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

27th May, 2025

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

Scrip Code: 526325

To,
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex,
Bandra (East),Mumbai 400 051

Symbol: ORIENTLTD

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2025.
Ref: SEBI Circular CIR/CFD/CMD1/27/2019 dated 08.02.2019 & Regulation 24A of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,
Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019 & Regulation 24A of SEBI (LODR) Regulations, 2015 attached please find herewith the Annual Secretarial Compliance Report issued by M/s. V.K. Mandawaria & Co., Practicing Company Secretaries for the financial year ended 31st March, 2025.

Kindly take the same on your record.

Thanking you
Yours faithfully
For Orient Press Limited

SHUBHANGI ASHISH BHAUWALA

Digitally signed by SHUBHANGI ASHISH BHAUWALA
Date: 2025.05.27 14:25:36 +05'30'

Shubhangi Bhauwala
Company Secretary & Compliance Report

Encl: as above

V.K. MANDAWARIA & CO.
Company Secretaries
VINOD KUMAR MANDAWARIA, B. Com., F.C.S., F.C.A.
Office No. 10, Ground Floor, ' Classic Heritage, Aarey Road, Goregaon (East), Mumbai-400 063
Tel : 022- 49736144, Mob. 9892851527, Email: vinodmandawaria@gmail.com

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

Secretarial compliance report of Orient Press Limited for the year ended 31st March, 2025.

We have been engaged by **Orient Press Limited** (hereinafter referred to as 'the Company') bearing CIN: **L22219MH1987PLC042083** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended read with SEBI's Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.
Our responsibility is to verify compliances by the Company with the provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon. This is neither an audit nor an expression of opinion.
We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity. Annual Secretarial Compliance Report is enclosed.

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

V.K. MANDAWARIA & CO. MUMBAI Company Secretaries

(Vinod Kumar Mandawaria)
Proprietor
Firm Regn. No.:- S1993MH012100
FCS No:2209 C. P. No.: 2036
PR- 66435/2025.
UDIN:- **F002209G000430771**

Date :-24/05/2025
Place : Mumbai.

We have examined:

(a) All the documents and records made available to us and explanation provided by Orient Press Limited ("the listed entity"),

(b) The filings/submissions made by the listed entity to the stock exchanges,

(c) Web site of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2025, ("Review Period")in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act,1992("SEBI Act")and the Regulations, circulars, guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the Financial Year under Report).**

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

(d) Securities and Exchange Board of India (Buy back of Securities)Regulations,2018; **(Not applicable during the Financial Year under Report).**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the Financial Year under Report).**

(f) Securities and Exchange Board of India(Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the Financial Year under Report).**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/guidelines issued there under;

And based on the above examination, We here by report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

V. K. MANDAWARIA & CO. Company Secretaries MUMBAI

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	SEBI LODR REGULATIONS, 2015.	Regulation no. 18(1),19(1)&20(1)	Delay of 2 days in reconstitution of Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee .	BSE & NSE Stock Exchanges.	Fine	Delay of 2 days in reconstitution of Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee.	Rs.12000/- by each Exchange.	The delay of 2 days in reconstitution of Committees was due to unavoidable reasons.	Given at the end of Report.	

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ….. (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/ deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
			NOT APPLICABLE			

(c) we hereby report that ,during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES	
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	YES	
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	

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5.	Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	YES	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	YES except in 2 transactions with a related Party.	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	For Small value of sales transactions prior approval could not be obtained because the transactions were entered in urgency. However these transaction were entered at arm's length price and in the ordinary course of business & subsequently had been ratified by the Audit Committee.	The transactions were entered in urgency of small value which were subsequently ratified by the Audit committee.

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MUMBAI
★ Company Secretaries ★

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed there under.	YES	
10.	Prohibition of Insider trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s),if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	NO YES	
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13.	(A)Non Compliances* (B)No additional non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	YES YES	

**There was delay of 2 days in reconstitution of Audit Committee, Nomination & Remuneration Committee & Stakeholders Committee for which The BSE & NSE Stock Exchanges imposed a fine of Rs. 12000/- each for non compliance of Regulation 18(1), 19(1) & 20(1) of SEBI LODR Regulations 2015.*

Management Response for above:-

The second consecutive term of five years of all the three Independent Directors of the Company expired on September 20, 2024 i.e. the date of the AGM. Simultaneously, three Independent Directors were appointed at the 36th Annual General Meeting of the Company held on September 20, 2024. The scheduling of a Board Meeting to appoint Directors to the committee took longer than anticipated, resulting in a delay of 2 days in

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the re-constitution of the Audit Committee and Nomination and Remuneration Committee. The delay in re-constituting the Audit Committee and Nomination and Remuneration Committee was due to the following reasons:-
The appointment of new Independent Directors, who were to be appointed as members of the Committees, was finalized only after the Scrutinizer's Report was submitted and the Chairman announced the results of the passing of Resolutions in the Annual General Meeting, which took place on September 21, 2024.Following this, the Company approached the Directors to convene a Board Meeting for the appointment of members to the aforementioned Committees. However, due to the unavailability of all Directors, the earliest convenient time for the Board Meeting was scheduled for September 23, 2024.Accordingly, the Board Meeting was held on September 23, 2024, and the Committees were re-constituted with effect from the same date. The delay of two days was unavoidable due to the procedural requirements and the availability of the Directors.

Observations/ Remarks by PCS:-

The delay of 2 days in reconstitution of Committees was due to unavoidable reasons as explained under Management Response above.

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. :- Not Applicable.

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

V.K. MANDAWARIA & CO. MUMBAI Company Secretaries

(Vinod Kumar Mandawaria)
Proprietor
Firm Regn. No.:- S1993MH012100
FCS No:2209 C. P. No.: 2036
PR- 66435/2025
UDIN:- **F002209G000430771**

Date :-24/05/2025
Place : Mumbai.