

ORIENT PAPER & INDUSTRIES LIMITED

(CIN: L21011OR1936PLC000117)

Registered Office: Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012 (Odisha)

Ph: (0674) 2396930, Fax: (0674) 2396364

E-mail: cosec@orientpaperindia.com, Website: www.orientpaperindia.com

Notice

TO
THE SHAREHOLDERS,

NOTICE is hereby given that the 82nd Annual General Meeting (AGM) of the Shareholders of Orient Paper & Industries Limited will be held on Thursday, the 12th July 2018 at 11.00 a.m. at UNIT-VIII, PLOT NO.7, BHOINAGAR, BHUBANESWAR-751012 (ODISHA) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2018, together with the Report of the Board of Directors and Auditors thereon.
2. To declare final dividend of Re. 0.60 (60%) per equity share and to approve the interim dividend of Re. 0.40 (40%) per equity share.
3. To appoint a Director in place Shri C. K. Birla (DIN: 00118473), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Auditors of the Company and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification, the following resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Price Waterhouse & Co. Chartered Accountants LLP (FRN 304026E/E-300009) of Plot No. 56 & 57, Block DN, Sector V, Salt Lake, Kolkata 700091, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2018-19, to hold office from the

conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company and the appointment as aforesaid is by way of ratification of appointment of the said auditors for five years in terms of decision of the shareholders at the Annual General Meeting of the Company held on 9th August, 2017.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus applicable tax, and reimbursement of actual travel and out of pocket expenses, to be paid to Shri Somnath Mukherjee, Cost Accountant (Membership No. 5343), for the financial year 2018-19, as approved by the Board of Directors of the Company, at its meeting held on 2nd May, 2018, be and is hereby ratified and confirmed.”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED that Pursuant to the provisions of Article 95 of the Articles of Association of the Company and Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to such approvals as may be required, Shri Manohar Lal Pachisia (DIN 00065431) be and is hereby re-appointed as the Managing

Director of the Company with effect from 1st April 2018 to 31st March, 2019, with liberty to either party to terminate the appointment on three months' notice in writing to the other at a remuneration and on terms set out below.

I.	Basic Salary	Rs. 12,50,000/- per month
II.	House Rent Allowance	Rs. 7,50,000/- per month
III.	Other Allowances	Rs. 2,90,000/- per month
IV.	Other reimbursements/Perquisites	
a)	Medical Allowances/Reimbursement	Rs. 50,000/- per annum
b)	Leave	In accordance with the rules framed by the Company.
c)	Leave Travel Concession/Allowance	Rs. 12,50,000/- per annum
d)	Club Fees	Actual fees for a maximum of two clubs. This will not include admission fee and life membership fees.
e)	Personal Accident Insurance	Premium not to exceed a sum of Rs. 4000/- per annum.
f)	Contribution to Provident Fund and Superannuation/Annuity Fund will be as per Scheme of the Company.	
g)	Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.	
h)	Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per rules of the Company.	
i)	Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for Private purpose shall be billed by the Company to the Managing Director. If the Managing Director engages a driver, he will be reimbursed Rs. 15,000/- per month on account of Driving charges.	
V.	In addition to the above, the Board may at its discretion pay to the Managing Director other allowances, benefits, perquisites and ex-gratia amount not exceeding Rs. 2,75,00,000/- per financial year.	
VI.	Minimum Remuneration: The remuneration as specified at Sl. Nos. I to V above subject to the approval of the Shareholders and such other approvals as may be required shall continue to be paid to Shri Manohar Lal Pachisia as and by way of minimum remuneration notwithstanding inadequacy of profit during the tenure of his office.	

Shri Manohar Lal Pachisia, subject to superintendence, control and directions of the Board of Directors, shall have the management of the whole or substantially the whole of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board."

By Order of the Board
For ORIENT PAPER & INDUSTRIES LIMITED

P.K. Sonthalia
President (Finance) & CFO

Kolkata, the 5th day of June, 2018

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**

Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
4. Details in respect of the Directors seeking re-appointment at the AGM are provided in the Report on Corporate Governance forming part of the Annual Report. The Directors have furnished the requisite declarations for their re-appointment.
5. **The Share Transfer Books and the Register of Members of the Company will remain closed from 7th July, 2018 to 12th July, 2018 (both days inclusive) for the purpose of payment of final dividend on Equity Shares.**
6. The instruments of Share transfer complete in all respects should be sent to M/s. MCS Share Transfer Agent Ltd., well in advance, so as to reach them prior to the Book closure dates. Shares under any defective transfer (unless defect is removed prior to Book closure dates) and/or instruments of transfer received after the said dates will not be considered for payment of dividend.
7. Dividend on equity shares, when approved at the AGM, will be paid to those members:

a) whose names appear as Beneficial Owners as at the close

of business hours on 6th July 2018, in the list to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 6th July 2018.

8. Shareholders who have not so far encashed their dividend warrants/ demand drafts for the financial years ended 31st March, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018 may immediately approach the Company for revalidation of unclaimed dividend warrants/demand drafts. Information in respect of the unclaimed dividend as on the date of the previous AGM of the Company held on 9th August, 2017 has been uploaded on the website of the Ministry of Corporate Affairs (www.iepf.gov.in) and on the website of the Company (www.orientpaperindia.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). **Shares for which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 123 of the Act, and the applicable law.**
9. The SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/2018/73, inter alia, directed for payment of dividend to the shareholders through electronic modes or by physical instrument such as banker's cheque/demand draft incorporating bank details of the shareholders. Accordingly, shareholders holding shares in demat form are requested to update their demat account with the DP and those shareholders holding shares in physical form may send the bank account details to the Company.
10. The Annual Report 2017-18 and Notice of the AGM of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participant(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
11. Members may also note that the Notice of the AGM and the Annual Report 2017-18 will also be available on the Company's website www.orientpaperindia.com. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same to the Company.
12. Members seeking any information with regard to accounts are

requested to write to the Company Secretary at least ten days in advance of AGM, to enable the Company to keep the information ready.

13. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the AGM of the Company.
14. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013, respectively will be available for inspection by the members at the AGM.
15. **Members holding shares in physical form are requested to consider converting their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the Company's registrar and share transfer agent in this regard.**
16. Members are requested to:
 - a. Bring their copy of the annual report for the meeting.
 - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agent of the Company, M/s. MCS Share Transfer Agent Ltd. at 12/1/5, Manoharpukur Road, Ground floor, Kolkata 700026, Tel No. 033-40724051-4053, email: mcssta@rediffmail.com
 - c. Members are requested to notify change in address, if any, immediately to the Registrar and Transfer Agent of the Company, M/s. MCS Share Transfer Agent Ltd. quoting their folio number.
 - d. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
17. Members who have not registered their email address are requested to register your e-mail ID:
 - a) Shareholders holding shares in demat form may register their e-mail ID against your demat account with your Depository Participant;
 - b) Shareholders holding shares in physical form may register their e-mail ID by writing/sending an email to the Company at cosec@orientpaperindia.com.
18. The route map to the venue of the meeting is attached herewith for convenience of the members.
19. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and rules made thereunder and in terms of regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Monday, 9th July 2018 (9:00 am) and ends on Wednesday, 11th July, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th July, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 6th July 2018.
 - VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 6th July 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cosec@orientpaperindia.com.
 - VII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling paper.
 - VIII. Mr. Atul Kumar Labh, Practicing Company Secretary (ICSI CP Registration No. 3238) has been appointed as a Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.orientpaperindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Ltd.

Instructions for e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or

CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also

"Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

RESOLUTION NO. 5

The Board of Directors of the Company at their meeting held on 2nd May, 2018 has, on the recommendations of the Audit Committee, appointed Shri Somnath Mukherjee, Cost Accountant (M. No. 5343), as Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus applicable taxes and out of pocket expenses in connection with the audit.

As per Section 148 of the Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the cost auditor is to be ratified by the members of the Company.

The Board considers the remuneration payable to the cost auditor as fair and recommends the resolution contained in item no. 5 of the accompanying notice for approval of the members as an Ordinary Resolution.

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

Item No. 6

It may be noted that pursuant to the resolution adopted by the Shareholders at the AGM held on 9th August, 2017,

Shri M.L. Pachisia was re- appointed as the Managing Director of the Company from 01.04.2017 to 31.03.2018 at a remuneration and on the terms and conditions as stated in the said resolution.

On expiry of his term, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 01.02.2018 decided to re-appoint Shri M.L. Pachisia as the Managing Director of the Company from 01.04.2018 to 31.03.2019 on the terms and conditions as stated in the Resolution subject to the approval of the Shareholders by Special Resolution and such other approvals as may be required.

Shri M L Pachisia, has an experience of over 50 years and is highly experienced and controls the affairs of the Company as whole. He has successfully and in a sustained way contributed significantly towards improvement in performance of the Company leading to its successful turnaround since his appointment as Managing Director of the Company in the year 2002. The remuneration payable to the Managing Director is comparable to the remuneration paid to a person holding similar position in other companies of similar size as that of the Company.

Given his expertise, knowledge and experience, the Board considers that although Mr. Pachisa has attained the age of seventy three years, his re-appointment/continuation as Managing Director will be in the interest of the Company and recommends the resolution contained in item no. 6 of the accompanying notice for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested in the said Resolution except Shri M.L. Pachisia being an appointee.

In respect of resolution 6, the information in terms of Schedule V to the Companies Act, 2013, is given below:

I. GENERAL INFORMATION

(i) Nature of industry

The company is inter-alia engaged in the business of manufacture of Paper and Chemicals. The Company has manufacturing units located at Amlai (Madhya Pradesh), Brajrajnagar (Odisha) and Kolkata (West Bengal). The Brajrajnagar unit is non-operational since 1999.

(ii) Date or expected date of commencement of commercial production

The Company was incorporated on July 25, 1936 and Commencement of Business Certificate was granted on July 30, 1936. The Company had since commenced its business.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable.

(iv) Financial performance based on given indicators

(Rs. in crores)

As per Audited Financial Results for the year	2015-16	2016-17	2017-18
Paid up Capital	20.49	21.22	21.22
Reserve & Surplus	393.72	486.12	1296.47
Revenue from Operations	1820.36	1875.19	671.80
Other Income	17.39	25.33	11.23
Total Revenue	1837.75	1900.52	683.03
Total Expenses	1816.40	1832.98	602.92
Profit before Taxation	21.35	67.54	80.11
Tax Expenses/(Income) including Deferred Tax	(0.33)	16.94	30.82
Profit after Tax	21.02	50.60	49.29

(v) Foreign investments or collaborations, if any

Nil

II. INFORMATION ABOUT THE APPOINTEE

(i) Background details

Shri M.L. Pachisia, aged about 73 years, a Commerce Graduate, has over 50 years of experience in various industries.

(ii) Past remuneration:

Shri M.L. Pachisia, Managing Director, received the following remuneration in the last three years.

(Amount in Rupees)

	2015-16	2016-17	2017-18
Salary & Allowances	2,36,10,000	2,36,10,000	2,36,10,000
Perquisites	66,70,846	80,85,390	76,49,861
Total (A)	3,02,80,846	3,16,95,390	3,12,59,861
Contribution to:			
Provident Fund	15,12,000	15,12,000	15,12,000
Superannuation Fund	18,90,000	18,90,000	18,90,000
Total (B)	34,02,000	34,02,000	34,02,000
Grand Total (A)+(B)	3,36,82,846	3,50,97,390	3,46,61,861

(iii) Recognition or awards

Shri M. L. Pachisia, Managing Director, has been instrumental in getting various awards for the Company. Under his stewardship, during the FY 2017-18, the Company has received various national/international awards, viz., Golden Peacock Award – 2017 for Energy Efficiency, Grow Care Award – 2017 for Environment & Safety.

(iv) Job profile and his suitability

Shri M.L. Pachisia was appointed as a whole time Director of the Company designated as Executive Director for a period of 5 years w.e.f 23.09.1997. Subsequently, he was re-designated as the Managing Director of the Company and from time to time re-appointed upon expiry of his term.

Shri M.L. Pachisia is highly experienced and controls the affairs of the Company as a whole. He has successfully and in a sustained way contributed significantly towards improvement in performance of the Company leading to its successful turn around.

(v) Remuneration proposed

As stated in resolution no. 6 to the notice convening AGM.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration payable is comparable to the remuneration paid to a person holding similar position in other companies of similar size as that of the Company.

(vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Shri M.L. Pachisia holds 37,948 equity shares of the Company. He does not have any other material pecuniary relationship directly or indirectly with Company. None of the other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in the said resolution.

OTHER INFORMATION

i) **Reasons for loss or inadequate profits**

During the year, the Company has adequate profit in terms of the provisions of the Companies Act, 2013.

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

The company is very confident to continue to achieve a sustained good performance in the years ahead.

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

The Company has been able to achieve significant increase in productivity in all its businesses, as evidenced by significant growth in all its products. Based upon the expected growth in the electric business and expected improvements in the paper business, the Company is confident of reporting positive results going forward.

ORIENT PAPER & INDUSTRIES LIMITED

CIN: L21011OR1936PLC000117

Registered Office: Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012 (Odisha)

Ph: (0674) 2396930, Fax: (0674) 2396364

E-mail: cosec@orientpaperindia.com, Website: www.orientpaperindia.com

Proxy Form

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

Name of the Member(s):.....

Registered address:.....

E-mail ID:.....

Folio No.

DP ID & Client ID No.*

I/We, being the Member(s) of shares of Orient Paper & Industries Limited, hereby appoint:

(1) Name : e-mail id :

Address : Signature :or failing him/her

(2) Name : e-mail id :

Address : Signature :or failing him/her

(3) Name : e-mail id :

Address : Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 12th July 2018 at 11.00 a.m. at UNIT-VIII, PLOT NO. 7, BHOINAGAR, BHUBANESWAR – 751012 (Odisha) and at any adjournment thereof in favour of/against the Resolutions as are indicated below:

Resolution No.	Description
Ordinary business	1. Consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2018, together with the Report of the Board of Directors and Auditors thereon
	2. Declaration of final dividend of Re. 0.60 (60%) per equity share and approval of the interim dividend of Re. 0.40 (40%) per equity share.
	3. Re-appointment of Shri C. K. Birla who retires by rotation
	4. Ratification of appointment of Auditors.
Special business	5. Approval of the Remuneration of the Cost Auditor
	6. Re-appointment of Shri M. L. Pachisia, Managing Director of the Company for the period from 01.04.2018 to 31.03.2019

* Applicable for members holding shares in electronic form.

Signature of Member (s).....

Signature of Proxy holder(s).....



Signed this..... day of 2018

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

ORIENT PAPER & INDUSTRIES LIMITED

(CIN: L21011OR1936PLC000117)

Registered Office: Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012 (Odisha)

Ph: (0674) 2396930, Fax: (0674) 2396364

E-mail: cosec@orientpaperindia.com, Website: www.orientpaperindia.com

Attendance Slip

Name and address of the Member(s): (including Joint holders, if any)

Folio No./ DP ID & Client ID:* :
No. of share(s) held:

Full Name of the Member/ Proxy attending the meeting	
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I/We hereby record my /our presence at the Annual General Meeting of the Company AT UNIT – VIII, PLOT NO. 7, BHOINAGAR, BHUBANESWAR – 751012 (Odisha) held on Thursday, 12th July 2018 at 11.00 a.m.

Signature of the attending Member/Proxy

* Applicable for members holding shares in electronic form.

Notes:

1. Please complete this attendance slip, sign and hand it over at the entrance of the meeting hall.
2. Member/Proxyholder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.

Route map for AGM venue

