transfers | Nil |

**6. GENERAL BODY MEETINGS:**

**(i) Details of Annual General Meetings**

The last three Annual General Meetings were held as under

| F.Y. | Date | Time | Venue | Special Resolution Passed |
|---|---|---|---|---|
| 2012 | 08.08.2012 | 12.30 P.M. | L-31 MIDC Tarapur Industrial Area, Boisar 401 506, Dist Palghar, (Maharashtra) | No |
| 2013 | 24.08.2013 | 12.30 P.M. | L-31 MIDC Tarapur Industrial Area, Boisar 401 506, Dist Palghar, (Maharashtra) | No |
| 2014 | 27.09.2014 | 12.30 P.M. | L-31 MIDC Tarapur Industrial Area, Boisar 401 506, Dist Palghar, (Maharashtra) | Yes |

(ii) Special Resolutions passed in the previous 3 AGMs

At the 26th AGM held on 27th September 2014.

- Resolution passed under section 14(1) of the Companies Act 2013 for alteration of the Article of Association of the Company by inserting article to appoint or reappoint an individual under section 203(1) of Companies Act 2013 as the Chairperson as well as Managing Director or Chief Executive Officer of the company at the same time.

(iii) Whether Special Resolutions were put through postal ballot last year – No.

(iii) Is any Special Resolution proposed to be conducted through postal ballot– No Special Resolution is proposed to be conducted through postal ballot.

**7. DISCLOSURES**

**(i) Related Party Transactions (RPT)**

(a) The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and a Policy on materiality of RPTs which is uploaded on the website of the Company and can be accessed through the following link: www.orientpressltd.com.

(b) Your Company enters into various transactions with related parties as per the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

(c) During the financial year ended 31st March, 2015, there are no transactions with related parties which qualify as materially significant transaction in terms of the applicable provisions of Clause 49 of the Listing Agreement.

(d) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.

(e) During the financial year ended 31st March, 2015, the Company entered into some RPTs which were not considered in the ordinary course of business but were on arm's length basis. However such transactions were identified as not crossing the threshold limits as stipulated under the Companies Act, 2013 and rules made thereunder, Clause 49 of the Listing Agreement and the Policy of the Company on dealing with RPTs. Accordingly, no shareholders approval was required for the same and the Company obtained the requisite approvals of the Audit Committee and the Board.

(f) A statement in summary form of all the transactions with related parties is placed periodically before the audit committee.

(g) Transactions with related parties, as per requirements of Accounting standard 18, are disclosed elsewhere in this annual report.

**(ii)** There was no non-compliance and no penalties or strictures were imposed by the stock exchanges or by the SEBI or any other statutory authority on the Company in any matter related to capital market in connection with its equity share capital from the date of listing.

**(iii) Whistle blower Policy/Vigil Mechanism**

The Company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to report unethical behaviour and actual or suspected frauds, the Company has adopted the Whistle blower Policy/vigil Mechanism with effect from 1st October, 2014, in line with Clause 49 (II) (F) of the Listing Agreement. No personnel have been denied access to the Audit Committee.

The Whistle blower Policy/Vigil Mechanism broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities/unethical behaviour. The Whistle blower Policy is available on the Company's website i.e. www.orientpressltd.com

**(iv) Details of compliance with mandatory and non-mandatory requirements of Clause 49 of the Listing Agreement**

**Mandatory Requirements:**

Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

**Non-Mandatory Requirements:**

a) **Chairman of the Board**

Recommendation: A non-Executive Chairman should be entitled to maintain a Chairman's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.

The Chairman of the Board is an Executive Director.

**b) Shareholders Information**

Recommendation: The half yearly declaration of financial performance including summary of the significant events in the last six months should be sent to each household of shareholders.

As the Company's half yearly results are published in an English Newspaper having wide circulation and in a Marathi and in a Hindi newspaper the same are not sent to each household of shareholders.

**c) Audit Qualification**

The Auditor's Report on the financial account of the company for the year ended 31st March, 2015 does not have any qualification.

**d) Separate Post of Chairman and CEO**

The Chairman and Managing Director of the company is same person.

**e) Reporting of Internal Auditor.**

The Internal auditor may report directly to the Audit Committee.

**f) Vigil Mechanism /whistle blower policy**

Details have been given in Directors report

**g) Presentation made to Institutional Investors/analysts:** No

**8. MEANS OF COMMUNICATION TO SHAREHOLDERS**

(i) Quarterly/Annual Financial results are published in daily newspapers viz. Free Press Journal, Nav-shakti, Economic Times, Maharashtra Times and Navbharat Times.

(ii) The Quarterly/Annual Financial Results were promptly displayed on the Company's website www.orientpressltd.com.

(iii) Policies made by the Company as per Companies Act, 2013 and Pursuant to Clause 49 of the Listing Agreement were displayed on the Company's website www.orientpressltd.com.

(iv) The Annual Report containing, inter alia, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website (www.orientpressltd.com).

(v) The investor complaints are processed in a centralized web-based complaints redress system(SEBI Complaints Redress System (SCORES)). The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

(vi) All periodical compliance filings like shareholding pattern, corporate governance report, others are filed electronically on NEAPS for NSE and on BSE.

(vii) All the official news releases are regularly sent to the Stock Exchanges and are promptly displayed on the company's website.

(viii) No presentations made to the institutional investors or to the analysts during the reporting year.

**9. GENERAL SHAREHOLDERS INFORMATION**

**(i) Annual General Meeting** is to be held on Monday, the 31st day of August, 2015 at 12.30 P.M. at Registered Office L-31 MIDC Industrial Area, Boisar, 401 506, Dist Palghar (Maharashtra)

**(ii) Financial Year:** April 1, 2014 to March 31, 2015

**(iii) Date of Book Closure:** Tuesday, the 25th day of August, 2015 to Monday, the 31st day of August, 2015 (both days inclusive).

**(iv) Dividend payment date:** 5th Day of September 2015.

**(v) Listing** of Equity Shares on the Stock Exchanges at BSE and NSE.

**(vi) Stock code nos.**
BSE 526325
NSE – ORIENTLTD

**(vii) Demat ISIN number in NSDL and CDSL** –INE609C01024

**(viii) Register and Transfer Agent**
**Universal Capital Securities Pvt Ltd**
(Formerly known as Mondkar Computers Pvt. Ltd.)
21, Shakil Nivas, Mahakali Caves Road
Andheri (East), Mumbai 400 093
Phone : 28262920, 28257641

**(ix) Share Transfer Systems**

Shares sent for transfer in physical form are registered by the Share Transfer Agent of the Company within 15 days of receipt of the documents, if they are found in order. Shares under objection are returned within two weeks. A share Transfer Committee comprising of members of the Board meets as and when required to consider the transfer of shares etc.

Request for dematerialization (demat) received from the shareholders are effected within 21 days.

**(x) Distribution of Shareholding as on 31st March, 2015.**

| No. of shares held | No. of share holders | % of shareholder | No. of shares | % of shares |
|---|---|---|---|---|
| Upto - 500 | 2636 | 92.882 | 208882 | 2.587 |
| 501 to 1000 | 69 | 2.431 | 51872 | 0.642 |
| 1001 to 5000 | 61 | 2.15 | 148652 | 1.841 |
| 5001 to 10000 | 15 | 0.529 | 108936 | 1.349 |
| 10001 and above | 57 | 2.008 | 7556658 | 93.581 |

**(xi) Categories of Shareholders as on 31st March, 2015**

| Category | No. of shares held | % shareholding |
|---|---|---|
| Promoter Companies | 4414750 | 54.67% |
| Promoters | 1641500 | 20.33% |
| Residential Individuals | 1690307 | 20.93% |
| Non Residential Individuals | 18345 | 0.23% |
| Corporate Bodies | 300904 | 3.72% |
| Nationalised Banks | 1550 | 0.02% |
| Mutual Funds and UTI | 600 | 0.01% |
| Others | 7044 | 0.09% |
| **Total** | **8075000** | **100%** |

(xii) **Dematerialization of shares**

29.88% (2412701 shares) of total equity share capital is held in dematerialization form with NSDL and 69.18% (5586684 shares) of total equity share capital is held in dematerialization form with CDSL as on 31.03.2015. Thus 99.06% of total shares are held in dematerialization form.

**(xiii) Plant Locations**

The Company's plants are located at:

L-31, 32 MIDC Tarapur Industrial Area, Boisar 401 506, Dist Palghar (Maharashtra)

G-73 MIDC Tarapur Industrial Area, Boisar 401 506, Dist Palghar (Maharashtra)

Survey No. 297/1-P Village Sayli, Silvassa 396 240 U T of Dadra & Nagar Haveli

**(xiv) Address for communication**

The Company's Registered Office is situated at L-31 MIDC Tarapur Industrial Area, Boisar 401 506 Dist. Palghar (Maharashtra).

Shareholders correspondence should be addressed to:

Orient Press Limited
20 Pragati Industrial Estate, N M Joshi Marg, Lower Parel, Mumbai 400 011
Tel : 40285828 Fax 40285870; E-Mail : share@orientpressltd.com

Shareholders holding shares in electronic mode should address all their correspondence relating to change of address to their respective Depository Participants (DP).

(xv) Name and Address of Compliance Officer:

Ms. Meenakshi Anchlia
Compliance Officer & Company Secretary

Orient Press Limited
20 Pragati Industrial Estate, N M Joshi Marg
Lower Parel, Mumbai 400 011
Tel : 40285828 Fax 40285870
E-Mail : share@orientpressltd.com

**(xvi) Market Price Data:**

Monthly high/low during the Financial Year 2014-15 on the Stock Exchange Mumbai (BSE) and National Stock Exchange of India (NSE) on which the Company's Shares traded are as follows:-

| Month | BSE | | NSE | |
|---|---|---|---|---|
| | High | Low | High | Low |
| | (₹) | (₹) | (₹) | (₹) |
| April, 2014 | 93.00 | 68.00 | 85.05 | 60.00 |
| May, 2014 | 81.60 | 72.50 | 87.95 | 70.55 |
| June, 2014 | 84.00 | 66.50 | 78.25 | 67.05 |
| July, 2014 | 82.00 | 65.60 | 82.50 | 65.05 |
| August, 2014 | 126.85 | 82.00 | 132.00 | 84.00 |
| September, 2014 | 130.10 | 101.05 | 132.90 | 107.20 |
| October, 2014 | 130.10 | 110.00 | 134.95 | 110.15 |
| November, 2014 | 123.90 | 80.00 | 119.80 | 85.10 |
| December, 2014 | 95.90 | 73.00 | 99.90 | 71.05 |
| January, 2015 | 95.80 | 70.05 | 94.45 | 76.85 |
| February, 2015 | 90.00 | 71.25 | 93.95 | 67.00 |
| March, 2015 | 94.90 | 62.00 | 89.90 | 62.00 |

[Source: This information is compiled from the data available from the websites of BSE and NSE]

- Performance in comparison to broad based indices:

  During the year, the performance of broad based indices was as follows:-

| | As at 1st April 2014 | As at 31st March 2015 |
|---|---|---|
| BSE Sensex | 22455.23 | 27957.49 |
| CNX NIFTY | - | - |

The Company has not issued any GDR/ADR/Warrants or any convertible instruments.

**10. OTHERS**

**(a) CODE OF CONDUCT:**

Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirement under Clause 49 of the Listing Agreement. The Code of Conduct has been posted on the website of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2015. A certificate signed by the Managing Director forms part of this Report. A copy of the Code of Conduct has been put on the Company's website. **Web Link:** http://www.orientpressltd.com.

**(b) CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

The Board of Directors at its meeting held on 26th May, 2015, approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulation, 2015. The Board at its aforesaid meeting also approved the 'Code for Fair Disclosure' and the same can be accessed through the following link: www.orientpressltd.com.

(c) **MANAGING DIRECTOR / CFO CERTIFICATION**

The certificate required under Clause 49(IX) of the Listing Agreement, duly signed by the Managing Director/CFO has been given to the Board and the same forms part of this Report.

(d) **RISK MANAGEMENT POLICY**

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined policy.

(e) **LISTING FEES**

The Company has complied with Clause 38 of the listing agreement with respect to payment of Annual Listing fees to the Exchanges.

## ORIENT PRESS LIMITED

**Declaration**

I, Ramvilas Maheshwari – Chairman & Managing Director of Orient Press Limited hereby confirm pursuant to Clause 49(II)(E) of the Listing Agreement that :

The Board of Directors of Orient Press Limited has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The said Code of Conduct has also been posted on the Company's website www.orientpressltd.com.

All the Board Members and Senior Management personnel have affirmed their compliance with the said Code of Conduct for year ended 31st March, 2015.

**(R V MAHESHWARI)**
**CHAIRMAN & MANAGING DIRECTOR**
**DIN: 00250378**

---

## CEO / CFO CERTIFICATE UNDER CLAUSE 49 (IX)

To,
The Board of Directors
Orient Press Limited

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement of Orient Press Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
   (i) Significant changes, if any, in internal control over financial reporting during the year;
   (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;and
   (iii) Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any,of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 26.05.2015

**(Gopal Somani)**
Chief Financial Officer

**(Ramvilas Maheshwari)**
Chairman and Managing Director

---

## AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

**The Members of Orient Press Limited**

We have examined the compliance of conditions of Corporate Governance by Orient Press Limited ("the Company"), for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For B.L. Sarda & Associates**
Firm Registration No.: 109266W
Chartered Accountants

**(C.A. B.L. Sarda)**
Partner
M.No. 014568

Date: 26th May 2015
Place: Mumbai

# INDEPENDENT AUDITOR'S REPORT

To the Members of
**ORIENT PRESS LIMITED**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **ORIENT PRESS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28(a) to the financial statements;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For B.L. Sarda & Associates**
Chartered Accountants
Firm Registration No.109266W

**(CA B.L. Sarda)**
Partner
Membership No.014568

Place : Mumbai
Date : 26th May, 2015

# ANNEXURE TO INDEPENDENT AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

(i) (a) In our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, fixed assets of the company have been physically verified by the management during the year which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(ii) (a) As explained to us, the inventory of the company has been physically verified by the management at the end of the year except in case of inventory lying with third parties. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business. In case of inventory lying with third parties, confirmations have been obtained for inventory held by them at the end of year.

(c) On the basis of our examination of the records of inventory, we are of the opinion that the company has maintained proper records of inventory and as informed to us, discrepancies noticed on physical verification between the physical stock and book records were not material and have been properly dealt with the books of account.

(iii) The company has not granted any secured or unsecured loan to companies, firms and other parties covered in the register maintained under section 189 of the Act. Therefore, comments under clause 3(iii)(a) and 3(iii)(b) of the order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control systems. However, the same needs to be strengthened.

(v) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under with regard to the deposits accepted. Accordingly, there have been no proceeding before the Company Law Board or National Company Law Tribunal or any court or any other Tribunal in this matter and no order has been passed by any of aforesaid authorities.

(vi) We have broadly reviewed the books of account maintained by the company in respect of products where, pursuant to the rules made by the Central Government , the maintenance of cost records have been prescribed under section 148 (1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the accounts and records with a view to determine whether they are accurate or complete.

(vii) (a) According to the records of the Company and the information and explanations given to us ,the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues were in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable except the following:-

| Nature of dues | Amount (₹) | Period to which the amount relates |
|---|---|---|
| Rates & Taxes | 237944 | F.Y. 2006-2007 and 2012-13 to 2014-15 |
| Profession Tax | 900 | F.Y.2014-15 |

(b) As at 31st March, 2015, according to the records of the company and the information and explanations given to us, the following are the particulars of disputed dues on account of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess matters that have not been deposited:

| Nature of dues | Amount (₹) | Period to which the amount relates | Forum where pending |
|---|---|---|---|
| Sales Tax | 1181979 * | F.Y.2005-2006 | Dy. Commissioner of Sales Tax (Appeals) |
| Income Tax ( Tax Deducted at Source ) | 13,38,075 | F.Y.2008-2009 | Appeal Effects |

* includes ₹65024/- provided in accounts

(c) The amount required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

(viii) The Company neither has any accumulated losses as at 31st March, 2015 nor has incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(ix) According to the information and explanations given to us, the company has not defaulted in repayment of dues to its banks. The Company has not obtained any borrowings from any financial institutions or by way of debentures.

(x) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from bank or financial institutions.

(xi) To the best of our knowledge and belief and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.

(xii) Based on the audit procedures performed and according to the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year ended 31st March, 2015 nor have we been informed of such case by the management.

**For B.L. Sarda & Associates**
Chartered Accountants
Firm Registration No. 109266W

**(CA B. L. Sarda)**
Partner
Membership No. 014568

Place: Mumbai
Date : 26th May, 2015

## ORIENT PRESS LIMITED

# Balance Sheet as at 31st March 2015

| | Note No. | As at 31st March,2015 ₹ | As at 31st March,2014 ₹ |
|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | |
| **Shareholders' Funds** | | | |
| Share Capital | 3 | 80,750,000 | 80,750,000 |
| Reserves and Surplus | 4 | 548,456,142 | 541,207,426 |
| | | **629,206,142** | **621,957,426** |
| **Non-current liabilites** | | | |
| Long-term borrowings | 5 | 140,443,192 | 147,536,416 |
| Deferred Tax Liability ( Net ) | 6 | 25,975,600 | 18,184,000 |
| Other long-term liabilites | 7 | 350,000 | 450,000 |
| Long-term provisions | 8 | 16,486,502 | 12,726,667 |
| | | **183,255,294** | **178,897,083** |
| **Current liabilites** | | | |
| Short-term borrowings | 9 | 405,099,902 | 329,240,257 |
| Trade payables | 10 | 266,769,169 | 268,737,364 |
| Other current liabilites | 11 | 68,549,973 | 105,667,511 |
| Short-term provisions | 8 | 12,580,374 | 12,135,142 |
| | | **752,999,418** | **715,780,274** |
| **TOTAL** | | **1,565,460,854** | **1,516,634,783** |
| **ASSETS** | | | |
| **Non - current assets** | | | |
| Fixed assets | | | |
| Tangible | 12 (a) | 465,440,141 | 519,439,417 |
| Intangible | 12 (b) | 1,244,646 | 1,797,332 |
| Capital work-in-progress | | 86,098,876 | 17,642,835 |
| Non - current investments | 13 | 8,539,991 | 8,550,135 |
| Long-term loans and advances | 14 | 50,399,654 | 44,735,533 |
| | | **611,723,308** | **592,165,252** |
| **Current assets** | | | |
| Inventories | 15 | 468,713,748 | 421,351,337 |
| Trade receivables | 16 | 394,286,750 | 414,247,149 |
| Cash and Cash equivalents | 17 | 21,768,888 | 23,117,286 |
| Short-term loans and advances | 14 | 40,242,132 | 50,738,164 |
| Other current assets | 18 | 28,726,028 | 15,015,595 |
| | | **953,737,546** | **924,469,531** |
| **TOTAL** | | **1,565,460,854** | **1,516,634,783** |
| Significant accounting policies | 2 | | |
| The accompanying notes are an integral part of the financial statements. | | | |

As per our report of even date

For **B.L. Sarda & Associates**
Chartered Accountants

**CA B. L. Sarda**
Partner
Membership No. : 014568

Place : Mumbai
Date : 26th May, 2015

For and on behalf of the Board

| | |
|---|---|
| **R.V. Maheshwari** | Chairman & Managing Director |
| **R.R. Maheshwari** | Executive Director |
| **Sanjay Maheshwari** | Whole-Time-Director |
| **Prakash Maheshwari** | Whole-Time-Director |
| **CA Gopal Somani** | Chief Financial Officer |
| **Meenakshi Anchlia** | Company Secretary |

Place : Mumbai
Date : 26th May, 2015

## Statement of Profit and Loss for the Year ended on 31st March 2015

| | Note No. | 31 March 2015 ₹ | 31 March 2014 ₹ |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations (Gross) | 19 | 2,113,122,928 | 1,899,104,166 |
| Less: Excise duty | | 148,660,866 | 113,712,659 |
| Revenue from operations (Net) | | 1,964,462,062 | 1,785,391,507 |
| Other Income | 20 | 5,217,709 | 16,513,083 |
| **Total Revenue** | | **1,969,679,771** | **1,801,904,590** |
| **EXPENSES** | | | |
| Cost of Materials Consumed | 21 | 1,344,717,323 | 1,211,501,012 |
| Purchases of Stock-in -Trade | 22 | 10,591,205 | 7,402,441 |
| Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade | 23 | 1,558,616 | (7,940,776) |
| Employee benefits expense | 24 | 153,051,699 | 138,642,332 |
| Finance Costs | 25 | 56,694,586 | 49,457,408 |
| Depreciation and amortization expense | 26 | 58,050,574 | 53,167,206 |
| Other expenses | 27 | 321,016,728 | 328,011,794 |
| **Total Expenses** | | **1,945,680,731** | **1,780,241,417** |
| **Profit before Tax** | | **23,999,040** | **21,663,173** |
| **Tax Expense :** | | | |
| -Current Tax [Refer Note no. 32(i)] | | 4,185,600 | 5,750,000 |
| Less:- MAT Credit entitlement [Refer Note no. 32(ii)] | | (8,222,212) | - |
| -Deferred Tax | | 8,809,600 | 5,658,000 |
| **Profit for the Year** | | **19,226,052** | **10,255,173** |
| **Earning per equity share of nominal value of ₹ 10/- each** | 33 | | |
| **-Basic & Diluted (in ₹)** | | 2.38 | 1.27 |
| Significant accounting policies | 2 | | |

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **B.L. Sarda & Associates**
Chartered Accountants

**CA B. L. Sarda**
Partner
Membership No. : 014568

Place : Mumbai
Date : 26th May, 2015

For and on behalf of the Board

| | |
|---|---|
| **R.V. Maheshwari** | Chairman & Managing Director |
| **R.R. Maheshwari** | Executive Director |
| **Sanjay Maheshwari** | Whole-Time-Director |
| **Prakash Maheshwari** | Whole-Time-Director |
| **CA Gopal Somani** | Chief Financial Officer |
| **Meenakshi Anchlia** | Company Secretary |

Place : Mumbai
Date : 26th May, 2015

## ORIENT PRESS LIMITED

# Cash flow statement for the year ended 31 March 2015

(Amount in ₹)

| | | Current Year ended 31-03-2015 | | Previous Year ended 31-03-2014 | |
|---|---|---|---|---|---|
| A | **Cash flow from Operatiing activities** | | | | |
| | **Profit before tax, Extraordinary Items** | | **23,999,040** | | **21,663,173** |
| | **Adjustment for :** | | | | |
| | Finance Costs | 56,694,586 | | 49,457,408 | |
| | Depreciation and amortization expense | 58,050,574 | | 53,167,206 | |
| | (Profit) / Loss on sale of fixed assets | 32,172 | | 1,038,474 | |
| | Provision for Doubtful Debts / Loans and Advances (Net of Written back) | (3,092,853) | | 5,624,810 | |
| | Loss on Sale of non current investments | - | | 7,192,800 | |
| | Provision for diminition in value of investments | - | | (7,200,000) | |
| | Dividend received | (1,520) | | (1,618) | |
| | Interest received | (2,542,231) | | (2,262,862) | |
| | Rent received | (1,440,000) | | (900,000) | |
| | | | 107,700,728 | | 106,116,218 |
| | | | 131,699,768 | | 127,779,391 |
| | **Operating Profit before working capital changes** | | | | |
| | **Adjustment for :** | | | | |
| | Trade and other receivables | 23,787,018 | | (28,325,033) | |
| | Fixed Deposits with bank and balance in unpaid dividend account not considered as cash equivalents | 2,224,067 | | 4,945,657 | |
| | Inventories | (47,362,411) | | (99,907,156) | |
| | Trade and Other Payables | 10,631,755 | | 38,259,004 | |
| | | | (10,719,571) | | (85,027,528) |
| | **Cash generated from operations** | | 120,980,197 | | 42,751,863 |
| | Income Tax paid /(refund) | | (5,575,675) | | (1,918,707) |
| | **Net cash flow from/ (used in) Operating activities (A)** | | **115,404,522** | | **40,833,156** |
| B | **Cash flows from Investing activities** | | | | |
| | Sale/(Addition)of/to Fixed Assets | | (75,263,281) | | (78,969,748) |
| | (Net of amortization expense capitalized ₹ 40,44,340/-) | | | | |
| | Sale/(Addition)of/to non-current Investments | | 10,144 | | 17,344 |
| | Rent received | | 1,440,000 | | 900,000 |
| | Interest received | | 2,542,231 | | 2,262,862 |
| | Dividend received | | 1,520 | | 1,618 |
| | **Net cash flow from/ (used in) Investing activities (B)** | | **(71,269,386)** | | **(75,787,924)** |

## Cash flow statement for the year ended 31 March 2015 (Cont...)

(Amount in ₹)

| | Current Year ended 31-03-2015 | Previous Year ended 31-03-2014 |
|---|---|---|
| **C. Cash flows from Financing activities** | | |
| Finance Costs | (56,694,586) | (49,457,408) |
| Proceeds / repayment from/(of) long-term borrowings | (53,035,930) | (17,101,390) |
| Proceeds / repayment from/(of) Short-term borrowings | 75,859,645 | 103,505,046 |
| Dividend Paid | (8,016,249) | (4,014,151) |
| Dividend Distribution Tax Paid | (1,372,346) | (686,173) |
| **Net cash flow from/(used in) in financing activities ( C )** | **(43,259,466)** | **32,245,924** |
| Net increase /(decrease) in cash and cash equivalents (A+B+C) | 875,670 | (2,708,844) |
| Cash and cash equivalents at the beginning of the year | 4,115,140 | 6,823,984 |
| **Cash and cash equivalents at the end of the year** | **4,990,810** | **4,115,140** |
| **Notes:** | | |
| (1) Components of Cash and Cash equivalents | | |
| Cash on hand | 4,536,901 | 3,925,355 |
| With bank in current accounts | 453,909 | 189,785 |
| **Total cash and cash equivalents (note 17)** | 4,990,810 | 4,115,140 |

(2) Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard: 3 (AS-3) - "Cash Flow Statement"

(3) Cash and Cash equivalents excludes Fixed Deposits with Banks which have been pledged and balance in unpaid dividend account.

(4) Previous year figures are re-grouped / recast / re-arranged wherever considered necessary.

As per our report of even date

For **B.L. Sarda & Associates**
Chartered Accountants

**CA B. L. Sarda**
Partner
Membership No. : 014568

Place : Mumbai
Date : 26th May, 2015

For and on behalf of the Board

| | |
|---|---|
| **R.V. Maheshwari** | Chairman & Managing Director |
| **R.R. Maheshwari** | Executive Director |
| **Sanjay Maheshwari** | Whole-Time-Director |
| **Prakash Maheshwari** | Whole-Time-Director |
| **CA Gopal Somani** | Chief Financial Officer |
| **Meenakshi Anchlia** | Company Secretary |

Place : Mumbai
Date : 26th May, 2015

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

1. **CORPORATE INFORMATION:**

The Company was incorporated on 2nd January, 1987 as a private limited company by the name of Orient Press Private Limited. On 5th February, 1991 the Company was converted into a public limited company and the name got changed to Orient Press Limited. The Company came out with the initial public offer in the year 1993 and got listed on NSE and BSE on 21st February, 1994. The Company is engaged in manufacturing activities of printing of capital market stationery, commercial printing like Text book, Annual Reports etc., security printing like MICR Cheques, Dividend Warrants, Shares & Debenture certificates, Railway tickets and coupons etc., computer stationery, telephone scratch cards, smart cards, recharge coupons and note books etc. in Printing Segment and all kinds of packaging materials i.e. flexible packaging material of multi layer film laminates, paper board mono cartons, linear carton, display cartons and outer corrugated boxes etc in Packaging Segment.

2. **SIGNIFICANT ACCOUNTING POLICIES :**

**a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The accompanying financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared under the historical cost convention on the accrual basis of accounting. The accounting policies have been consistently applied by the company unless otherwise stated.

**b) USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual result could differ from these estimates and the difference between actual results and estimates are recognized in the periods in which the results are known / materialize.

**c) REVENUE RECOGNITION**

i) Revenue from Sale of goods, income from delivery / courier charges and income from jobs are recognized on the basis of dispatch of goods.

ii) Sales are inclusive of Excise Duty.

iii) Dividend including interim is accounted when the right to receive payment is established.

iv) Benefits available against exports are estimated at net realizable value and accounted for in the year of exports. Profit /Loss on sale of DEPB/ Status Holder Incentive Scrip is accounted in the year of such sale.

**d) FIXED ASSETS AND DEPRECIATION**

i) Fixed Assets are stated at cost (net of Cenvat/ VAT, wherever availed) less accumulated depreciation. Cost includes pre-operative expenses and interest on borrowings for the project incurred upto the date of installation.

ii) Depreciation on Fixed Assets has been provided on written down value method and computed with reference to the useful life of respective assets specified and in the manner prescribed in Schedule II of the Companies Act, 2013 including pro rata depreciation on additions/deletions made during the year.

iii) Premium paid for Leasehold Land is amortised over primary lease period.

**e) INTANGIBLE ASSETS AND AMORTIZATION**

Items of expenditure that meet the recognition criteria as mentioned in Accounting Standard - 26 on "Intangible Assets" are classified as intangible assets are amortized over the period of economic benefits.

Softwares are stated at cost of acquisition and are amortized on straight line basis over a period of five years irrespective of the date of acquisition.

**f) BORROWING COST**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**g) EXCISE DUTY**

The Company is providing liability for excise duty on finished goods manufactured and remaining in stock.

**h) INVENTORIES**

i) Raw Material, Store & Spares, Packing Materials and Fuel are valued at cost or net realisable value whichever is lower. The cost includes the purchase price as well as incidental expenses such as freight and is net of Cenvat/VAT benefit available, if any.

ii) Finished Goods and Work-in-progress are valued at cost or net realisable value whichever is lower. Cost includes appropriate allocation of overheads.

iii) Waste/Scrap are valued at net realisable value.

iv) The cost of base shells is amortised over a period of 8 years from the year of purchase.

v) Cost is arrived at on first-in-first-out basis.

**i) ASSETS ON OPERATING LEASES**

Lease rental paid/received on assets taken/given under operating lease are recognized as expenses/income on accrual basis in accordance with the respective lease agreements.

**j) FOREIGN CURRENCY TRANSACTIONS**

Transactions in foreign currencies are accounted at the exchange rates prevailing on the day of transactions. Gains and losses arising out of subsequent fluctuations are accounted on actual payment / realization. Monetary items related to foreign currency transactions, remaining unsettled at the end of the year are adjusted at the rates prevailing at the end or are stated at the amounts likely to be realized or required to be disbursed, except for those considered doubtful of recovery. The exchange fluctuation arising on account of such adjustments are dealt in the Statement of profit and loss . Non-monetary items are reported by using the exchange rate at the date of transactions.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

The company enters into forward contracts to hedge its foreign currency exposures. Premium / Discount in respect of outstanding forward contracts at the year end are amortised as expense or income over the life of the contract.

**k) INVESTMENTS**

Investments that are readily realizable and intended to be held for not more than twelve months are classified as Current Investments. All other investments are classified as Non-current Investments. Non-current Investments are stated at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the Non-current Investments.

Current Investments are stated at lower of cost and fair value and determined on an individual investment basis.

**l) EMPLOYEE BENEFITS**

A) Short Term Benefits

All employee benefits including bonus/ performance incentives/ex-gratia payable wholly within twelve months of rendering the service are classified as short term employee benefits and are charged to Statement of Profit and Loss of the year

B) Long Term Benefits

(a) Post-Employment Benefits

i) Defined Contribution Plans :- Retirement benefits in the form of Provident Fund, Employees State Insurance and labour welfare are considered as defined contribution plan and contributions to the respective funds administered by the Government are charged to Statement of Profit and Loss of the year when the contribution to the respective funds are due.

ii) Defined Benefit Plans :- Retirement benefits in the form of gratuity is considered as defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made as at the date of the Balance Sheet. The same is not funded. Actuarial gain/loss, if any are immediately recognized in Statement of Profit and Loss.

(b) Other Long Term Benefits

i) Leave Encashment

Liability on account of leave entitlement of employees in accordance with the policy of the company is provided for on the basis of an actuarial valuation on projected unit credit method made as at the date of the Balance Sheet. The same is not funded. Actuarial gain/ loss, if any are immediately recognized in Statement of Profit and Loss.

ii) As per the present policy of the company, there are no other long term benefits to which its employees are entitled.

**m) PROVISION FOR CURRENT AND DEFERRED TAX**

(i) Provision for current Income Tax is made on the taxable income using the applicable tax rules and tax laws.

(ii) Deferred tax assets and liabilities are recognized for timing differences between the accounting and taxable income measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure its realization.

**n) MINIMUM ALTERNATE TAX (MAT) CREDIT ENTITLEMENT**

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The year in which MAT credit become eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of Profit and Loss and shown as MAT credit Entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

**o) IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

**p) PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

A provision is recognized when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation. Contingent liabilities, if material, are disclosed by way of notes. Contingent assets are not recognized or disclosed in the financial statements.

**q) CONTINGENCIES AND EVENTS OCCURING AFTER THE BALANCE SHEET DATE**

Event occurring after the date of the Balance Sheet, which provide further evidence of conditions that existed at the Balance Sheet date or that arose subsequently, are considered upto the date of approval of accounts by the Board of Directors, where material.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**3 Share capital**

| | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| **Authorised** | | |
| 1,35,00,000 Equity shares of ₹ 10/- each | 135,000,000 | 135,000,000 |
| 3,00,000 Cumulative Redeemable Preference shares of ₹ 100/- each | 30,000,000 | 30,000,000 |
| | **165,000,000** | **165,000,000** |
| **Issued, subscribed and Paid-up** | | |
| 80,75,000 Equity shares of ₹ 10/- each fully paid - up | 80,750,000 | 80,750,000 |
| | **80,750,000** | **80,750,000** |

**Notes:**

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:**

| **Equity Shares** | As at 31st March 2015 | | As at 31st March 2014 | |
|---|---|---|---|---|
| | Nos. | ₹ | Nos. | ₹ |
| At the beginning of the period | 8075000 | 80,750,000 | 8075000 | 80,750,000 |
| Issued during the period | - | - | - | - |
| **Outstanding at the end of the period** | **8075000** | **80,750,000** | **8075000** | **80,750,000** |

**b. Terms/rights attached to equity shares**

(i) The company has only one class of issued and paid up Shares , i.e., Equity Shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitiled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2015, the amount of per share dividend recognized as distributions to equity shareholders as dividend was ₹ 1.00 ( 31st March 2014 : ₹1.00).

In the event of liquidation of the company, the holders of equity shares will be entitiled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Details of shareholders holding more than 5% shares in the company**

| **Name of Shareholder** | 31st March 2015 | | 31st March 2014 | |
|---|---|---|---|---|
| | Nos. | % of Share | Nos. | % of Share |
| Fortune Couriers Limited | 3,402,800 | 42.14 | 3,402,800 | 42.14 |
| Orient Fincorp Limited | 641,250 | 7.94 | 641,250 | 7.94 |
| Ramvilas Maheshwari | 454,150 | 5.62 | 454,150 | 5.62 |

**4 Reserves and Surplus**

| | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| **General Reserve** | | |
| Balance as Per Last Financial Statements | 22,130,000 | 22,130,000 |
| Add : Transfer from Surplus balance in the Statement of Profit and Loss | 7,200,000 | - |
| **Closing Balance** | **29,330,000** | **22,130,000** |
| **Surplus in Statement of Profit and Loss** | | |
| Balance as per last financial statements | 519,077,426 | 518,269,599 |
| Add :Profit for the year | 19,226,052 | 10,255,173 |
| Amount available for Appropriation | 538,303,478 | 528,524,772 |
| **Less : Appropriations** | | |
| Adjustment relating to Fixed Assests (Refer Note no. 43) | 2,258,456 | - |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| | | |
|---|---|---|
| Proposed Dividend on Equity Shares | 8,075,000 | 8,075,000 |
| Dividend Distribution Tax on proposed dividend | 1,643,880 | 1,372,346 |
| Transfer to General Reserve | 7,200,000 | - |
| **Total of appropriations** | 19,177,336 | 9,447,346 |
| **Net Surplus in Statement of Profit and Loss** | **519,126,142** | **519,077,426** |
| **Total** | **548,456,142** | **541,207,426** |

**5 Long-Term Borrowings**

| | Non-Current Portion | | Current Maturities | |
|---|---|---|---|---|
| | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
| **Secured** | | | | |
| **Term Loans** | | | | |
| - From Banks | 23,406,985 | 6,407,589 | 17,504,603 | 32,628,419 |
| - From Others | 1,175,238 | 119,349 | 727,290 | 472,556 |
| **Unsecured** | | | | |
| **Deferred Payment Liabilities** | | | | |
| -Sales Tax Deferral | 80,500,969 | 97,334,478 | - | 11,488,624 |
| **Deposits** | | | | |
| -Fixed Deposits - Public | - | 43,675,000 | - | 19,585,000 |
| - Share Holders | 35,360,000 | - | - | - |
| **Total** | **140,443,192** | **147,536,416** | **18,231,893** | **64,174,599** |

**Notes :**

1. Term Loan from banks comprises of :
   (a) ₹36,48,590/- ( P.Y. ₹ 2,76,48,590/- ) from Axis Bank for acquisition of Plant and Machinery and same is secured by exclusive first hypothecation charge on entire movable fixed assets of the company, present and future including machineries acquired out of this Term Loan and is collaterally secured by charge on immovable fixed assets of company's Silvassa Unit. It is repayable in 10 equal quarterly installments of ₹60,00,000/- each commencing after moratorium period of 6 Months i.e., beginning from March, 2013 and ending on June 2015 and carrying interest @ bank's base rate plus 3.00% p.a. {Presently 13.15% (P.Y.13.25% ) p.a.}.
   (b) ₹19,49,974/- ( P.Y. ₹64,45,974/- ) from Allahabad bank for acquisition of Plant and Machinery and same is secured by exclusive charge on Assets funded from this Term Loan and collaterally secured by second pari passu charge on all the assets of the Company (Fixed Assets and Current Assets).It is repayable in 10 equal quarterly installments of ₹15,00,000/- each commencing after moratorium period of 6 Months i.e., beginning from June 2013 and ending on September 2015 and bearing interest @ bank's base rate plus 3.00% p.a. {Presently 13.25% (P.Y.13.25% ) p.a.}.
   (c) ₹3,30,00,000/- ( P.Y. ₹NIL/- ) from Allahabad bank for acquisition of Office Premises and same is secured by exclusive charge on Assets funded from this Term Loan.It is repayable in 20 equal quartarly installments of ₹20,00,000/- each begnning from 31st Dec.2014 and ending on 30th September 2019 interest @ bank's base rate plus 3.00% p.a. {Presently 13.25% (P.Y.NA ) p.a.}.
   (d) ₹ 19,11,747/-( P.Y. ₹ 43,52,041/-) from H.D.F.C. Bank and ₹ 4,01,277/-( P.Y. ₹ 5,89,403/-) from ICICI bank are for Vehicles and same are secured by hypothecation of Motor Vehicles and are repayable over a period of three Years.
2. The term loans aggregating to ₹ 3,85,98,564/- ( P.Y. ₹ 3,40,94,564/-) obtained from Axis bank and Allahabad bank are personally guaranteed by the Managing Director and Executive Director.
3. Term Loans from others are for Vehicles and same are secured by hypothecation of Motor Vehicles and are repayable over a period of three Years.
4. Interest free Sales Tax deferral is availed from the Government of Maharashtra in accordance with the 1988 Package Scheme of Incentives / The 1993 Package Scheme of Incentives. The said deferral is repayable in 15 annual installments of unequal amounts ranging from ₹ 1,67,063/- to ₹ 2,18,99,823/- starting from 30th June 2010 and ending on 1st April 2024.
5. Deposits from Public / Shareholders carry interest @12% p.a. and are repayable after 2 to 3 years from the respective dates of deposit.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**6 Deferred tax liability (net)**

| | | As at 31st March 2015 ₹ | 31st March 2014 ₹ |
|---|---|---|---|
| **Deferred Tax Liability** | | | |
| Difference between book and tax depreciation | | 39,888,400 | 44,946,200 |
| | **Total (A)** | **39,888,400** | **44,946,200** |
| **Deferred tax Asset** | | | |
| Unabsorbed losses/ depreciation | | 3,248,500 | 16,372,100 |
| Provisions | | 7,432,000 | 4,188,000 |
| Disallowances | | 3,232,300 | 6,202,100 |
| | **Total (B)** | **13,912,800** | **26,762,200** |
| **Deferred Tax Liability ( Net )** | **(A-B)** | **25,975,600** | **18,184,000** |

**7 Other Long - Term Liabilities**

| | Non - Current Portion | | Current Maturities | |
|---|---|---|---|---|
| | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
| **Others** | | | | |
| -Security Deposits | 350,000 | 450,000 | - | - |
| | **350,000** | **450,000** | **-** | **-** |

**Notes:**

1. Non - Current portion of Security Deposits are treated as Long - Term as they are expected to remain with the Company for a period of more then one year.

**8 Provisions**

| | Long - Term | | Short - Term | |
|---|---|---|---|---|
| | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
| **Provision for employee benefits** | | | | |
| Provision for gratuity | 13,775,139 | 10,250,107 | 2,661,082 | 2,500,476 |
| Provision for leave benefits | 2,711,363 | 2,476,560 | 138,155 | 139,760 |
| | **16,486,502** | **12,726,667** | **2,799,237** | **2,640,236** |
| **Other Provisions** | | | | |
| Wealth Tax ( Net of Payments) | - | - | 62,257 | 47,560 |
| Proposed Dividend | - | - | 8,075,000 | 8,075,000 |
| Dividend Distribution Tax | - | - | 1,643,880 | 1,372,346 |
| | **-** | **-** | **9,781,137** | **9,494,906** |
| | **16,486,502** | **12,726,667** | **12,580,374** | **12,135,142** |

**9 Short-Term Borrowings**

| | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| **Secured** | | |
| **a. Loans Repayable on Demand** | | |
| **(i) From a banks** | | |
| -Cash Credit facilities | 300,000,000 | 296,937,751 |
| -Packing Credit facilities - Repayable in foreign currency | 4,959,012 | - |
| | **304,959,012** | **296,937,751** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| | | |
|---|---|---|
| **Unsecured** | | |
| **(a) Loans repayable on demand** | | |
| (i) From a body Corporate | - | 1,500,000 |
| **(b) Loan from related parties [Refer Note no. 35(B)(iv) ( b ) ]** | 93,335,426 | 30,802,506 |
| **(c) Other Loans** | | |
| -Buyer Credit arrangement - Repayable in foreign currency | 6,805,464 | - |
| | **100,140,890** | **32,302,506** |
| | **405,099,902** | **329,240,257** |

**Notes:**

1. Cash Credit and Packing Credit Facility from Banks comprises of :
   (a) ₹ 20,49,59,012/- (P.Y. ₹ 20,00,00,000/-) from Axis bank are secured by Pari passu first charge on current assets of the company both present and future and collaterally secured by (i) Pari passu second charge on the land, building and machinery of its Silvassa unit, except for those funded by Term Loan of Allahabad bank, (ii) Pari passu second charge on movable fixed assets of the company other than its Silvassa Unit, (iii) negative lien on immovable fixed assets other then those of its Silvassa unit and (iv) Second charge on the assets acquired out of the term loan of Allahabad bank, and also personally guaranteed by Managing Director and Executive Director.
   (b) ₹ 10,00,00,000/- (P.Y.₹ 9,69,37,751/-) from Allahabad Bank are secured by Pari passu first charge on current asstets of the Company both present and future and collaterally secured by (i) Pari passu first charge on land, building and machinery located at its Silvassa Unit, (ii) second Pari passu charge on movable fixed assets of the company other than its Silvassa Unit and (iii) negative lien on immovable fixed assets other then those of its Silvassa unit and also personally guaranteed by Managing Director and Executive Director.

| 10 **Trade Payables** | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| (i) Due to Micro , Small and Medium Enterprises | - | |
| (ii) Others | 266,769,169 | 268,737,364 |
| | **266,769,169** | **268,737,364** |

**Notes:**

1. Amounts due to Micro ,Small and Medium Enterprises is disclosed to the extent such parties have been identified by the management from the information available with the Company regarding the status of the supplier and relied upon by the Auditors. There are no such undertakings to which the company owes a sum exceeding ₹ 1 lac for more than 30 days. No interest is paid/payable to such undertakings.

| 11 **Other Current Liabilities** | As at 31st March 2015 ₹ | 31st March 2014 ₹ |
|---|---|---|
| Current Maturities of Long-Term Borrowings (Refer Note No.5) | 18,231,893 | 64,174,599 |
| Interest Accrued and due on Borrowings | 509,850 | 454,185 |
| Interest Accrued but not Due on borrowings | 36,681 | 34,492 |
| Interest Accrued and Due on borrowings from Related Parties [Refer Note No.(35) (B) (iv) (f) | 5,440,852 | 2,529,024 |
| **Others** | | |
| -Unpaid Dividends ( Refer note no. (a) below ) | 339,600 | 280,849 |
| -Advance Payment from Customers | 2,062,403 | 2,820,384 |
| -Statutory Liabilities | 4,123,239 | 5,110,147 |
| -Payable for Expenses | 24,400,957 | 22,635,275 |
| - Cheque Overdrawn | 10,407,561 | 4,045,193 |
| -Other Payables | 2,996,937 | 3,583,363 |
| | **68,549,973** | **105,667,511** |

**Notes:**

(a) There are no amounts due and outstanding, to be credited to the Investor Education and Protection Fund.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**12. Fixed Assets**

**(a) Tangible Assets**

| | Free Hold Land | Lease Hold Land | Building | Plant & Equipments | Furniture & Fixtures | Vehicles | Air Conditioners | Office Equipments | Computers | Electrical Fittings | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Gross Bloct (At Cost)** | | | | | | | | | | | |
| At 1 April 2013 | 7,221,477 | 33,599,059 | 172,250,365 | 791,497,339 | 13,038,210 | 24,768,862 | 7,548,551 | 6,752,265 | 9,417,605 | 20,151,822 | 1,086,245,555 |
| Additions | - | 27,752,303 | 15,685,438 | 71,570,124 | 936,503 | 3,709,630 | 963,971 | 398,538 | 436,751 | 447,096 | 121,900,354 |
| Deductions | - | - | - | - | 5,550 | 2,148,001 | 204,466 | 502,011 | - | - | 2,860,028 |
| **At 31st March 2014** | 7,221,477 | 61,351,362 | 187,935,803 | 863,067,463 | 13,969,163 | 26,330,491 | 8,308,056 | 6,648,792 | 9,854,356 | 20,598,918 | 1,205,285,881 |
| Additions | - | - | 1,200,713 | 6,662,274 | 106,241 | 2,005,045 | 99,531 | 215,429 | 370,758 | 187,864 | 10,847,855 |
| Deductions | | | | | - | - | - | 46,350 | - | | 46,350 |
| **At 31st March 2015** | 7,221,477 | 61,351,362 | 189,136,516 | 869,729,737 | 14,075,404 | 28,335,536 | 8,407,587 | 6,817,871 | 10,225,114 | 20,786,782 | 1,216,087,386 |
| **Depreciation** | | | | | | | | | | | |
| At 1 April 2013 | - | - | 53,661,614 | 538,588,313 | 9,208,840 | 7,118,051 | 3,277,865 | 3,584,429 | 6,638,930 | 12,540,324 | 634,618,366 |
| Charge for the year | - | - | 5,690,060 | 41,990,008 | 411,253 | 2,344,379 | 371,525 | 320,124 | 819,657 | 501,109 | 52,448,116 |
| Deductions | - | - | | | 2,612 | 873,651 | 132,735 | 211,019 | | | 1,220,017 |
| **At 31st March 2014** | - | - | 59,351,674 | 580,578,321 | 9,617,481 | 8,588,779 | 3,516,655 | 3,693,534 | 7,458,587 | 13,041,433 | 685,846,465 |
| Charge for the year* | - | 4,838,586 | 5,686,645 | 43,107,158 | 605,383 | 3,537,374 | 412,279 | 737,285 | 1,385,798 | 1,223,996 | 61,534,504 |
| Deductions | - | - | - | - | - | - | - | 10,178 | - | - | 10,178 |
| Adjustments | | - | 832,320 | 705,040 | 9,435 | - | 171,184 | 1,093,586 | 387,437 | 77,453 | 3,276,455 |
| **At 31st March 2015** | - | 4,838,586 | 65,870,639 | 624,390,519 | 10,232,299 | 12,126,153 | 4,100,118 | 5,514,227 | 9,231,822 | 14,342,882 | 750,647,246 |
| **Impairment Loss** | | | | | | | | | | | |
| At 1st April 2013 | - | - | - | - | 2,938 | - | 67,740 | 290,992 | - | - | 361,670 |
| Charge for the year | - | - | - | - | - | - | - | - | - | - | - |
| Deductions | - | - | - | - | 2,938 | - | 67,740 | 290,992 | - | - | 361,670 |
| **At 31st March 2014** | - | - | - | - | - | - | - | - | - | - | - |
| Charge for the year | - | - | - | - | - | - | - | - | - | - | - |
| Deductions | - | - | - | - | - | - | - | - | - | - | - |
| **As at 31 March 2015** | - | - | - | - | - | - | - | - | - | - | - |
| **Net Block** | | | | | | | | | | | |
| **As at 31 March 2014** | 7,221,477 | 61,351,362 | 128,584,129 | 282,489,142 | 4,351,682 | 17,741,712 | 4,791,401 | 2,955,258 | 2,395,769 | 7,557,485 | 519,439,417 |
| **As at 31 March 2015** | 7,221,477 | 56,512,776 | 123,265,877 | 245,339,218 | 3,843,105 | 16,209,383 | 4,307,469 | 1,303,644 | 993,292 | 6,443,900 | 465,440,141 |

* Amortization of Lease Hold Land includes ₹ 40,44,340/- (Previous Year ₹ Nil) capitalised during the year.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**(b) Intangible assets**

| | Compouter Software | Total |
|---|---|---|
| **Gross Block (At Cost)** | | |
| As at April 2013 | 3,034,127 | 3,034,127 |
| Additions | 1,601,113 | 1,601,113 |
| Deductions | - | - |
| **As at 31 March 2014** | **4,635,240** | **4,635,240** |
| Additions | 7,725 | 7,725 |
| Deductions | - | - |
| **As at 31 March 2015** | **4,642,965** | **4,642,965** |
| **Amortization** | | |
| As at 1st April 2013 | 2,118,817 | 2,118,817 |
| Charge for the year | 719,091 | 719,091 |
| Deductions | - | - |
| **As at 31 March 2014** | **2,837,908** | **2,837,908** |
| Charge for the year | 560,411 | 560,411 |
| Deductions | | |
| **As at 31 March 2015** | **3,398,319** | **3,398,319** |
| **Net Block** | | |
| **As at 31 March 2014** | **1,797,332** | **1,797,332** |
| **As at 31 March 2015** | **1,244,646** | **1,244,646** |

**13 Non-current Investments**

| | As at 31st March 2015 ₹ | 31st March 2014 ₹ |
|---|---|---|
| **I. TRADE INVESTMENTS** | | |
| **(1) In Equity Share-Quoted** | | |
| - 15(P.Y.15) Equity Shares of ₹ 10 each fully paid up in Infomedia Press Ltd.* | - | - |
| - 2(P.Y. 2) Equity Shares of ₹ 5 each fully paid up in Network 18 Media & Investments Ltd. | - | - |
| - 100 (P.Y.100) Equity shares of ₹ 10/- each fully paid up in Uflex Ltd. | 6,380 | 6,380 |
| - 270 (P.Y.270) Equity shares of ₹ 1/- each fully paid up in Hindalco Industries Ltd. | 28,511 | 28,511 |
| -1 (P.Y.1) Equity shares of ₹ 10/- each fully paid up in Sharp Industries Ltd. | 820 | 820 |
| **II. OTHER INVESTMENTS** | | |
| **(1) In Equity Shares** | | |
| **(a) LISTED BUT NOT TRADED** | | |
| - 8,32,000 (P.Y.8,32,000) Equity shares of ₹ 10/-each fully paid up in Orient Fincorp Ltd. | 8,322,500 | 8,322,500 |
| **(b) UNQUOTED** | | |
| -1,000 (P.Y.1,000) Equity shares of ₹ 10/- each fully paid up in Saraswat Co- Op. Bank Ltd. | 10,000 | 10,000 |
| **III. RIGHTS IN IMMOVABLE PROPERTIES** | | |
| Investments in time sharing in Resorts | 171,780 | 181,924 |
| | **8,539,991** | **8,550,135** |
| Aggregate amount of Unquoted Investment | 10,000 | 10,000 |
| Aggregate cost of Investments listed but not traded | 8,322,500 | 8,322,500 |

| Aggregate of quoted investments | Cost | Market Value | Cost | Market Value |
|---|---|---|---|---|
| | 35,711 | 46,570 | 35,711 | 45,496 |

* Represents bonus shares

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| 14 Loans and advances | Non Current ( Long-term) | | Current (Short-term) | |
|---|---|---|---|---|
| (Unsecured, considered good Unless otherwise stated) | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
| Capital advances | 1,686,500 | 3,386,787 | - | - |
| **(A)** | **1,686,500** | **3,386,787** | **-** | **-** |
| **Security Deposits** | **7,614,415** | **10,213,601** | **7,793,206** | **9,567,139** |
| **Other Loans and Advances** | | | | |
| Tax Deducted at source (Net of Provision) | 31,525,861 | 30,135,785 | - | - |
| MAT Credit entitlement | 8,222,212 | - | - | - |
| Balances with Central Excise Authorities | - | - | 4,293,820 | 4,454,915 |
| VAT / Excise Duty claims refundable/receivable | - | - | 15,803,497 | 27,011,948 |
| Advances to supplier | | | | |
| Considered good | - | - | 4,317,493 | 2,817,390 |
| Considered Doubtful | - | - | 96,319 | - |
| | - | - | 4,413,812 | 2,817,390 |
| Less: Provision for Doubtful advances | - | - | 96,319 | - |
| | - | - | 4,317,493 | 2,817,390 |
| Prepaid Expenses | 338,666 | 297,090 | 4,109,278 | 2,912,523 |
| Loans and advances to Employees | 1,012,000 | 702,270 | 1,209,371 | 1,313,595 |
| Others | - | - | 2,715,467 | 2,660,654 |
| **(B)** | **41,098,739** | **31,135,145** | **32,448,926** | **41,171,025** |
| **Total ( A+B)** | **50,399,654** | **44,735,533** | **40,242,132** | **50,738,164** |

| 15 **Inventories** (valued at lower of cost and net realizable value) | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| Raw Materials [includes in transit ₹ 63,19,358/-(31st March,2014 ₹ 84,51,649/-)] | 386,115,076 | 337,322,362 |
| Work-In-Progress | 54,332,218 | 57,166,075 |
| Finished Goods [includes in transit ₹ 87,01,394/-(31st March,2014 ₹ 80,81,742/-)] | 9,290,863 | 8,081,742 |
| Stores & Spares [includes in transit ₹ 35,469/- (31st March,2014 ₹ 2,09,421/-)] | 12,110,973 | 12,044,339 |
| Packing Materials [includes in transit ₹ 1,53,823/- (31st March 2014 ₹ 2,22,767/-)] | 5,614,927 | 5,192,684 |
| Power & Fuel | 298,903 | 659,467 |
| Scrap/Waste | 950,788 | 884,668 |
| | **468,713,748** | **421,351,337** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| 16 Trade Receivables | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| **Unsecured, considered good unless Otherwise stated** | | |
| Outstanding for a period exceeding Six Months from the date they become due for payment | | |
| - Considered Good | 58,424,951 | 61,913,559 |
| - Considered Doubtful | 10,364,291 | 13,553,463 |
| | 68,789,242 | 75,467,022 |
| Less: Provision for Doubtful Debts | (10,364,291) | (13,553,463) |
| **Total (A)** | **58,424,951** | **61,913,559** |
| Others | | |
| - Considered Good | 335,861,799 | 352,333,590 |
| - Considered Doubtful | - | - |
| | 335,861,799 | 352,333,590 |
| Less: Provision for Doubtful Debts | - | - |
| **Total (B)** | **335,861,799** | **352,333,590** |
| **Total ( A+B)** | **394,286,750** | **414,247,149** |

| 17 Cash and cash equivalents | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| **Balances with banks:** | | |
| -In Current Accounts | 453,909 | 189,785 |
| -in Deposits Accounts | 16,438,478 | 18,721,297 |
| -Cash on hand | 4,536,901 | 3,925,355 |
| Others: | | |
| - Unpaid dividend bank Accounts | 339,600 | 280,849 |
| | **21,768,888** | **23,117,286** |

**Notes:**

1. Deposits with banks includes deposits of ₹ 11,99,824/- ( P.Y. ₹ 1,87,21,297/- ) with maturity of more than 12 months
2. Deposits with banks includes
   - Deposit of ₹ 1,63,92,856/- ( P.Y. ₹ 1,77,11,925/- ) held as margin for Bank Guarantee/Letter of Credit.
   - Deposit of ₹ 45,622/- ( P.Y. ₹ 10,09,372/- ) lodged with customers and others as margin/security deposit.

| 18 Other Current Assets | As at 31st March 2015 ₹ | As at 31st March 2014 ₹ |
|---|---|---|
| **Others** | | |
| Interest accrued on fixed deposits | 721,161 | 940,334 |
| Export Incentive Receivable | 10,301,635 | 13,645,313 |
| Unbilled Revenue | 17,701,712 | 429,948 |
| Dividend Receivable | 1,520 | - |
| | **28,726,028** | **15,015,595** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| 19 Revenue from operations | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| **Revenue from operations** | | |
| **Sale of products** | | |
| Finished Goods | 2,038,445,607 | 1,836,828,995 |
| Traded Goods | 11,706,111 | 7,801,866 |
| | **2,050,151,718** | **1,844,630,861** |
| **Sale of services** | **38,156,896** | **17,438,101** |
| **Other operating revenue** | | |
| Scrap sales | 5,498,416 | 5,732,782 |
| Other operating income | 19,315,898 | 31,302,422 |
| | **24,814,314** | **37,035,204** |
| **Revenue from operations (gross)** | **2,113,122,928** | **1,899,104,166** |
| Less: Excise duty | 148,660,866 | 113,712,659 |
| **Revenure from operations (net)** | **1,964,462,062** | **1,785,391,507** |

**Notes:**

| 1) Details of products sold | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| **(i) Finished Goods Sold** | | |
| **Printed materials** | 547,082,338 | 480,871,491 |
| **Packaging** | | |
| Flexible Packaging Material | 1,107,141,022 | 975,017,805 |
| Paper Board/Corrugated carton | 384,222,247 | 380,939,699 |
| | 1,491,363,269 | 1,355,957,504 |
| **Total (i)** | 2,038,445,607 | 1,836,828,995 |
| **(ii) Traded goods sold** | | |
| **Printed Materials** | 11,706,111 | 5,871,000 |
| **Packaging** | | |
| -Corrugated boxes | - | 38,000 |
| -Paper & Paper Board | - | 1,892,866 |
| **Total (ii)** | **11,706,111** | **7,801,866** |
| **Total (i+ii)** | **2,050,151,718** | **1,844,630,861** |

| 2) Details of services rendered | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Art work and designing charges received | 5,754,954 | 5,591,496 |
| Labour charges received | 12,378,365 | 400,000 |
| Delivery and courier Charges | 20,023,577 | 11,446,605 |
| | **38,156,896** | **17,438,101** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| **3) Other Operating Income** | | |
| Export Incentive | 12,576,734 | 16,671,127 |
| Cash discount received on purchases | 600,463 | 278,040 |
| Bad Debts Recovered | - | 21,016 |
| Sundry Credit Balance written back | 6,106,142 | 13,538,842 |
| Miscellaneous Income | 32,559 | 793,397 |
| | **19,315,898** | **31,302,422** |

**20 Other income**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Interest on deposit with banks | 1,707,888 | 1,546,775 |
| Interest - Others | 834,343 | 716,087 |
| Dividend income on Non Current Investments | 1,520 | 1,618 |
| Net foreign exchange flactuations gain | 587,496 | 5,887,669 |
| Rent Recieved | 1,440,000 | 900,000 |
| Provision for diminition in value of investment written off | - | 7,200,000 |
| Miscellaneous Income | 646,462 | 260,934 |
| | **5,217,709** | **16,513,083** |

**21 Cost of Materials consumed**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Inventory at the beginning of year | 337,322,362 | 254,314,007 |
| Add: Purchases | 1,393,510,037 | 1,294,509,367 |
| | 1,730,832,399 | 1,548,823,374 |
| Less: inventory at the end of the year | 386,115,076 | 337,322,362 |
| Cost of materials consumed | **1,344,717,323** | **1,211,501,012** |

**Notes:**

| **1) Details of materials consumed** | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Paper | 416,632,558 | 256,451,912 |
| Ink | 77,859,001 | 77,812,165 |
| Paper Board | 140,731,363 | 202,848,976 |
| Film | 273,129,309 | 288,839,995 |
| Granuals | 257,249,475 | 191,041,371 |
| Solvent and chemicals | 117,845,320 | 58,135,139 |
| Alluminium foils | 19,110,813 | 14,835,591 |
| Other material | 42,159,484 | 121,535,863 |
| | **1,344,717,323** | **1,211,501,012** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**2) Details of inventory of materials**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Paper | 270,906,221 | 218,612,281 |
| Ink | 10,007,078 | 8,607,629 |
| Paper Board | 17,836,326 | 23,424,991 |
| Film | 42,836,997 | 39,900,705 |
| Granuals | 15,140,442 | 19,044,027 |
| Solvent and chemicals | 2,392,804 | 2,189,631 |
| Alluminium foils | 3,611,773 | 1,218,820 |
| Other material | 23,383,435 | 24,324,278 |
| | **386,115,076** | **337,322,362** |

**22 Purchase of Stock-in-trade**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| **Printed Materials** | 10,591,205 | 5,777,432 |
| **Packaging** | | |
| -Corrugated Boxes | - | 37,519 |
| Paper & Paper Board | - | 1,587,490 |
| | **10,591,205** | **7,402,441** |

**23 Changes in Inventories of finished goods, work - in - progress and stock - in - trade**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| **Inventories at the end of the year** | | |
| Finished Goods | 9,290,863 | 8,081,742 |
| Work-In-Progress | 54,332,218 | 57,166,075 |
| Scrap/Waste | 950,788 | 884,668 |
| | **64,573,869** | **66,132,485** |
| **Inventories at the beginning of the year** | | |
| Finished Goods | 8,081,742 | 5,763,949 |
| Work-In-Progress | 57,166,075 | 51,943,485 |
| Scrap/Waste | 884,668 | 484,275 |
| | **66,132,485** | **58,191,709** |
| **(Increase)/'decrease in Stock** | **1,558,616** | **(7,940,776)** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| **Notes:** | | |
| **1. Details of Inventory** | | |
| **1) Finished Goods** | | |
| -Printed material | 4,270,139 | 1,616,612 |
| -Flexible packaging material | 1,335,014 | 4,731,889 |
| -Paper board/Corrugated carton | 3,685,711 | 1,733,241 |
| | **9,290,864** | **8,081,742** |
| **2) Work-In-Progress** | | |
| -Printed material | 1,472,695 | 2,378,114 |
| -Flexible packaging material | 34,741,856 | 41,170,447 |
| -Paper board/corrugated carton | 18,117,667 | 13,617,514 |
| | **54,332,218** | **57,166,075** |

**24 Employee benefits expense**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Salaries, Wages and Bonus | 1,310,48,990 | 120,651,797 |
| Contribution to Provident and Other Funds | 8,032,549 | 7,923,516 |
| Gratuity | 4,451,398 | 733,415 |
| Staff Welfare Expenses | 9,518,762 | 9,333,604 |
| | **153,051,699** | **138,642,332** |

**25 Finance Costs**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Interest Expense * | 48,105,880 | 42,293,487 |
| Other Borrowing Cost | 8,038,254 | 7,088,936 |
| Applicable Loss on Foreign Currency Transactions and Translations | 550,452 | 74,985 |
| | **56,694,586** | **49,457,408** |

* Interest Expense are net of Interest capitalised of ₹ 30,13,059/- (P.Y. ₹ 4,81,295/-).

**26 Depreciation and amortization expense**

| | For the year ended 31st March 2015 ₹ | For the year ended 31st March 2014 ₹ |
|---|---|---|
| Depreciation of Tangible assets | 56,695,917 | 52,448,115 |
| Amortization of Lease Hold Land* | 794,246 | - |
| Amortization of Intangible assets | 560,411 | 719,091 |
| | **58,050,574** | **53,167,206** |

* Amortization of Lease Hold Land are net of amount capitalised of ₹ 40,44,340/- (Previous Year ₹ Nil).

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**27 Other expenses**

| | For the year ended 31st March 2015 | For the year ended 31st March 2014 |
|---|---|---|
| | ₹ | ₹ |
| Labour Charges | 3,976,885 | 3,632,621 |
| Outwork and ancillary printing | 55,395,113 | 49,436,094 |
| Stores & Spare Parts | 30,382,202 | 28,070,186 |
| Freight Inward | 12,670,470 | 13,542,035 |
| Power and Fuel | 67,823,867 | 68,946,042 |
| **Repairs & Maintenance** | | |
| - Building | 1,564,308 | 2,044,322 |
| - Plant and Machinary | 7,018,023 | 7,021,559 |
| - Others | 4,170,494 | 4,446,009 |
| Water Charges | 538,402 | 528,603 |
| Packing, Freight and Forwarding (Net of recovery) | 80,486,281 | 75,736,882 |
| Travelling & Conveyance | 8,192,542 | 8,893,390 |
| Printing & Stationery | 530,832 | 597,511 |
| Courier,Postage,Telegram & Telephone | 3,820,641 | 4,137,222 |
| Rent,Rates & Taxes | 6,187,536 | 5,984,615 |
| Insurance | 1,448,818 | 1,375,575 |
| Legal & Professional Fees | 4,561,873 | 5,325,542 |
| Bank Commission & Charges | 1,613,290 | 1,378,928 |
| Motor Car & Delivery Van Expenses | 5,284,204 | 5,220,152 |
| Commission & Brokerage | 3,958,783 | 5,563,425 |
| Sales Tax | 2,196,507 | 548,307 |
| Advertisement & Sales Promotion Expenses | 2,071,000 | 2,620,923 |
| **Remuneration to Auditors** | | |
| As Auditor: | | |
| Audit fees | 656,250 | 656,250 |
| Tax Audit fees | 93,750 | 93,750 |
| Taxation matters | 228,125 | 185,625 |
| Other services | 244,375 | 183,218 |
| Provision for Doubtful Debts | 2,724,835 | 6,163,706 |
| Provision for Doubtful Advances | 96,319 | - |
| Bad Debts Written Off | 6,130,507 | 6,701,193 |
| Less: Provision for doubtful debt written back | (5,914,007) | - |
| Loans/Advances/Deposit Written Off | 268,471 | 565,245 |
| Less: Provision for doubtful advances\deposits written back | - | (538,896) |
| Loss on Sale of non current investments | - | 7,192,800 |
| Loss on Sale of Fixed Assets | 32,172 | 1,038,474 |
| CSR Expenditure | 144,120 | - |
| Miscellaneous Expenses | 12,339,627 | 10,655,486 |
| Wealth Tax | 80,113 | 65,000 |
| | **321,016,728** | **328,011,794** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**28. Contingent liabilities and commitments to the extent not provided for:**

(a) (i) **Contingent liabilities :**

| Particulars | As at 31.03.2015 | As at 31.03.2014 |
|---|---|---|
| a) Tax Liabilities and interest there on demanded by the Income Tax Department towards Tax Deduction at Source not accepted and disputed. | 1,338,075 | 1,338,075 |
| b) Sales Tax and Interest on Sales Tax demanded by Sales Tax Department not accepted and disputed. | 1,116,955 | 1,116,955 |
| c) Outstanding Letter of Credit | 74,426,056 | 86,773,777 |
| d) Guarantees given by Company's Banker | 20,387,862 | 12,398,074 |
| e) Bonds executed in favour of excise authorities. | NIL | 3,068,368 |
| f) Claim against the Company not acknowledged as debts | 488,039 | NIL |

(ii) No provision for disputed income tax demands of ₹ 105.01 Lacs (P.Y. ₹ 105.01 Lacs) has been made since the same are contested at appropriate forum and the company do not expect any liability. Payment of ₹ 105.01 Lacs (P.Y. ₹ 105.01 Lacs) against said disputed demands has been shown under the head "Long-Term Loans and Advances".

(b) **Capital commitments:**

Estimated amounts of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ NIL (P.Y. ₹ 24,97,939/-).

**29.** Capital work-in-progress represents fixed assets acquired but not put to use before the end of the financial year and expenses pertaining thereto.

**30.** Debit and Credit balances are subject to confirmation.

**31.** In the opinion of Board of Directors, the assets other than fixed assets and non-current investments have value on realisation in ordinary course of business at least equal to the amount at which they are stated except as otherwise mentioned.

**32.** (i) Provision for taxation for the year ended 31st March 2015 has been made considering the provisions of Section 115JB of the Income Tax Act, 1961 ("the Act") pertaining to Minimum Alternate Tax (MAT).

(ii) The Company is entitled to MAT Credit of ₹ 41,85,,600/-,i.e.to the extent of current tax provided under the provisions of MAT of the Income Tax Act for the year and of ₹ 40,36,612/-, for last year which has been recognised as an asset during the year as there are convincing evidence for the realisation of the same.

**33.** As per Accounting Standard (AS-20) on "Earning Per Share" (EPS) issued by the Institute of Chartered Accountants of India, the particulars of EPS for equity shareholders are as below:

| | Particulars | Year Ended 31.03.2015 ₹ | Year Ended 31.03.2014 ₹ |
|---|---|---|---|
| i) | Net Profit as per Statement of Profit & Loss | | |
| | a) before exceptional items and extraordinary items | 19,226,052 | 10,255,173 |
| | b)after exceptional items and extraordinary items | 19,226,052 | 10,255,173 |
| ii) | Weighted average number of equity shares | 8,075,000 | 8,075,000 |
| iii) | EPS (Basic and diluted) | | |
| | a) before exceptional items and extraordinary items | 2.38 | 1.27 |
| | b) after exceptional items and extraordinary items | 2.38 | 1.27 |
| iv) | Face Value of each equity share | 10 | 10 |

**34.** Segmental Reporting

(a) Primary Segment Reporting (by business segment)

(i) The company has identified Business Segment as the Primary Segment. Segments have been identified taking into account the nature of the products, differing risks and returns, organisational structure and internal reporting system.

(ii) Composition of the business segment:

**Name of the Segment**

a) Printing — All kind of Printing

b) Packaging — Flexible Packaging Material and Paper Board Carton

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

(iii) Information about Primary Segment are as follows :-

(All amounts in ₹ Lacs)

| | Printing | | Packaging | | Elimination | | Total | |
|---|---|---|---|---|---|---|---|---|
| | Year Ended 31.03.15 | Year Ended 31.03.14 | Year Ended 31.03.15 | Year Ended 31.03.14 | Year Ended 31.03.15 | Year Ended 31.03.14 | Year Ended 31.03.15 | Year Ended 31.03.14 |
| **REVENUE FROM OPERATIONS :** | | | | | | | | |
| External sales | 5808.08 | 4942.48 | 13588.39 | 12541.09 | -- | -- | 19396.47 | 17483.57 |
| Inter segment revenue | -- | -- | 21.36 | 22.95 | (21.36) | (22.95) | -- | -- |
| Other Operating income | 64.58 | 91.32 | 183.57 | 279.03 | -- | -- | 248.15 | 370.35 |
| **Total revenue from operations** | 5872.66 | 5033.80 | 13793.32 | 12843.07 | (21.36) | (22.95) | 19644.62 | 17853.92 |
| **RESULT :** | | | | | | | | |
| Segment result | 464.74 | 622.71 | 468.35 | 169.66 | -- | -- | 933.09 | 792.37 |
| Finance Cost | | | | | | | (566.95) | (494.58) |
| Unallocated Income | | | | | | | (126.15) | (81.16) |
| Income Tax | | | | | | | (47.73) | (114.08) |
| **Profit from ordinary Activities** | | | | | | | **192.26** | **102.55** |

(All amounts in ₹ Lacs)

| | Printing | | Packaging | | Total | |
|---|---|---|---|---|---|---|
| | Year Ended 31.03.15 | Year Ended 31.03.14 | Year Ended 31.03.15 | Year Ended 31.03.14 | Year Ended 31.03.15 | Year Ended 31.03.14 |
| **OTHER INFORMATION** | | | | | | |
| Segment assets | 5269.26 | 4866.07 | 9117.34 | 9634.60 | 14386.60 | 14500.67 |
| Unallocated corporate assets | -- | -- | -- | -- | 1268.01 | 665.68 |
| Total assets | 5269.26 | 4866.07 | 9117.34 | 9634.60 | 15654.61 | 15166.35 |
| Segment liabilities | 639.48 | 332.94 | 2520.72 | 2812.48 | 3160.20 | 3145.42 |
| Unallocated corporate liabilities | -- | -- | -- | -- | 6202.35 | 5801.36 |
| Total liabilities | 639.48 | 332.94 | 2520.72 | 2812.48 | 9362.55 | 8946.78 |
| Capital Expenditure(including capital work in progress | 37.83 | 107.27 | 250.93 | 680.67 | 288.76 | 787.94 |
| Corporate Capital Expenditure | | | | | 504.35 | 4.16 |
| Depreciation & Amortisation | 133.68 | 124.12 | 437.79 | 404.64 | 571.47 | 528.76 |
| Unallocated corporate Depreciation & Amortisation | -- | -- | -- | -- | 9.04 | 2.91 |
| Total Depreciation & Amortisation | -- | -- | -- | -- | 580.51 | 531.67 |

iv) Segment Revenue, Segment Results, Segments Assets and Segment Liabilities includes the respective amounts identifiable to each of the Segments as also amounts allocated on a reasonable (estimated) basis, if any.

(b) Secondary Segment Reporting (by Geographical demarcation) :

i) The Secondary Segment is based on geographical market i.e. Domestic Market and Overseas Markets.

ii) Information about Secondary Segments are as follows:

(All amounts in ₹ Lacs)

| | Year ended 31.03.2015 | | | Year ended 31.03.2014 | | |
|---|---|---|---|---|---|---|
| | Domestic Market | Overseas Markets | Total Market | Domestic Markets | Overseas Markets | Total Markets |
| Segment Revenue | 15534.38 | 4110.24 | 19644.62 | 13647.36 | 4206.56 | 17853.92 |
| Segment Assets (Sundry Debtors) | 3204.16 | 842.35 | 4046.51 | 3387.98 | 890.02 | 4278.00 |

iii) The Company has common fixed assets for producing goods/providing services to domestic as well as overseas markets. Hence, separate figures for fixed assets/ addition to fixed assets have not been furnished.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**35.** Related parties with whom transactions have taken place and relationships :

(A) Name of related party and nature of related party relationship

(i) Key Management Personnel

1. Mr. R.V. Maheshwari - Chairman & Managing Director
2. Mr. R.R. Maheshwari - Executive Director
3. Mr. Prakash Maheshwari - Whole time Director
4. Mr. Sanjay Maheshwari - Whole time Director

(ii) Relatives of Key Management Personnel

1. Mr.Naveenkr Maheshwari
2. Mrs.Sunita Maheshwari
3. Mr.Vikas Maheshwari
4. *Mrs.Vandana Maheshwari*
5. *Mrs.Shantadevi Maheshwari*

} Relative of Chairman & Managing Director

6. Mrs.Kaushalyadevi Maheshwari
7. Mr.Rahul Maheshwari
8. Mrs.Shejal Maheshwari

} Relative of Executive Director

9. Mrs.Parul Maheshwari
10. Mrs.Anita Maheshwari

} Relative of Whole Time Director

(iii) Associates

1. Orient Share & Stock Brokers Ltd. ( upto 29th March, 2014)

(iv) Enterprises owned/controlled by Key Management Personnel or their relatives.

1. Orient Fincorp Ltd.
2. Orient Printers
3. Fortune Couriers Ltd
4. N.L. Packaging Private Limited
5. Salasar Investment & Leasing Private Limited
6. Vedant Stones Private Limited

(B) Transactions with related party

(Amounts in ₹)

| Sr. No. | Particulars | Key Management personnel | | Relatives of key management personnel | | Associates | | Enterprises owned/ controlled by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|---|
| | | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 |
| i | **Expenditure** | | | | | | | | |
| (a) | **Employee Benefits Expenses** | | | | | | | | |
| | R.R. Maheshwari | 2,217,890 | 1,928,600 | -- | -- | -- | -- | -- | -- |
| | R.V.Maheshwari | 2,217,890 | 1,928,600 | -- | -- | -- | -- | -- | -- |
| | Sanjay Maheshwari | 1,453,082 | 1,290,300 | -- | -- | -- | -- | -- | -- |
| | Prakash Maheshwari | 1,453,082 | 1,290,300 | -- | -- | -- | -- | -- | -- |
| | Rahul Maheshwari | -- | -- | 1,256,352 | 1,196,376 | -- | -- | -- | -- |
| | Naveenkr Maheshwari | -- | -- | 1,256,352 | 1,196,376 | -- | -- | -- | -- |
| | **Total** | **7,341,944** | **6,437,800** | **2,512,704** | **2,392,752** | -- | -- | -- | -- |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| Sr. No. | Particulars | Key Management personnel | | Relatives of key management personnel | | Associates | | Enterprises owned/ controlled by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|---|
| | | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 |
| (b) | **Job Work Charges Paid** | | | | | | | | |
| | Orient Printers | --- | --- | -- | -- | -- | -- | -- | 3,255,878 |
| | **Total** | **--** | **--** | -- | -- | -- | -- | **--** | **3,255,878** |
| (c ) | **Rent Paid** | | | | | | | | |
| | Orient Printers | -- | -- | -- | -- | -- | -- | 360,000 | 48,000 |
| | **Total** | -- | -- | -- | -- | -- | -- | **360,000** | **48,000** |
| (d) | **Finance Cost- Interest on loans** | | | | | | | | |
| | Orient Fincorp Ltd | -- | -- | -- | -- | -- | -- | 390,136 | 74,007 |
| | Vedant Stones Pvt Ltd | -- | -- | -- | -- | -- | -- | -- | 5,456 |
| | Salasar Investment & Leasing Pvt Ltd | -- | -- | -- | -- | -- | -- | 164,505 | 51,115 |
| | Fortune Courier Ltd. | -- | -- | -- | -- | -- | -- | 2,556,307 | 2,643,143 |
| | R.R. Maheshwari | 1,253,396 | | -- | -- | -- | -- | -- | -- |
| | R.V. Maheshwari | 1,146,392 | | -- | -- | -- | -- | -- | -- |
| | Sanjay Maheshwari | 369,246 | | -- | -- | -- | -- | -- | -- |
| | Prakash Maheshwari | 165,421 | | -- | -- | -- | -- | -- | -- |
| | **Total** | **2,934,455** | **--** | **--** | **--** | **--** | **--** | **3,110,948** | **2,773,721** |
| (e) | **Finance Cost- Interest on public deposits** | | | | | | | | |
| | Vikas Maheshwari | **--** | **--** | 135,780 | 91,595 | **--** | **--** | **--** | **--** |
| | Rahul Maheshwari | **--** | **--** | 147,748 | 91,595 | **--** | **--** | **--** | **--** |
| | Naveenkr Maheshwari | **--** | **--** | 138,542 | 91,595 | **--** | **--** | **--** | **--** |
| | Shejal Maheshwari | **--** | **--** | 569,886 | 353,294 | **--** | **--** | **--** | **--** |
| | Sunita Maheshwari | **--** | **--** | 436,439 | 294,412 | -- | -- | -- | -- |
| | Parul Maheshwari | **--** | **--** | 701,359 | 451,429 | -- | -- | -- | -- |
| | Vandana Maheshwari | -- | -- | 719,013 | 449,424 | -- | -- | -- | -- |
| | Kaushalyadevi Maheshwari | -- | -- | 246,018 | 157,020 | -- | -- | -- | -- |
| | Anita Maheshwari | -- | -- | 633,207 | 384,000 | -- | -- | -- | -- |
| | Shantadevi Maheshwari | -- | -- | 243,025 | 157,020 | -- | -- | -- | -- |
| | **Total** | -- | -- | **3,971,017** | **2,521,384** | -- | -- | -- | -- |
| ii | **Income** | | | | | | | | |
| (a) | **Sale of Goods** | | | | | | | | |
| | N. L. packaging Pvt Ltd | -- | -- | -- | -- | -- | -- | -- | 4,51,770 |
| | **Total** | -- | -- | -- | -- | -- | -- | **--** | **4,51,770** |
| (b) | **Job Work Charges Received** | | | | | | | | |
| | N. L. packaging Pvt Ltd | -- | -- | -- | -- | -- | -- | -- | 4,00,000 |
| | **Total** | -- | -- | -- | -- | -- | -- | -- | **4,00,000** |
| (c) | **Rent Received** | | | | | | | | |
| | N. L. packaging Pvt Ltd | -- | -- | -- | -- | -- | -- | 12,00,000 | 7,80,000 |
| | Orient Printers | -- | -- | -- | -- | -- | -- | 2,40,000 | 120,000 |
| | **Total** | **--** | **--** | -- | -- | -- | -- | **14,40,000** | **9,00,000** |
| iii | **Others** | | | | | | | | |
| (a) | **Payments made on their behalf and recovered** | | | | | | | | |
| | Orient Printers | -- | -- | -- | -- | -- | -- | -- | 26,955 |
| | Fortune Courier Ltd. | -- | -- | -- | -- | -- | -- | 3,74,184 | -- |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| Sr. No. | Particulars | Key Management personnel | | Relatives of key management personnel | | Associates | | Enterprises owned/ controlled by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|---|
| | | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 |
| | R.R.Maheshwari | 128,014 | 54,690 | -- | -- | -- | -- | -- | -- |
| | Sanjay Maheshwari | 50,807 | 92,170 | -- | -- | -- | -- | -- | -- |
| | R.V. Maheshwari | 36,273 | 9,740 | -- | -- | -- | -- | -- | -- |
| | Prakash Maheshwari | 13,220 | 24,990 | -- | -- | -- | -- | -- | -- |
| | Orient Fincorp Ltd. | -- | -- | -- | -- | -- | -- | 16,039 | -- |
| | Vedant Stones Pvt Ltd | -- | -- | -- | -- | -- | -- | 5,000 | -- |
| | Salasar Investment & Leasing Pvt Ltd | -- | -- | -- | -- | -- | -- | 3,877 | -- |
| | **Total** | **228,314** | **181,590** | -- | -- | **--** | **--** | **3,99,100** | **26,955** |
| **(b)** | **Payments made on our behalf and repaid** | | | | | | | | |
| | Fortune Courier Ltd. | -- | -- | -- | -- | -- | -- | 36050 | -- |
| | **Total** | -- | -- | -- | -- | -- | -- | **36050** | -- |
| **(c)** | **Short- Term borrowing obtained (Unsecured)** | | | | | | | | |
| | Orient Fincorp Ltd. | -- | -- | -- | -- | -- | -- | 22,225,000 | 1,050,000 |
| | Fortune Courier Ltd. | -- | -- | -- | -- | -- | -- | 15,020,000 | 32,350,000 |
| | Vedant Stones Pvt Ltd | -- | -- | -- | -- | -- | -- | -- | 1,616,273 |
| | Salasar Investment & Leasing Pvt Ltd | -- | -- | -- | -- | -- | -- | 1,600,000 | 1,375,000 |
| | R.R. Maheshwari | 22,150,000 | 9,700,000 | -- | -- | -- | -- | -- | -- |
| | R.V. Maheshwari | 22,050,000 | 6,000,000 | -- | -- | -- | -- | -- | -- |
| | Sanjay Maheshwari | 8,000,000 | 5,600,000 | -- | -- | -- | -- | -- | -- |
| | Prakash Maheshwari | 6,500,000 | 4,024,990 | -- | -- | -- | -- | -- | -- |
| | **Total** | **36,550,000** | **25,324,990** | -- | -- | -- | -- | **38,845,000** | **36,391,273** |
| **(d)** | **Public Deposits Accepted** | | | | | | | | |
| | Vikas Maheshwari | -- | -- | -- | 1,400,000 | -- | -- | -- | -- |
| | Rahul Maheshwari | -- | -- | -- | 1,400,000 | -- | -- | -- | -- |
| | Naveenkr Maheshwari | -- | -- | -- | 1,400,000 | -- | -- | -- | -- |
| | Shejal Maheshwari | -- | -- | -- | 5,400,000 | -- | -- | -- | -- |
| | Sunita Maheshwari | -- | -- | -- | 4,500,000 | -- | -- | -- | -- |
| | Parul Maheshwari | -- | -- | -- | 6,900,000 | -- | -- | -- | -- |
| | Vandana Maheshwari | -- | -- | -- | 7,000,000 | -- | -- | -- | -- |
| | Kaushalyadevi Maheshwari | -- | -- | -- | 2,400,000 | -- | -- | -- | -- |
| | Anita Maheshwari | -- | -- | -- | 6,000,000 | -- | -- | -- | -- |
| | Shantadevi Maheshwari | -- | -- | -- | 2,400,000 | -- | -- | -- | -- |
| | **Total** | -- | -- | -- | **38,800,000** | -- | -- | -- | -- |
| **(e)** | **Short-Term borrowings Repaid** | | | | | | | | |
| | Fortune Courier Ltd. | -- | -- | -- | -- | -- | -- | 11,020,000 | 14,616,986 |
| | Orient Fincorp Ltd. | -- | -- | -- | -- | -- | -- | 6,664,830 | -- |
| | Vedant Stones Pvt Ltd | -- | -- | -- | -- | -- | -- | -- | 1,616,273 |
| | Salasar Investment & Leasing Pvt Ltd | -- | -- | -- | -- | -- | -- | 835,000 | 1,200,000 |
| | R.R. Maheshwari | 6,180,000 | 9,700,000 | -- | -- | -- | -- | -- | -- |
| | R.V. Maheshwari | 9,150,000 | 6,000,000 | -- | -- | -- | -- | -- | -- |
| | Sanjay Maheshwari | 2,300,000 | 5,600,000 | -- | -- | -- | -- | -- | -- |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| Sr. No. | Particulars | Key Management personnel | | Relatives of key management personnel | | Associates | | Enterprises owned/ controlled by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|---|
| | | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 |
| | Prakash Maheshwari | 800,000 | 2,700,028 | -- | -- | -- | -- | -- | -- |
| | **Total** | **18,430,000** | **24,000,028** | -- | -- | -- | -- | **18,519,830** | **17,433,259** |
| (f) | **Expenses Reimbursed by** | | | | | | | | |
| | Orient Printers | -- | -- | -- | -- | -- | -- | 120,000 | 60,000 |
| | **Total** | -- | -- | -- | -- | -- | -- | **120,000** | **60,000** |
| (g) | **Refund of payment received on behalf** | | | | | | | | |
| | Orient Printers | -- | -- | -- | -- | -- | -- | -- | 5,000 |
| | **Total** | -- | -- | -- | -- | -- | -- | -- | **5,000** |
| (h) | **Payment Received by company on behalf** | | | | | | | | |
| | Orient Printers | -- | -- | -- | -- | -- | -- | 183,303 | 95,888 |
| | **Total** | -- | -- | -- | -- | -- | -- | **183,303** | **95,888** |
| (i) | **Public Deposits Repaid** | | | | | | | | |
| | Vikas Maheshwari | -- | -- | 1,400,000 | -- | -- | -- | -- | -- |
| | Rahul Maheshwari | -- | -- | 1,400,000 | -- | -- | -- | -- | -- |
| | Naveenkr Maheshwari | -- | -- | 1,400,000 | -- | -- | -- | -- | -- |
| | Shejal Maheshwari | -- | -- | 5,400,000 | -- | -- | -- | -- | -- |
| | Sunita Maheshwari | -- | -- | 4,500,000 | -- | -- | -- | -- | -- |
| | Parul Maheshwari | -- | -- | 6,900,000 | -- | -- | -- | -- | -- |
| | Vandana Maheshwari | -- | -- | 7,000,000 | -- | -- | -- | -- | -- |
| | Kaushalyadevi Maheshwari | -- | -- | 2,400,000 | -- | -- | -- | -- | -- |
| | Anita Maheshwari | -- | -- | 6,000,000 | -- | -- | -- | -- | -- |
| | Shantadevi Maheshwari | -- | -- | 2,400,000 | -- | -- | -- | -- | -- |
| | **Total** | -- | -- | 38,800,000 | -- | -- | -- | -- | -- |
| iv | **Outstandings** | | | | | | | | |
| (a) | **Trade Receivables** | | | | | | | | |
| | N. L. Packaging Pvt Ltd | -- | -- | -- | -- | -- | -- | 527,703 | 527,703 |
| | **Total** | -- | -- | -- | -- | -- | -- | **527,703** | **527,703** |
| (b) | **Short-Term borrowings** | | | | | | | | |
| | Orient Fincorp Ltd | -- | -- | -- | -- | -- | -- | 16,675,000 | 1,050,000 |
| | Fortune Courier Ltd. | -- | -- | -- | -- | -- | -- | 33,017,239 | 26,976,544 |
| | Salasar Investment & Leasing Pvt Ltd | -- | -- | -- | -- | -- | -- | 2,276,539 | 1,451,000 |
| | R.R. Maheshwari | 15,841,986 | -- | -- | -- | -- | -- | -- | -- |
| | R.V. Maheshwari | 12,863,727 | -- | -- | -- | -- | -- | -- | -- |
| | Sanjay Maheshwari | 5,649,193 | -- | -- | -- | -- | -- | -- | -- |
| | Prakash Maheshwari | 7,011,742 | 1,324,962 | -- | -- | -- | -- | -- | -- |
| | **Total** | **41,366,648** | **1,324,962** | -- | -- | -- | -- | **51,968,778** | **29,477,544** |
| | | | | | | | | | |
| (c) | **Non Current Investments** | | | | | | | | |
| | Orient Fincorp Limited | -- | -- | -- | -- | -- | -- | 8,322,500 | 8,322,500 |
| | **Total** | -- | -- | -- | -- | -- | -- | **8,322,500** | **8,322,500** |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| Sr. No. | Particulars | Key Management personnel | | Relatives of key management personnel | | Associates | | Enterprises owned/ controlled by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|---|
| | | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 | 2014-2015 | 2013-2014 |
| (d) | **Public Deposits** | | | | | | | | |
| | Vikas Maheshwari | -- | -- | -- | 1,400,000 | -- | -- | -- | -- |
| | Rahul Maheshwari | -- | -- | -- | 1,400,000 | -- | -- | -- | -- |
| | Naveenkr Maheshwari | -- | -- | -- | 1,400,000 | -- | -- | -- | -- |
| | Shejal Maheshwari | -- | -- | -- | 5,400,000 | -- | -- | -- | -- |
| | Sunita Maheshwari | -- | -- | -- | 4,500,000 | -- | -- | -- | -- |
| | Parul Maheshwari | -- | -- | -- | 6,900,000 | -- | -- | -- | -- |
| | Vandana Maheshwari | -- | -- | -- | 7,000,000 | -- | -- | -- | -- |
| | Kaushalyadevi Maheshwari | -- | -- | -- | 2,400,000 | -- | -- | -- | -- |
| | Anita Maheshwari | -- | -- | -- | 6,000,000 | -- | -- | -- | -- |
| | Shantadevi Maheshwari | -- | -- | -- | 2,400,000 | -- | -- | -- | -- |
| | **Total** | -- | -- | -- | **38,800,000** | -- | -- | -- | -- |
| (e) | **Employee Benefits Expenses payable** | | | | | | | | |
| | Sanjay Maheshwari | 3,400 | -- | -- | -- | -- | -- | -- | -- |
| | Prakash Maheshwari | 3,400 | -- | -- | -- | -- | -- | -- | -- |
| | Rahul Maheshwari | -- | -- | 59,976 | -- | -- | -- | -- | -- |
| | Naveenkr Maheshwari | -- | -- | 59,976 | -- | -- | -- | -- | -- |
| | **Total** | **6,800** | | **1,19,952** | | | | | |
| (f) | **Interest accrued and due on borrowings** | | | | | | | | |
| | Orient Fincorp Limited | -- | -- | -- | -- | -- | -- | 351,122 | 80,869 |
| | Salasar Investment & Leasing Pvt Ltd | -- | -- | | | -- | -- | 148,054 | 64,416 |
| | Vedant Stones Pvt Ltd | -- | -- | - | - | -- | -- | -- | 4,910 |
| | Fortune CourierLtd | -- | -- | -- | -- | -- | -- | 2,300,667 | 2,378,829 |
| | R.R. Maheshwari | 1,128,056 | -- | -- | -- | -- | -- | -- | -- |
| | R.V.Maheshwari | 1,031,753 | -- | -- | -- | -- | -- | -- | -- |
| | Sanjay Maheshwari | 332,321 | -- | -- | -- | -- | -- | -- | -- |
| | Prakash Maheshwari | 148,879 | -- | -- | -- | -- | -- | -- | -- |
| | **Total** | **2,641,009** | -- | -- | -- | -- | -- | **2,799,843** | **2,529,024** |
| | | | | | | | | | |

C) Provision for diminution in value of investment in respect of investment made in a related party made in earlier years of ₹ 72,00,000/- has been written back during the Previous year consequent to sale of the said investment.

D) Related parties identified by the Management and relied upon by the Auditors.

**36**. Lease on and after 1st April,2001 Assets taken/given on Operating Leases

The Company has taken/given various premises under cancellable operating leases. These lease arrangements are normally renewable on expiry. The rental expenses (net of recovery) in respect of premises taken on operating leases was ₹ 59,35,621/- (P.Y. ₹ 55,87,718/-) and rental income in respect of premises given on operating leases was ₹ 14,40,000/- (P.Y. ₹ 9,00,000/).

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**37.** The disclosures as required by Accounting Standard 15 (AS - 15) on "Employee Benefits", are given below :-

i) Defined Contribution Plan

The Company has recognized the following amounts in Statement of Profit and Loss towards Contribution to Defined Contribution Plans which are included under "Contribution to Provided fund and other funds":

| Sr. No | Particulars | Year Ended 31.03.2015 ₹ | YearEnded 31.03.2014 ₹ |
|---|---|---|---|
| (a) | Provident Fund | 7,724,435 | 7,597,241 |
| (b) | Employees State Insurance Scheme | 288,062 | 304,333 |
| (c) | Maharashtra Labour Welfare Fund | 20,052 | 21,942 |
| | **Total** | **8,032,549** | **7,923,516** |

ii) Defined Benefits Plan/Long Term benefits :-

The Details of the Company's post retirement benefit plan for gratuity and long term benefits for leave encashment for its employees in conformity with the principles set out in AS-15 which has been determined by an Actuary appointed for the purpose and relied upon by the Auditors are given below :

| Sr. No. | Particulars | Gratuity (Unfunded) | | Leave Encashment (Unfunded) | |
|---|---|---|---|---|---|
| | | ₹ | ₹ | ₹ | ₹ |
| | | Year Ended 31.03.2015 | Year Ended 31.03.2014 | Year Ended 31.03.2015 | Year Ended 31.03.2014 |
| (a) | **Changes in present value of obligations** | | | | |
| | Present Value of Obligations at beginning of the year | 12,750,583 | 13,040,056 | 2,616,320 | 2,716,459 |
| | Interest cost | 1,137,829 | 1,008,553 | 222,490 | 202,733 |
| | Current Service Cost | 2,077,846 | 1,747,149 | 1,871,010 | 1,522,905 |
| | Benefits Paid | (765,761) | (1,022,888) | (395,897) | (396,074) |
| | Actuarial (gain)/loss on obligations | 1,235,724 | (2,022,287) | (1,464,405) | (1,429,703) |
| | Present Value of Obligations at end of the year | 16,436,221 | 12,750,583 | 2,849,518 | 2,616,320 |
| (b) | **Changes in fair value of plan assets** | | | | |
| | Fair Value of Plan Assets at beginning of the year | -- | -- | -- | -- |
| | Adjustment to Opening Fair Value of Plan Assets | -- | -- | -- | -- |
| | Expected Return on Plan Assets | -- | -- | -- | -- |
| | Contributions by employer | 765,761 | 1,022,888 | 395,897 | 396,074 |
| | Benefits Paid | (765,761) | (1,022,888) | (395,897) | (396,074) |
| | Actuarial (gain)/loss on plan assets | -- | -- | -- | -- |
| | Fair Value of Plan Assets at end of the year | -- | -- | -- | -- |
| (c) | **Fair value of plan assets** | | | | |
| | Fair Value of Plan Assets at beginning of the year | -- | -- | -- | -- |
| | Adjustment to Opening Fair Value of Plan Assets | -- | -- | -- | -- |
| | Actual Return on Plan Assets | -- | -- | -- | -- |
| | Contributions | 765,761 | 1,022,888 | 395,897 | 396,074 |
| | Benefits Paid | (765,761) | (1,022,888) | (395,897) | (396,074) |
| | Fair Value of Plan Assets at end of the year | -- | -- | -- | -- |
| | Funded Status | (16,436,221) | (12,750,583) | (2,849,518) | (2,616,320) |
| | Excess of actual over estimated return on Plan Assets | -- | -- | -- | -- |
| (d) | **Actuarial Gain/(Loss) Recognized** | | | | |
| | Actuarial Gain/(Loss) for the year (Obligation) | (1,235,724) | 2,022,287 | 1,464,405 | 1,429,703 |
| | Actuarial Gain/(Loss) for the year (Plan Assets ) Assets) | -- | -- | -- | -- |
| | Total Gain/(Loss) for the year | (1,235,724) | 2,022,287 | 1,464,405 | 1,429,703 |
| | Actuarial Gain/(Loss) recognized for the year | (1,235,724) | 2,022,287 | 1,464,405 | 1,429,703 |
| | Unrecognized Actuarial Gain/(Loss) at end of the year | -- | -- | -- | -- |
| (e) | **Amounts recognized in the Balance Sheet and Statement of Profit & Loss** | | | | |
| | Present Value of Obligations at end of the year | 16,436,221 | 12,750,583 | 2,849,518 | 2,616,320 |
| | Fair Value of Plan Assets at end of the year | -- | -- | -- | -- |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

| Sr. No. | Particulars | Gratuity (Unfunded) | | Leave Encashment (Unfunded) | |
|---|---|---|---|---|---|
| | | ₹ | ₹ | ₹ | ₹ |
| | | Year Ended 31.03.2015 | Year Ended 31.03.2014 | Year Ended 31.03.2015 | Year Ended 31.03.2014 |
| | Funded Status | (16,436,221) | (12,750,583) | (2,849,518) | (2,616,320) |
| | Unrecognized Actuarial Gain/(Loss) | -- | -- | -- | -- |
| | Net Asset/(Liability) recognized in the Balance Sheet under "Provisions-Gratuity" | (16,436,221) | (12,750,583) | (2,849,518) | (2,616,320) |
| **(f)** | **Expenses recognized in Statement of Profit and Loss** | | | | |
| | Current Service cost | 2,077,846 | 1,747,149 | 1,871,010 | 1,522,905 |
| | Interest Cost | 1,137,829 | 1,008,553 | 222,490 | 202,733 |
| | Expected Return on Plan Assets | -- | -- | -- | -- |
| | Net Actuarial Gain/(Loss) recognized for the year | 1,235,724 | (2,022,287) | (1,464,405) | (1,429,703) |
| | Expenses recognized in Statement of Profit and Loss under " Employee Benefits expenses | 4,451,399 | 733,415 | 629,095 | 295,935 |
| **(g)** | **Movements in the Liability recognized in Balance Sheet** | | | | |
| | Opening Net Liability | 12,750,583 | 13,040,056 | 2,616,320 | 2,716,459 |
| | Adjustment to Opening Fair Value of Plan Assets | -- | -- | -- | -- |
| | Expenses as above | 4,451,399 | 733,415 | 629,095 | 295,935 |
| | Contribution paid | (765,761) | (1,022,888) | (395,897) | (396,074) |
| | Closing Net Liability | 16,436,221 | 12,750,583 | 2,849,518 | 2,616,320 |
| **(h)** | **Experience Analysis– Liabilities.** | | | | |
| | Actuarial (Gain) / Loss due to change in bases. | 2,217,097 | (1,660,579) | 361,997 | (314,252) |
| | Experience (Gain) Loss due to change in Experience | (981,373) | (361,708) | (1,826,402) | (1,115,451) |
| | **Total** | **1,235,724** | **(2,022,287)** | **(1,464,405)** | **(1,429,703)** |
| | **Experience Analysis –Plan Assets** | | | | |
| | Experience (Gain)/Loss due to change in Plan Assets | -- | -- | -- | -- |
| **(i)** | **Investment Pattern** | Not Funded | Not Funded | Not Funded | Not Funded |
| **(j)** | **Principal Assumptions** | | | | |
| | Mortality | IALM (2006-08) Ult | IALM (2006-08) Ult | IALM (2006-08) Ult | IALM (2006-08) Ult |
| | Discount Rate | 7.80% | 9.20% | 7.80% | 9.20% |
| | Rate of increase in compensation | 6% | 6% | 6% | 6% |
| | Withdrawal rates | Upto age 45:- 2% 46 and above:- 1% | Upto age 45:- 2% 46 and above:- 1% | Upto age 45:- 2% 46 and above:- 1% | Upto age 45:- 2% 46 and above:- 1% |

**38.** Prior period expenditure of ₹ 27,33,638/-( P.Y. ₹ 6,40,720/-) debited to Statement of Profit & Loss.

**39**. Value of imported and indigenous material, stores & spare parts and components consumed:

| Sr. No | Particulars | Year Ended 31.03.2015 ₹ | Year Ended 31.03.2015 ₹ | Year Ended 31.03.2014 ₹ | Year Ended 31.03.2014 ₹ |
|---|---|---|---|---|---|
| **(a)** | **Materials** | | | | |
| | Indigenous | 1,214,044,460 | 90.28 | 1,161,420,832 | 95.87 |
| | Imported | 130,672,863 | 9.72 | 50,080,180 | 4.13 |
| **(b)** | **Stores & Spares** | | | | |
| | Indigenous | 28,425,674 | 93.56 | 21,258,933 | 75.73 |
| | Imported | 1,956,528 | 6.44 | 6,811,253 | 24.27 |

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2015

**40. EXPENDITURE IN FOREIGN CURRENCY**

| Sr. No | Particulars | Year Ended 31-3-2015 ₹ | Year Ended 31-3-2014 ₹ |
|---|---|---|---|
| (a) | Foreign Travel | 1,532,928 | 1,594,361 |
| (b) | Commission on sale | 762,958 | 213,038 |
| (c) | Repair & Maintenance (Machinery) | NIL | NIL |
| (d) | Interest expenses | NIL | NIL |
| (e) | Bank Charges | 809,816 | 535,714 |

**41. VALUE OF IMPORTS ON CIF BASIS**

| Sr.No | Particulars | Year Ended 31-3-2015 ₹ | Year Ended 31-3-2014 ₹ |
|---|---|---|---|
| (a) | Raw Materials | 96,001,613 | 65,098,909 |
| (b) | Capital Goods | NiL | NiL |
| (c) | Stores & Spare Parts | 2,755,827 | 4,295,498 |

**42. EARNING IN FOREIGN EXCHANGE**

| Sr. No | Particulars | Year Ended 31-3-2015 ₹ | Year Ended 31-3-2014 ₹ |
|---|---|---|---|
| (a) | FOB value of Exports-Sales & Services | 375,272,428 | 381,723,713 |

**43.** Pursuant to enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortized carrying value is being depreciated over the revised/remaining useful lives.

The Company has also initiated amortising Leasehold Land over primary Lease period. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Statement of Profit And Loss amounting to ₹ 22,58,456/-. Consequently, depreciation/amortization for the year ended 31.03.2015 is higher by ₹ 34,97,155/-.

**44.** Disclosure regarding loans given, investments made and guarantee given pursuant to section 186(4) of the Companies Act, 2013 :

a) Loans Given – NIL

b) Investments made – Refer note no.13

c) Guarantee given- NIL

**45.** Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act,2013 read with Schedule VII thereof :

(a) Gross amount required to be spent by the company during the year ₹ 13,22,087/-.

(b) Amount spends during the year on:

| S. No. | Particular | In cash | Yet to be paid in cash | Total |
|---|---|---|---|---|
| (i) | Construction / acquistion of any assets | -- | -- | -- |
| (ii) | On purposes other than (i)above | ₹ 144,120 | -- | ₹ 144,120 |

**46.** Other additional information required pursuant to Part II of Schedule III of the Companies Act, 2013 are not applicable to the company.

**47.** Previous year figures have been regrouped, recasted and reclassified wherever necessary to make them comparable with the figures of the current year.

**48.** Figures have been rounded off to the nearest rupee and those in brackets represent corresponding figures for the previous year.

As per our report of even date
For **B.L. Sarda & Associates**
Chartered Accountants

**CA B. L. Sarda**
Partner
Membership No. : 014568

Place : Mumbai
Date : 26th May, 2015

For and on behalf of the Board

| | |
|---|---|
| **R.V. Maheshwari** | Chairman & Managing Director |
| **R.R. Maheshwari** | Executive Director |
| **Sanjay Maheshwari** | Whole-Time-Director |
| **Prakash Maheshwari** | Whole-Time-Director |
| **CA Gopal Somani** | Chief Financial Officer |
| **Meenakshi Anchlia** | Company Secretary |

Place : Mumbai
Date : 26th May, 2015

## ATTENDANCE SLIP

**CIN: L22219MH1987PLC042083**

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

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

Joint Shareholders may obtain additional slip at the venue of the meeting.

| | | | | |
|---|---|---|---|---|
| DP Id* | | | Folio No. | |
| Client Id* | | | No. of shares | |

**NAME AND ADDRESS OF THE SHAREHOLDER** .....

I hereby record my presence at the **27th ANNUAL GENERAL MEETING** of the Company held on Monday, August 31, 2015 at 12:30 PM at Registered Office: L-31, M.I.D.C. Tarapur Industrial Area, Boisar 401506, Dist. Palghar (Maharashtra)

*Applicable for investors holding shares in electronic form

Signature of Shareholder/Proxy

## PROXY FORM

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

**CIN: L22219MH1987PLC042083**

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

Name of the member(s): _____

Registered Address: _____

_____

E-mail ID: _____

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
2. Name: _____
   Address: _____
   _____
   E-mail Id: _____
   Signature: _____ or failing him
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 **27th Annual General Meeting** of the Company, to be held on Monday, August 31, 2015 at 12:30 PM at Registered Office: 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:

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

| S. No. | Resolutions | For | Against |
|---|---|---|---|
| 1. | Consider and Adopt Audited Financial Statements | | |
| 2. | Declaration of Dividend on Equity Shares | | |
| 3. | Reappointment of Shri Prakash Maheshwari, Director retiring by rotation | | |
| 4. | Ratification of appointment of Auditors and fixing their Remuneration | | |
| 5. | Appointment of Ms. Vinita Chhaparwal as Independent Director | | |
| 6. | Re-Appointment and Remuneration of Shri Ramvilas Maheshwari, as Chairman & Managing Director | | |
| 7. | Re-Appointment and Remuneration of Shri Rajaram Maheshwari, as Whole Time Director | | |
| 8. | Re-Appointment and Remuneration of Shri Sanjay Maheshwari, Whole Time Director | | |
| 9. | Re-Appointment and Remuneration of Shri Prakash Maheshwari, Whole Time Director | | |
| 10. | Payment of Commission to Non Whole-time Directors of the Company | | |

Affix
₹ 1
Revenue
stamp

Signed this _____ day of _____ 2015

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 48 hours before the commencement of the meeting.**

**(2) A Proxy need not be a member of the Company.**

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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) **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 in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

# E-MAIL REGISTRATIOIN FORM

## FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

To

**Universal Capital Securities Pvt Ltd**
**Unit : Orient Press Limited**
21 Shakil Nivas, Mahakali Caves Road
Andheri (East), Mumbai 400 093
Tel : 022-28207203/28207204/28207205

Dear Sir/s,

**Re: Registration of e-mail ID for receiving communications in electronic form**

I/We am/are a shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto, Balance Sheets, Directors' Report, Auditors' Report etc. through email. Please register my e-mail ID, setout below, in your records for sending communication through email:

Folio No. : _____

Name of 1st Registered holder : _____

Name of Joint holder(s) : _____

_____

Address : _____

Pin code : _____

E-mail ID (to be registered) : _____

Contact Tel Nos. : Mobile : _____

Land line : _____

PAN NO. : _____

Date : _____ Signature :_____

**Important Notes :**

1) On registration, all the communication will be sent to the e-mail ID registered in the folio.
2) The form is also available on the website of the Company www.orientpressltd.com.
3) Any change in email ID, from time to time, may please be registered in the records of the company.

## FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

Members holding shares in demat form may register the e-mails with their respective depository participant.

NOTES

NOTES

NOTES