

ORIENT PAPER & INDUSTRIES LIMITED

(CIN: L21011OR1936PLC000117)

Registered Office:

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

Ph: (0674) 2396930/2392947, Fax: (0674) 2396364

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

NOTICE

TO
THE SHAREHOLDERS,

NOTICE is hereby given that the Annual General Meeting of the Shareholders of ORIENT PAPER & INDUSTRIES LIMITED will be held on Thursday, the 20th August, 2015 at 10.00 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 Accounts of the Company for the year ended 31st March 2015, together with the Report of the Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of 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 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 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. S.R. Batliboi & Co. LLP, Chartered Accountants (LLP Regn. No. 301003E), 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 Company's financial year 2015-16, 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 three years in terms of decision of the shareholders at the Annual General Meeting of the Company held on 22nd August, 2014.”

SPECIAL BUSINESS

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

“RESOLVED THAT Ms. Garui Rasgotra (DIN: 06862334) who has been appointed by the Board of Directors as an Additional Director of the Company with effect from 26th September, 2014, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the Act), and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act proposing her candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT payment of remuneration of Rs. 1,00,000/- (Rupees one lac only) plus applicable service tax, and reimbursement of out of pocket expenses to Shri Somnath Mukherjee, Cost Accountants (M. No. 5343), for conducting audit of cost records of the Company for the financial year 2015-16 be and is hereby ratified.”

7. 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 Section 197 read together with Schedule V of the Companies Act, 2013 (hereinafter referred to as the "Act") and other applicable provisions, if any of the Act and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the Board to waive recovery of the excess remuneration of Rs. 1,78,19,074/- (Rupees one crore seventy eight lac nineteen thousand seventy four only) paid to Shri

M. L. Pachisia, Managing Director of the Company during the period from 1st April, 2014 to 31st March, 2015 in excess of the limits prescribed under Section 197 read together with Schedule V of the Companies Act, 2013."

By Order of the Board
For **ORIENT PAPER & INDUSTRIES LTD.**

P.K. Sonthalia

President (Finance) & CFO

Kolkata, the 17th July, 2015

Notes:

- 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.
- 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.
- 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.
- Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/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 appointment/re-appointment.
- The Share Transfer Books and the Register of Members of the Company will remain closed from 14th August, 2015 to 20th August, 2015 (both days inclusive) for the purpose of payment of dividend on Equity Shares.
- Dividend on Equity Shares as recommended by the Board of Directors, if declared at the AGM will be payable on or after 20th August, 2015 to those holders of Equity Shares whose names appear in the Register of Members/ Beneficial Owners as per details furnished by the depositories at the end of the business hour on book closure date.
- The unclaimed Dividends for the Financial Years 2007-08 to 2013-14 will be transferred to the Investor Education and Protection Fund established by the Central Government in accordance with Section 205C of the Companies Act, 1956 if the same is not claimed by the Shareholders within a period of seven years from the date of transfer to the Company's Unpaid Dividend Account.
Information in respect of the unclaimed dividend as on the date of the AGM of the Company which was held on 22nd August, 2014 has been uploaded on www.iepf.gov.in and www.orientpaperindia.com.
- The Annual Report 2014-15 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 Participants(s). For members who have not registered their email address, physical copies of the Annual Report and Notice of the AGM of the Company along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- Members may also note that the Notice of the AGM and the Annual Report 2014-15 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.
- 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.

11. 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.
12. 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.
13. **The Company has changed its RTA from M/s. MCS Ltd. to M/s. MCS Share Transfer Agent Ltd.** The instruments of Share transfer complete in all respects should be sent to M/s. MCS Share Transfer Agent Ltd. at 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700026, 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.
14. SEBI vide its circular dated 21 March, 2013, has mandated that for making payments to the investors, companies whose securities are listed on the stock exchanges shall use any Reserve Bank of India approved electronic mode of payment such as ECS, RECS, NECS, NEFT etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories for making payment/dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the registrar and share transfer agent for physical shares.
15. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
16. 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.
17. 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.**
- 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.

18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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 ballot 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 ballot 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 17th August, 2015 (10:00 am) and ends on 19th August, 2015 (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 13th August, 2015, 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 process and manner for remote e-voting are as under:
 - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
 - (i) Open email and open the attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Orient Paper & Industries Ltd."
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, PRTI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice and submit the same in a sealed envelope to the Scrutinizer, Mr. Atul Kumar Labh, Practicing Company Secretary (ICSI CP Registration No. 3238), M/s. A.K. Labh & Co., Company Secretaries, 40, Weston Street, 3rd Floor, Kolkata-700 013, so as to reach by 5.00 p.m. on 19th August, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- (ii) Members may alternatively opt for e-voting, for which the USER ID and initial password are provided

at the bottom of the Ballot Form. Please follow steps from sl. no. (ii) to (xi) under heading A above to vote through e-voting platform.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and Ballot Form would be ignored.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 13th August, 2015.
- X. 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. 13th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cosoc@orientpaperindia.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 ballot paper.
- XIII. Mr. Atul Kumar Labh, Practicing Company Secretary (ICSI CP Registration No. 3238) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. 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.

XVI. 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.

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

RESOLUTION NO. 5

Ms. Gauri Rasgotra (DIN: 06862334) was appointed as an additional Director in the category of Independent Director of the Company w.e.f. 26th September, 2014 by the Board of Directors on the recommendation of the Nomination & Remuneration Committee at their respective meetings on 26th September, 2014. Pursuant to Section 161 of the Companies Act, 2013 ('the Act'), Ms. Rasgotra will hold office as Director upto the date of this Annual General Meeting. The Company has received a Notice under Section 160 of the Companies Act, 2013 from a member of the Company signifying his intention to propose Ms. Rasgotra for appointment as a Director at the forthcoming Annual General Meeting.

Ms. Rasgotra does not hold any equity shares in the Company.

In the opinion of the Board of Directors, Ms. Rasgotra fulfills conditions specified in the Act and the Rules made thereunder, for appointment as a Director of the Company.

Given her expertise, knowledge and experience, the Board considers her appointment to be in the interest of the Company 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 except Ms. Rasgotra which pertains to her appointment as Director of the Company.

RESOLUTION NO. 6

The Board of Directors of the Company at their meeting held on 11th May, 2015 has, on recommendation by the Audit Committee, appointed Shri Somnath Mukherjee, Cost Accountants (M. No. 5343), as Cost Auditors of the Company for the financial year 2015-16 at a remuneration of Rs. 1,00,000 (Rupees one lac only) plus applicable taxes and out of pocket expenses.

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. 6 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.

RESOLUTION NO. 7

It may be noted that the Board of Directors of the Company at their meeting held on 8th May 2014 on recommendation by the Nomination and Remuneration Committee, re-appointed Shri M. L. Pachisia as Managing Director of the Company for a period of one year w.e.f. 23rd September, 2014 on the terms and conditions as stated in the said resolution which was approved by the shareholders at the AGM on 22nd August, 2014.

However, the remuneration paid to the Managing Director has exceeded the limits specified in Schedule V of the Companies Act, 2013 in view of loss incurred by the Company during the year 2014 -15.

Accordingly, for waiver of excess remuneration paid to the Managing Director during the financial year 2014-15, the Company has to seek approval of the Central Government and the shareholders by way of Special Resolution.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 11th May, 2015, subject to the approval of the Shareholders of the Company, approved the waiver of excess remuneration of Rs. 1,78,19,074/- (Rupees one crore seventy eight lac nineteen thousand seventy four only) paid to the Managing Director for the financial year 2014 -15, in excess of the limits prescribed in Schedule V of the Companies Act, 2013.

The details are as follows:

Remuneration paid	Amount in Rupees
Salary & Perquisites (Excluding contribution to P.F.,S.F. and Gratuity Fund)	3,03,01,472
Less: Limit specified under Schedule V to the Companies Act, 2013	1,24,82,398
Excess Remuneration	1,78,19,074

An application shall be made to the Central Government for waiver of excess remuneration paid to the Managing Director during the period from 1st April, 2014 to 31st March, 2015.

The information required in terms of Part II, Section II of Schedule V to the Act, is given below:

I. GENERAL INFORMATION

(i) Nature of industry

The company is inter-alia engaged in the business of manufacture of Paper and Consumer Electrical goods. The Company has manufacturing units located at Amlai (Madhya Pradesh), Brajrajnagar (Orissa), Kolkata (West Bengal), Faridabad (Haryana) and Noida (Uttar Pradesh). 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	2012-13	2013-14	2014-15
Paid up Capital	20.49	20.49	20.49
Reserve & Surplus	287.54	285.18	282.70
Profit & Loss Account	130.44	127.28	96.17
Revenue from Operations	1269.52	1576.63	1668.85
Other Income	17.67	39.51	20.15
Total Revenue	1287.19	1616.14	1689.00
Total Expenses	1332.51	1614.68	1731.14
Profit before Taxation	(45.32)	1.46	(42.14)
Tax Expenses/(Income) including Deferred Tax	(13.08)	(2.78)	(13.49)
Managerial Remuneration*	2.35	2.51	3.03

*Excluding contribution towards provident fund and superannuation fund.

(v) Foreign investments of collaborators, if any

Nil

II. INFORMATION ABOUT THE APPOINTEE

(i) Background details

Shri M.L. Pachisia, aged about 70 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.

	2012-13 (Rs.)	2013-14 (Rs.)	2014-15 (Rs.)
Salary & Allowances	1,36,20,000	1,56,48,928	2,36,10,000
Perquisites	99,49,989	95,05,283	66,91,472
Total (A)	2,35,69,989	2,51,54,211	3,03,01,472
Contribution to:			
Provident Fund	13,68,000	13,68,000	15,12,000
Superannuation Fund	17,10,000	17,10,000	18,90,000
Total (B)	30,78,000	30,78,000	34,02,000
Grand Total (A)+(B)	2,66,47,989	2,82,32,211	3,37,03,472

(iii) Recognition or awards

Shri M. L. Pachisia, Managing Director, has been instrumental in getting various awards for the Company.

(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

Not applicable

(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 36640 equity shares of the Company. He does not have any other material pecuniary relationship directly or indirectly with the 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

Orient Paper & Industries Limited was engaged inter-alia in the business of manufacture and sale of electric products and paper. The Company incurred a loss of Rs. 28.65 crores during the year 2014-15 against a profit of Rs. 4.23 crores in the previous year. The major reasons for the drop in profitability were as follows:

- The company's electric division spent over Rs. 24 crores in a one time rebranding exercise for its products. While this has resulted in depressed profits for the year, it is expected to pay rich dividends in the future.
- The Indian paper industry in general has been passing through a tough period because huge cost escalations and depressed realization. While the Company's paper division achieved highest volumes in the last five years and also improved its efficiency parameters, it still ended up making a loss.

ii. Steps taken or proposed to be taken for improvement

- As a result of the rebranding exercise carried out and a slew of added value products introduced during the year, the Company has already been able to gain market share in fans and lighting products. The Company has also taken steps to rationalize its home appliances range and to focus on high growth products.
- The Company has also launched a range of high quality switchgears, which have a huge potential for growth.
- In the paper business, the Company has taking a number of steps towards further reduction in costs and improvements in efficiencies. As a result the Company feels confident of a turnaround of this business soon.

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.

The Board recommends the resolution contained in item no. 7 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 relatives are in any way concerned or interested in the said Resolution except Mr. Pachisia which pertains to the payment of remuneration in excess of the limits prescribed under Section 197 read together with Schedule V of the Companies Act, 2013.

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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:

I/We being the member(s) of shares of the above named Company 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, 20th August, 2015 at 10.00 a.m.** at UNIT-VIII, PLOT NO. 7, BHOINAGAR, BHUBANESWAR – 751012 (ORISSA) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Ordinary business	
1.	Adoption of the Audited Accounts of the Company for the year ended 31st March 2015, together with the Report of the Directors thereon
2.	Declaration of dividend on Equity shares
3.	Re-appointment of Shri C. K. Birla who retires by rotation
4.	Appointment of Auditors and fixing their remuneration
Special business	
5.	Appointment of Ms. Gauri Rasgotra as a Director of the Company
6.	Approval of the Remuneration of the Cost Auditor
7.	Waiver of recovery excess remuneration paid to the Managing Director for the period from 01.04.2014 to 31.03.2015.

*Applicable for shareholders holding shares in electronic form.

Signed thisday of2015

 Signature of Shareholder

 Signature of first proxy holder(s)



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.



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ATTENDANCE SLIP

PLEASE FILL THIS ATTENACE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Folio No./DP ID & Client ID:	
No. of share(s) held:	
Name and address of the Shareholder/ Proxy:	

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, 20th August, 2015 at 10.00 a.m.

Signature of the Shareholder/Proxy



