Corporate Office : 1102, "E" Wing, 11th Floor,
Lotus Corporate Park, Off: Western Express Highway,
Goregaon (East), Mumbai 400 063, Maharashtra, India.
Tel.No. (Board) : +91 (022) 42977310 / 350
E : orient@orientpressltd.com • **W :** www.orientpressltd.com
CIN: L22219MH1987PLC042083

Orient press limited

4th September, 2026

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

Scrip Code: 526325

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

Dear Sir/Ma'am,

Subject: Notice of 38th Annual General Meeting.

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Notice of 38th Annual General Meeting of the Company scheduled to be held on Monday, 28th September, 2026 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 ASHISH BHAUWALA

Digitally signed by SHUBHANGI ASHISH BHAUWALA
DN: c=IN, o=Personal, title=6770,
pseudonym=6wz0x4f3cpdjv2tq1kbhni7semoglr58,
2.5.4.20=5fb9b3273a30e0b086ca06ba528b77210c9d76793854490fe9aed4b0620e0ce8, postalCode=400097, st=Maharashtra,
serialNumber=b2eba81227eba164a92b6c8d743ef57bf959967f78ee60774064e7079ca8460e, cn=SHUBHANGI ASHISH BHAUWALA
Date: 2026.09.04 15:01:15 +05'30'

ORIENT PRESS LIMITED MUMBAI

Shubhangi Bhauwala
Company Secretary & Compliance Officer
Place: Mumbai
Encl: As above

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **Orient Press Limited (**'the COMPANY'**)** (CIN: L22219MH1987PLC042083) will be held on Monday, 28th September, 2026 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, 2026 together with the Board's Report and Auditors Report thereon.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

   "**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2026 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. Rajaram Maheshwari (DIN:00249954), 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, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Mr. Rajaram Maheshwari (DIN: 00249954) 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 ending March 31, 2027.**

   To consider and, if thought fit, to pass, 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, 2027 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."

4. **To Re-appoint Mr. Ramvilas Maheshwari as Managing Director of the Company.**

   To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ramvilas Maheshwari (DIN:00250378) as Managing Director of the Company for a period of three years with effect from 1st October, 2026 to 30th September, 2029 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 4 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."

5. **To Re-appoint Mr. Rajaram Maheshwari as a Whole Time Director of the Company.**

   To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajaram Maheshwari (DIN:00249954) as Whole Time Director, designated as Executive Director of the Company for a period of three years with effect from 1st October, 2026 to 30th September, 2029 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 5 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."

6. **To Re-appoint Mr. Prakash Maheshwari as a Whole Time Director of the Company.**

   To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appointment of Mr. Prakash Maheshwari (DIN:00249736) as Whole Time Director of the Company for a period of three years with effect from 1st November, 2026 to 31st October, 2029 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."

7. **To approve the payment of remuneration to Executive Directors who are Promoters in excess of 5% of the net profits of the Company in a year as per Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations 2015.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the payment of remuneration to Mr. Ramvilas Maheshwari, Chairman & Managing Director, Mr. Rajaram Maheshwari, Executive Director and Mr. Prakash Maheshwari Whole-Time Director of the Company, notwithstanding their aggregate annual remuneration exceeds 5 per cent of the net profits of the Company in a year, calculated as per the provisions of Section 198 of the Companies Act, 2013, during their current term from 1st October, 2026 to 30th September, 2029 of Mr. Ramvilas Maheshwari & Mr. Rajaram Maheshwari and from 1st November, 2026 to 31st October, 2029 to Mr. Prakash Maheshwari."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution."

8. **Sale, transfer, lease or otherwise dispose off whole of Land and Building one of the Company's factory located at Plot No. G-73. M.I.D.C. Tarapur Industrial Area, Boisar 401 506, Dist. Palghar(Mah.).**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**: -

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or enactment thereof for the time being in force), Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be required from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to sell, transfer, Lease or otherwise dispose off in whole or in part, the Company's Factory/ Undertaking located at Plot No. G-73, M.I.D.C. Tarapur Industrial Area, Boisar – 401506, Dist. Palghar, Maharashtra including all Lands, Buildings with or without plant and machineries and factory equipment's, and other tangible and intangible assets pertaining to the said factory on an "as is where is" and "as is what is" basis to any potential unrelated buyer(s) for a consideration of not less than Rs.24 Crores, or such higher value as may be determined, on such terms and conditions and in such manner as the Board may, in its absolute discretion, deem fit in the interest of the Company, in case of Sale.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Ramvilas Maheshwari, Chairman & Managing Director, and/or Mr. Prakash Maheshwari, Whole-Time Director, be and are hereby severally authorized to execute, sign, and deliver all necessary documents, deeds, applications, affidavits, undertakings, agreements, and writings, including sale deeds and instruments of transfer of leasehold rights, and to make submissions before the concerned authorities/ departments, as may be required in connection with the sale, Lease & transfer of the Factory/ Undertaking."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution to any Committee of Directors, Managing Director, Executive Director, or other Executives of the Company, and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental to give 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 25, 2026

Registered Office:
L-31,MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com
Email: share@orientpressltd.com

Notes:

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No. 03/2025 dated 22nd September, 2025 (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 until further notice In compliance with the provisions of the Companies Act, 2013 (the Act), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and MCA Circulars, 38th Annual General Meeting of the Company shall be conducted 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.
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. 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 2018-2019 is October 15, 2026.

   During the year, amount of ₹78,937.50 Un-claimed Dividend for the financial year 2017-2018 had been deposited in the Investors Education and Protection Fund.

   The Company also transferred 5727 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 2017-2018 had been transferred to IEPF and who have not encased 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

   In case the Dividend has remained unclaimed in respect of Dividend declared in financial year 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 16TH 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 shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

Members holding shares in single name 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 and may also be downloaded from the RTA 's website. 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 38TH Annual General Meeting along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2025-26 will also be available on website of the Company, i.e. www.orientpressltd.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively,and on the website of the CDSL 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 emailto 'rnt.helpdesk@in.mpms.mufg.com' or at Company's email id. 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 Depositary 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.

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. 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., Monday, 21st September, 2026. 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., Monday, 21st September, 2026 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. Monday, 21st September, 2026, such Member may obtain the User ID and password by sending a request at investor.helpdesk@in.mpms.mufg.comor 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 investor.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.

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. Monday, 28th September, 2026.

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 Friday, 25th September, 2026. **End of e-voting**: Up to 5:00 p.m. (IST) on Sunday, 27th September, 2026. 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**	1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existinguser 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 cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link on www.cdslindia.com home page. The system will authenticate the user bysending OTP on registered Mobile & 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.

Individual Shareholers holding securities in Demat mode with **NSDL Depository**	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: https://eservices. nsdl.com 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-Votingservices. 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 andyou will be re-directed to e-Voting service provider website for casting your vote duringthe remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the followingURL:https://www.evoting.nsdl.com/ 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 haveto 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 theremote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 ForgetPassword 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 helpdesk.evoting@cdslindia.com or contact at 1800 21 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 evoting@nsdl.co.in 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.

(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 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) ● 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 **OR** 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. ● 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 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.
- 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 mandatory 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 , 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.
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.

   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. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

7. 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.

8. 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 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, AVP, (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 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 25, 2026

Registered Office:
L-31,MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com
Email: share@orientpressltd.com

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

Item No. 3

The Board of Directors of the Company at their meeting held on August 11, 2026 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 2026-2027. 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. 3 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. 4

Mr. Ramvilas Maheshwari, Promoter and Chairman- cum-Managing Director of the Company, possesses over 55 years of rich experience in the printing industry. He holds a Bachelor of Commerce degree and has demonstrated exceptional expertise not only in printing and its technology but also in the field of flexible packaging.

His current term of office is due to expire on September 30, 2026. In view of his age of 80 years, his re-appointment requires approval of the Members by way of a special resolution, along with a justification for continuation in office.

Based on the recommendation of the Nomination & Remuneration Committee and the approval of Audit Committee, and considering his extensive knowledge of the Company's operations and business environment, the Board of Directors at its meeting held on August 11, 2026, resolved that the continued association of Mr. Maheshwari would be in the best interest of the Company. Accordingly, the Board has approved his re-appointment as Managing Director for a further period of three years, with effect from October 1, 2026 to September 30, 2029, on the remuneration and terms and conditions given below subject to the approval of the Members:

1. BASIC SALARY: ₹ 1,04, 650/- per month
2. CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary
3. Gratuity as per Gratuity provisions.
4. PERQUISITES AND ALLOWANCES:

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 maybe agreed by the Board of Directors and the appointee, subject however that these perquisites and allowances will be subject to a limit of ₹ 9,25,000/- per annum.

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.

The Chairman & Managing Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling, entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to the Chairman & Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

4. INCREMENT

The Chairman & Managing Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit Committee and the 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 of Mr. Ramvilas Maheshwari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee and Audit Committee, has approved the re-appointment of Mr. Ramvilas Maheshwari, Promoter and Chairman-cum-Managing Director of the Company, for a further period of three years commencing from October 1, 2026 to September 30, 2029, subject to the approval of Members by way of a Special Resolution.

As the Company is presently incurring losses, the remuneration payable to Mr. Maheshwari shall be treated as minimum remuneration in accordance with the provisions of Section II, Part II of Schedule V of the Companies Act, 2013. The remuneration is within the limits prescribed under Schedule V. His appointment may be terminated by either party by giving three months' notice.

Mr. Maheshwari shall, subject to the superintendence and control of the Board of Directors, manage the whole business and affairs of the Company. Considering his vast experience of over 55 years in the printing and flexible packaging industry, the Board is of the opinion that his continued association will be beneficial for the smooth and efficient functioning of the Company. In compliance with the requirements of Section 196(4) and other applicable provisions of the Companies Act, 2013 read with Schedule V, the necessary disclosures are provided in Annexure B to this Notice. Further, details of Mr. Maheshwari as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished in **Annexure A**. This explanatory statement together with the annexures shall be construed as the memorandum setting out the terms of appointment/re-appointment of the Managing Director under Section 190 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out at Serial No. 4 of the Notice for approval of members of the Company by way of a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr.Ramvilas Maheshwari, Mr.Rajaram Maheshwari and Mr. Prakash Maheshwari and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Mr. Rajaram Maheshwari, is a promoter and Whole Time Director of the Company and having over 55 years of experience in the field of Packaging industry. He has a degree in Bachelor of Science. The details of Mr. Rajaram Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure – A given below. His term of appointment as a Whole Time Director of the Company will expire on 30th September, 2026. 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 opinion that for smooth and efficient running of the business, the services of Mr. Rajaram Maheshwari should be available to the Company for a further period of three years with effect from 1st October, 2026 to 30th September, 2029. In terms of the provisions of the Companies Act, and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee & Audit Committee and the Board of Directors have, at their meeting held on 11th August, 2026, reappointed him as Whole Time Director, designated as Executive Director of the Company for a further period of three years with effect from 1st October, 2026 to 30th September, 2029 on the remuneration and other terms and conditions given below subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY: ₹ 1,04,650/- per month
2. CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary
3. Gratuity as per Gratuity provisions.
4. PERQUISITES AND ALLOWANCES:

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 ₹ 9,25,000/- per annum.

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. 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.

INCREMENT

The Whole Time Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:

For the purpose of perquisites stated here above, "family" means wife, dependent children and dependent parents of Mr. Rajaram Maheshwari.

Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Rajaram Maheshwari as the Company is in losses and will be subject to the approval of members of the Company by a Special Resolution to be obtained in a General Meeting giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment with Mr. Rajaram Maheshwari may be terminated by either party by giving three months' notice in each case. The remuneration of Mr. Rajaram Maheshwari is within the ceiling limit specified in Schedule V of the Companies Act, 2013. The Whole Time Director shall be subject to the superintendence and control of Board of Directors of the Company, look after purchase/procurement & sale of materials for Flexible Packaging division of the Company."

As the Company is in losses the re-appointment of the Whole Time Director was made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required is given in Annexure B to this Notice. Pursuant to the provisions of Section 196(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Whole Time Director requires approval of the Members in General Meeting. The brief resume of Mr. Rajaram Maheshwari is provided in Annexure A to the Notice. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. The Board of Directors therefore recommends the resolution as set out in Serial No. 5 of the Notice for approval of members of the Company by way of Special Resolutions. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ramvilas Maheshwari, Mr. Rajaram Maheshwari and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Mr. Prakash Maheshwari, is a promoter and Whole Time Director of the Company and having over 30 years of experience in the field of printing. He has a degree in Mechanical Engineering. The details of Mr. Prakash Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015, have been given in Annexure A given below. His term of appointment as a Whole Time Director of the Company will expire on 31st October, 2026. 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 opinion that for smooth and efficient running of the business, the services of Mr. Prakash Maheshwari should be available to the Company for a further period of three years with effect from 1st November, 2026 to 31st October, 2029. In terms of the provisions of the Companies Act, and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee & Audit Committee of the Board and the Board of Directors have, at their meeting held on 11th August, 2026, re-appointed him as Whole Time Director of the Company for a further period of three years with effect from 1st November, 2026 to 31st October, 2029 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

BASIC SALARY: ₹ 72,450/- per month

CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary

GRATUITY as per Gratuity provisions.

PERQUISITES AND ALLOWANCES:

In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures, Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the appointee, subject however that these perquisites and allowances will be subject to a limit of ₹ 6,90,000/- per annum.

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.

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.

INCREMENT

The Whole Time Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:-

For the purpose of perquisites stated here above, "family" means wife, dependent children and dependent parents of Mr. Prakash Maheshwari.

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 is in losses and will be subject to the approval of members of the Company by an Ordinary 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, look after purchase/ procurement/ sale of materials for Paper Board division & Printing division of the Company."

As the Company is in losses the appointment of the Whole Time Director was made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required is given in Annexure B to this Notice. Pursuant to the provisions of Section 196(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Whole Time Director requires approval of the Members in General Meeting. The brief resume of Mr. Prakash Maheshwari is provided in Annexure A to the Notice. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out at Serial No. 6 of the Notice for approval of members of the Company by way of an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Prakash Maheshwari, Mr. Ramvilas Maheshwari, and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

In accordance with the provision of Regulation 17(6)(e) through SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

the annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Mr. Ramvilas Maheshwari, Chairman & Managing Director, Mr. Rajaram Maheshwari, Executive Director, and Mr. Prakash Maheshwari Whole-Time Directors are promoters of the Company. The Consent of the Members is required to approve remuneration payable to them which is more than 5% of the net profits of the Company in a year, in aggregate. This has necessitated seeking fresh approval of the Members by way of a special resolution for payment of remuneration as per terms and conditions of the appointment of aforesaid Executive Directors details of which have been given in Explanatory Statement at item no. 4 to 6 of this Notice from the date of their reappointment till the expiry of their term i.e. from 1st October, 2026 to 30th September, 2029 for Mr. Ramvilas Maheshwari, Chairman & Managing Director & Mr. Rajaram Maheshwari, Executive Director and from 1st November, 2026 to 31st October, 2029 for Mr. Prakash Maheshwari, Whole-Time Director, in order to comply with the above mentioned Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2015.

The Board of Directors therefore recommends the resolution as set out at Serial No. 7 of the Notice for approval of members of the Company by way of a Special Resolution.

Except Mr. Ramvilas Maheshwari, Mr. Rajaram Maheshwari and Mr. Prakash Maheshwari and their relatives none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No.8

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of a company may exercise the power to sell, lease, or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company only with the prior approval of the Members by way of a Special Resolution.

At its meeting held on 25th August, 2026, the Board of Directors considered and approved a proposal relating to the Company's factory/undertaking situated at Plot No. G-73, M.I.D.C. Tarapur Industrial Area, Boisar – 401 506, Dist. Palghar, Maharashtra. The proposal contemplates the sale, transfer, lease, or other form of disposal, in whole or in part, of the said factory. It is proposed that the Plant & Machinery and Factory Equipment etc. are to be shifted to the Company's Greater Noida Factory or any other plant while unusable items may be sold or otherwise disposed off. The transaction, if undertaken, will be carried out on an **"as is where is" and "as is what is" basis** to any potential unrelated buyer(s) for a consideration of not less than Rs.24 Crores, or such higher value as may be determined at the time of finalization of the transaction.

The Board took the decision considering following object & commercial rational for sale of this Factory/ Undertaking of the Company:-

The Turnover of the Company's G-73, M.I.D.C. Tarapur Factory, based on the Audited Financial Statements of the Company for the Financial year ended 31st March, 2026, constituted only 5.26% of the Total Turnover of the Company, whereas , the funds deployed for the operations of this factory represented 29.72% of the Company's net worth. In view of this situation, if the Tarapur Factory is sold or otherwise disposed off, the investment so released would assist in reducing the interest burden of the Company, thereby mitigating losses. The entire operations of the Tarapur Factory can be shifted to the Greater Noida facility, ensuring that the Company does not suffer any reduction in overall turnover.

The proceeds from the sale will be utilized towards working capital requirements, future expansion programs, general business purposes, or repayment of partial working capital limits of Banks. The Plant & Machinery and Factory Equipment etc. are proposed to be shifted to the Company's Greater Noida Factory, while unusable items may be sold or otherwise disposed off in case the Sale happened only of Land & Buildings.

Accordingly, the consent of the Members is being sought by way of a Special Resolution to authorize the Board of Directors to sell, transfer, lease or otherwise dispose off the Company's Factory/ Undertaking situated at Plot No. G-73, M.I.D.C. Tarapur Industrial Area, Boisar – 401 506, Dist. Palghar, Maharashtra Boisar.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, either directly or indirectly, in passing of the said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

By Order of the Board of Directors
For Orient Press Limited

Shubhangi Bhauwala
Company Secretary & Compliance Officer

Place : Mumbai
Date : August 25, 2026

Registered Office:
L-31,MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com
Email: share@orientpressltd.com

ANNEXURE A

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

Particulars	Mr.Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Prakash Maheshwari
Director Identification Number (DIN)	00250378	00249954	00249736
Date of Birth	28.04.1946	14.01.1950	16.11.1973
Date of Appointment	02.01.1987	10.07.1987	15.07.1994
Nationality	Indian	Indian	Indian
Qualifications	Commerce Graduate	Science Graduate	Mechanical Engineer
Experience and expertise in specific functional areas	More than 55 years of industry experience in the field of Marketing & Printing of products.	55 years of industry experience in the field of flexible packaging.	25 years of industry experience in the field of Marketing & Printing of products.
Terms and Conditions of Re-appointment	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Remuneration last drawn (including sitting fees, if any)	₹ 20,31,202/-	₹ 20,31,202/-	₹ 13,53,094/-
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Number of Shares held in the Company as on March 31, 2026.	590150	366772	96850
Directorship held in other Companies as on (March 31, 2026) (excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	NIL	NIL	NIL
Number of meetings of the Board attended during the financial year 2025-26.	Please refer Corporate Governance Report section of the Annual Report 2025-26.	Please refer Corporate Governance Report section of the Annual Report 2025-26.	Please refer Corporate Governance Report section of the Annual Report 2025-26.
Committee position held in other -companies (Chairmanship/Membership of Audit & Stakeholders Relationship Committee of other Public Companies as on March 31, 2026).	NIL	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	Mr. R.V. Maheshwari is the brother of Mr. Rajaram Maheshwari and father of Mr. Prakash Maheshwari.	Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari.	Mr. Prakash Maheshwari is the Son of Mr. Ramvilas Maheshwari, Managing Director of the Company

ANNEXURE-B

The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. GENERAL INFORMATION

(1) Nature of Industry: Printing & Packaging.

(2) Date or expected date of commencement of commercial production: N.A., since the Company has already commenced its business activities.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators: Financial performance of the Company during last three years:

(₹ in Lakhs)

Financial Parameters	Financial Year		
	2025-26	**2024-25**	**2023-24**
Total Income	13,286.90	14,724.93	17,395.10
Depreciation	437.85	470.17	451.37
Total Expenses (Excluding Depreciation)	13,006.34	14,629.11	17,074.03
Profit / (Loss) after Tax	(117.33)	(277.55)	(106.15)
Equity Share Capital	1,000.00	1,000.00	1,000.00
Reserves & Surplus (Other Equity)	5,452.03	5,549.05	5,815.34
Earnings Per Share	(1.17)	(2.78)	(1.06)

(5) Foreign Investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held. There is no foreign collaboration in the Company.

II Information about the Appointee

Particulars	Mr.Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Prakash Maheshwari
Background details	More than 55 years of industry experience in the field of Marketing & Printing of products.	55 years of industry experience in the field of flexible packaging.	30 years of industry experience in the field of Marketing & Printing of products.
Job profile and suitability	He was working as Chairman & Managing Director of the Company, to manage the whole business and affairs of the Company. Proposed to be re-appointed for same job profile.	He was working as Executive Director of the Company, to look after the purchase/ procurement and sale of material for flexible packaging Division of the Company. Proposed to be re-appointed for same job profile.	He was working as Whole-Time Director of the Company, to look after the purchase/ procurement and sale of material for printing Division and Paper Board Division of the Company. Proposed to be re-appointed for same job profile.
Past Remuneration	₹ 20,31,202/-	₹ 20,31,202/-	₹13,53,094/-
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
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 managerial personnel as, Mr. R.V. Maheshwari is the brother of Mr. Rajaram Maheshwari and father of Mr. Prakash Maheshwari. Further, he holds 590150 equity shares in the Company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari. Further he holds 366772 equity shares in the Company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr.Prakash Maheshwari is the Son of Mr. Ramvilas Maheshwari, Managing Director of the Company. Further, he holds 96850 equity shares in the Company.

III. Other information:

1. Reasons of loss or inadequate profits

Raw Material

There has been an increase in key raw material prices and other cost of packaging & printing segment, international market conditions for petrochemicals affecting raw material prices, and general slowdown of Indian economy.

Marketing Difficulties

The demand for the Companies principal products has been declining for the last few years, very low level of printing of capital market stationery etc. The company faces aggressive competition from other players.

Financial Cost

The Company has been facing inflated financial cost.

2. **Steps taken or proposed to be taken for improvement**

   To mitigate the adverse impact, the Company took various measures such as making alternate arrangements to operate to it full production capacity. The Company is also exploring the new markets for sale. The Company propose to diversify its business in future.

3. **Expected increase in productivity and profits in measurable terms**

   The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

IV Disclosures

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

The required information about the service contract, notice period, severance fees etc. is given in Explanatory Statement annexed to this Notice.

By Order of the Board of Directors
For Orient Press Limited

Shubhangi Bhauwala
Company Secretary & Compliance Officer

Mumbai: August 25, 2026