

1<sup>st</sup> September, 2025

To,  
The Compliance Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

Scrip Code: 526325

Dear Sir/Ma'am,

**Subject: Notice of 37<sup>th</sup> Annual General Meeting.**

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Notice of 37<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Thursday, September 25, 2025 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Further, pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, the Company is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Kindly take the same on record

Thanking you

**Yours faithfully**

**For ORIENT PRESS LIMITED**

**Shubhangi Bhauwala**  
**Company Secretary & Compliance Officer**

Place: Mumbai

Encl: As above

To,  
The Compliance Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block 'G'  
Bandra Kurla Complex  
Bandra (E), Mumbai-400 051

Scrip Code: ORIENTLTD



# ORIENT PRESS LIMITED

## NOTICE

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of **Orient Press Limited** ('the COMPANY') (CIN: L22219MH1987PLC042083) will be held on Thursday, September 25, 2025 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Board's Report and Auditors Report thereon.

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

**"RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Prakash Maheshwari (DIN:00249736), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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

**"RESOLVED THAT** Mr. Prakash Maheshwari (DIN: 00249736) who retires by rotation from the Board of Directors pursuant to the provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

3. **Ratification of Cost Auditor's Remuneration for the financial year ended March 31, 2025.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force the remuneration of ₹2,50,000/-plus GST and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit payable to M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the financial year ended March 31, 2025 be and is hereby ratified and confirmed;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. **Ratification of Cost Auditor's Remuneration for the financial year ending March 31, 2026.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) the remuneration of ₹2,50,000/-plus GST and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit, payable to M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597) who have been appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 be and is hereby ratified & confirmed;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

5. **Appointment of Secretarial Auditors.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with circular No. 185 dated 31<sup>st</sup> December, 2024 issued by the Securities and Exchange Board of India (SEBI) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of M/s V. K. Mandawaria & Co., Company Secretaries (Firm Registration No. S1993MH012100) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from the Financial year 2025-2026 to 2029-2030 on the remuneration & other terms and conditions details of which are given in Explanatory Statement at item No. 5 annexed here to conduct Secretarial Audit of the Company."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

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

**Shubhangi Bhauwala  
Company Secretary & Compliance Officer**

Place: Mumbai  
Date: August 12, 2025

### Registered Office:

L-31, MIDC, Tarapur Industrial Area,  
Boisar 401 506, Dist. Palghar, Maharashtra  
CIN: L22219MH1987PLC042083  
Website: [www.orientpressltd.com](http://www.orientpressltd.com)  
Email: [share@orientpressltd.com](mailto:share@orientpressltd.com)

**Notes:**

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its Circular No. 9/2024 dated 19<sup>th</sup> September 2024 (in continuation with the Circulars issued earlier in this regard) ("MCA Circulars"), permitted the holding of the Annual General Meeting ('AGM' through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members till 30<sup>th</sup> September 2025. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circular dated 3<sup>rd</sup> October, 2024 (in continuation with the Circulars issued earlier in this regard) ("SEBI Circulars"), has provided relaxations from compliance with certain provisions of the Listing Regulations.

Accordingly, in compliance with the provisions of the Act and the Listing Regulations, the AGM of the Company is being held through VC/OAVM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the above items of business to be transacted is annexed hereto. Details of Directors who's Appointment/Re-appointment is proposed pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since this AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
5. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution / Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email addressed to [shubhangi.lohia@orientpressltd.com](mailto:shubhangi.lohia@orientpressltd.com).
6. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (Register and Transfer Agent) in case the shares are held by them in physical form.
8. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, the same are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund

Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid/ claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF. In view of this, Members who have so far not encashed their dividend are requested to make their claims forthwith to RTA.

9. Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. The due date for transferring the unclaimed/ unpaid dividend pertaining to dividend declared in financial year 2017-2028 is October 28, 2025.

During the year, amount of ₹96,736/- Un-claimed Dividend for the financial year 2016-2017 had been deposited in the Investors Education and Protection Fund.

The Company also transferred 2580 Equity Shares of the Company into the DEMAT Account of the IEPF Authority in terms of the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/ unpaid dividend pertaining to financial year 2016-2017 had been transferred to IEPF and who have not encashed their dividends for 7(Seven) subsequent financial years. Concerned Shareholders may still claim the shares or apply for refund of their dividend to the IEPF Authority in Web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)

In case the Dividend has remained unclaimed in respect of Dividend declared in financial year 2017-18 and 2018-19 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters to this effect to the concerned shareholders.

10. Mandatory updation of PAN, KYC and nomination details SEBI vide its circular dated 16<sup>th</sup> March 2023 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are, therefore, requested to submit the PAN and Bank Account details to RTA/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, members are requested to submit a copy of bank passbook/statement attested by Bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.

Members holding Physical shares are advised to avail the nomination facility by filing Form SH- 13, as prescribed under Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered

## ORIENT PRESS LIMITED

with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on website of the Company, i.e. [www.orientpressltd.com](http://www.orientpressltd.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com).

12. Members who hold shares in physical form and have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at by email to '[rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)' or at Company's email id. [shubhangi.lohia@orientpressltd.com](mailto:shubhangi.lohia@orientpressltd.com) by following due procedure.
13. Members holding shares in dematerialized addresses, who have not registered /updated their email addresses with their Depository Participants, are requested to register/update their email addresses with the Depository Participants with whom they maintain their Demat accounts.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. All documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at [shubhangi.lohia@orientpressltd.com](mailto:shubhangi.lohia@orientpressltd.com).
16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Instructions for Members attending Meeting through VC/ OAVM.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
18. Share transfer documents and all correspondence relating thereto, should be addressed to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083, Registrar and Transfer Agent of the Company.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII of the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and/ or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company MUFG Intime India Private Limited (Formerly known as Link Intime India

Private Limited) for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/ HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 06, 2018.

21. Information and other instructions relating to e-voting are as under:
  - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) and Regulation 44 of SEBI (LODR) the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide E-voting facility to the Members.
  - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner case of electronic shareholding) as on the cut-off date, i.e., Friday, September 19, 2025 A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  - IV. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, September 19, 2025 only shall be entitled to avail the facility of e-voting.
  - V. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, September 19, 2025 such Member may obtain the User ID and password by sending a request at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited).
  - VI. It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) by sending an E-mail at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) by following due procedure.
  - VII. The Board of Directors of the Company has appointed Mr. Vinod Kumar Mandawaria, Practicing Company Secretary (Membership No. 2209; CP No. 2036) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VIII. The Scrutinizer will submit his report to Mr. R.V. Maheshwari, Chairman & Managing Director or any other person authorized by the Chairman of the meeting after completion of the scrutiny and the results of



voting will be announced after the AGM of the Company. The result of the voting along with the Scrutinizer's report shall be communicated to the stock exchanges and will also be displayed on the Company's website [www.orientpressltd.com](http://www.orientpressltd.com).

- IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 25, 2025.

X. **Information and other instructions relating to e-voting are as under:**

- (i) The remote e-voting facility will be available during the following period:

**Commencement of e-voting:** From 9:00 a.m. (IST) on Monday, September 22, 2025. **End of e-voting:** Up to 5:00 p.m. (IST) on Wednesday, September 24, 2025. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- (ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**1. Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

| Type of shareholders                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <p>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies. Where the e-voting is in progress and as per information provided by company. On clicking the e-voting option, the user will be able to see the respective e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p> |

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|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>                        | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type                                                         | Helpdesk details                                                                                                                                                                                             |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 180021 09911. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022-4886 7000 and 022-2499 7000.        |

(v) **Login method for e-Voting and joining virtual meeting for Physical and shareholders other than individual holding in Demat form.**

- (1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (2) Click on "Shareholders" Module.
- (3) 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. Shareholders shares in Physical Form should enter Folio Number registered with the Company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (6) If you are a first time user follow the steps given below:

| Login type                                             | 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>i. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>ii. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.                |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Shareholders Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [shubhangi.lohia@orientpressltd.com](mailto:shubhangi.lohia@orientpressltd.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

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4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [shubhangi.lohia@orientpressltd.com](mailto:shubhangi.lohia@orientpressltd.com). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

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

**Shubhangi Bhauwala  
Company Secretary & Compliance Officer**

Place: Mumbai

Date: August 12, 2025

**Registered Office:**

L-31,MIDC, Tarapur Industrial Area,  
Boisar 401 506, Dist. Palghar, Maharashtra  
CIN: L22219MH1987PLC042083  
Website: [www.orientpressltd.com](http://www.orientpressltd.com);  
Email: [share@orientpressltd.com](mailto:share@orientpressltd.com)



## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### Item No. 3

The Company is directed under the provisions of Section 148 of the Companies Act 2013, read with the Companies (Cost Records and Audit) Rules, 2014('the Rules') to have the audit of its cost records conducted by a cost accountant in practice. The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), and remuneration of the Cost Auditor of ₹2,50,000/- plus GST and reimbursement of actual expenses if any to conduct the audit of the cost records of the Company for the financial year ended March 31, 2025.

In accordance with the provisions of Section 148 of the Act read with Rules, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is being sought for the proposal contained in the resolution set out in the Item No. 3 of the Notice for the remuneration payable to the Cost Auditors for the financial year ended March 31, 2025.

The Board recommends the resolution set out in the Item No. 3 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

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

### Item No. 4

The Board of Directors of the Company at their meeting held on August 12, 2025 on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), as the Cost Auditors, to conduct audit of Cost Records maintained by the Company for the financial year 2025-2026. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to Cost Auditors has to be ratified by Shareholders of the Company.

The Board recommends the resolution as set out in the Item No. 4 of accompanying notice for the approval of members of the Company by way of an Ordinary Resolution.

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

### Item No.5

The Securities and Exchange Board of India ("SEBI") vide (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 13, 2024, has amended Regulation 24A of SEBI Listing Regulations. As per the said amendment to Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor shall be approved by the Members at the Annual General Meeting of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the Listing Regulations.

Pursuant to the above requirement, the Board at its meeting held on August 12, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee,

has subject to the approval of the members of the Company appointed M/s V. K. Mandawaria & Co., Company Secretaries (Firm Registration No. S1993MH012100), a peer reviewed firm, as Secretarial Auditors of the Company for a period of five (5) consecutive financial years, i.e. from financial year 2025-26 to 2029-30 on a remuneration of ₹ 75,000/- plus GST(if applicable) for the Financial Year 2025-2026 and thereafter for each Financial Year as per the remuneration fixed by the Board of Directors of the Company in consultation with the Secretarial Auditors.

The Company has received written consent from M/s V. K. Mandawaria & Co., Company Secretaries and a certificate that they satisfy the qualification criteria and that the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, Listing Regulations, SEBI Circulars. The firm has agreed to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the appointment as Secretarial Auditors of the Company and have not incurred any of the disqualifications as specified vide SEBI Circular No. 185 dated 31<sup>st</sup> December, 2024.

### Additional information about Secretarial Auditors pursuant to Regulation 36 of the Listing Regulations given provided below:

| Details                                                                                                                                              | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name & Address of the firm                                                                                                                           | M/s. V.K. Mandawaria & Co., Company Secretaries.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Peer Review                                                                                                                                          | The Firm is peer reviewed as per the requirement of the Institute of Company Secretaries of India & Certificate No. 6435/2025 dated 12-2-2025 has been issued by the Peer Review Board.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Terms of Appointment                                                                                                                                 | For a term of five (5) consecutive years from the financial year 2025-26 to 2029-30.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor(s) proposed to be Appointed. | <p>The Board recommends the reappointment of M/s. V.K. Mandawaria &amp; Co., Company Secretaries, as Secretarial Auditors for the upcoming term. Established in 1993, the firm is led by Mr. Vinod Kumar Mandawaria, a Fellow Member of the Institute of Company Secretaries of India and the Institute of Chartered Accountants of India.</p> <p><b>Areas of Expertise</b></p> <p>M/s. V.K. Mandawaria &amp; Co. specializes in:</p> <ol style="list-style-type: none"> <li>1. Corporate Law Consultancy (Company Laws, SEBI Laws, Stock Exchange Laws)</li> <li>2. Maintenance of statutory records under the Companies Act</li> <li>3. Secretarial Audit, Annual Secretarial Compliance Reports, and certification of Forms for MCA filings</li> </ol> <p>Given their experience and performance as current Secretarial Auditors, the Board believes that reappointing M/s. V.K. Mandawaria &amp; Co. would be beneficial for the Company.</p> |

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The Board recommends the resolution as set out in the Item No. 5 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**For Orient Press Limited**

**Shubhangi Bhauwala**  
**Company Secretary & Compliance Officer**

Place: Mumbai

Date: August 12, 2025

**Registered Office:**

L-31, MIDC, Tarapur Industrial Area,

Boisar 401 506, Dist. Palghar, Maharashtra

CIN: L22219MH1987PLC042083

Website: [www.orientpressltd.com](http://www.orientpressltd.com);

Email: [share@orientpressltd.com](mailto:share@orientpressltd.com)

**ANNEXURE A**

Additional information on Directors recommended for appointment/reappointment at the Annual General Meeting as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

| Particulars                                                                                                                                               | Mr. Prakash Maheshwari                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| Director Identification Number (DIN)                                                                                                                      | 00249736                                                                                       |
| Date of Birth                                                                                                                                             | 16.11.1973                                                                                     |
| Nationality                                                                                                                                               | Indian                                                                                         |
| Qualifications                                                                                                                                            | Science Graduate                                                                               |
| Experience and expertise in specific functional areas                                                                                                     | More than 25 years of industry experience in the field of Marketing & Printing industry.       |
| Remuneration last drawn                                                                                                                                   | ₹13,53,094/-                                                                                   |
| Number of Equity Shares held in the Company.                                                                                                              | 96850<br>(as on 31.03.2025)                                                                    |
| Directorship held in other Companies as on (excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013) | NIL                                                                                            |
| Committee position held in other companies (Chairmanship/ Membership of Audit & Stakeholders Relationship Committee of other Public Companies.            | NIL                                                                                            |
| Relationship with other Directors/Key Managerial Personnel                                                                                                | Mr. Prakash Maheshwari is the Son of Mr. Ramvilas Maheshwari, Managing Director of the Company |