

ORIENT PAPER & INDUSTRIES LIMITED

(CIN: L21011OR1936PLC000117)

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

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NOTICE

TO
THE SHAREHOLDERS,

NOTICE is hereby given that the Annual General Meeting (AGM) of the Shareholders of Orient Paper & Industries Limited will be held on Monday, the 22nd August, 2016 at 11.30 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 2016, together with the Report of the Board of Directors and Auditors 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 Sections 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 (ICAI Firm Regn. No. 301003E/E300005), 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 2016-17, 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 re-imbursement 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 pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV to the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Garui Rasgotra (DIN: 06862334), a Director of the Company since 26th September 2014, be and is hereby appointed as an Independent Director of the Company as defined under section 149 of the Companies Act, 2013, to hold office for 5 (Five) consecutive years w.e.f. 22nd August, 2016, whose period of office shall not be 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 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 ₹1,00,000/- (Rupees one lac only) plus applicable service 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 2016-17, as approved by the Board of Directors of the Company, at its meeting held on 6th May, 2016, be and is hereby ratified and confirmed.”

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

“RESOLVED THAT the payment of commission to the Directors of the Company (other than Managing Director or whole time Directors) under Article 74A of the Articles of Association of the Company be and is hereby approved for a further period of five years with effect from 1st April, 2016.”

8. 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 the approval of the Central Government and such other approvals as may be required, Shri M.L. Pachisia (DIN: 00065431) who has attained the age of seventy one years, be and is hereby re-appointed as the Managing Director of the Company with effect from 23rd September, 2015 to 31st March, 2017, 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: ₹10,50,000/- per month
- II. House Rent Allowance: ₹6,30,000/- per month
- III. Other Allowances: ₹ 1,90,000/- per month
- IV. Other reimbursements/perquisites
 - a) Medical Reimbursement: Expenditure incurred for the Managing Director and his family, subject to a ceiling of one month's salary in a year.
 - b) Leave : In accordance with the rules framed by the Company.
 - c) Leave Travel Assistance : In accordance with the rules framed by the Company, subject to a maximum of one months' salary in a year
 - 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 ₹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 ₹10,000/- 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 ₹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 M.L. Pachisia as and by way of minimum remuneration notwithstanding the loss or inadequacy of profit during the tenure of his office.

Shri M. L. 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."

9. 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 ₹1,77,69,776/- (Rupees one crore seventy seven lac sixty nine thousand seven hundred seventy six only) paid to Shri M. L. Pachisia, Managing Director of the Company during the period from 1st April, 2015 to 31st March, 2016 in excess of the limit 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 15th July, 2016

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 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.
5. The Share Transfer Books and the Register of Members of the Company will remain closed from 16th August, 2016 to 22nd August, 2016 (both days inclusive) for the purpose of payment of dividend on Equity Shares.
6. The instruments of Share transfer complete in all respects should be sent to M/s. MCS Share Transfer Agents 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 end of business hours on 13th August, 2016, 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 13th August, 2016

8. Shareholders who have not so far encashed their Dividend Warrants for the financial years ended 31st March, 2009, 2010, 2011, 2012, 2013, 2014 and 2015 may immediately approach the Company for revalidation of unclaimed Dividend Warrants.

Information in respect of the unclaimed dividend as on the date of the AGM of the Company which was held on 20th August, 2015 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).

9. The Annual Report 2015-16 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 aforesaid documents are being sent in the permitted mode.
10. Members may also note that the Notice of the AGM and the Annual Report 2015-16 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.
11. 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.
12. 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.
13. 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.
14. 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.
15. 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 Agents 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 Agents Ltd. quoting their folio number.
- d. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
16. The route map to the venue of the meeting is attached herewith for convenience of the members.
17. 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 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 18th August, 2016 (9:00 am) and ends on 21st August, 2016 (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 15th August, 2016, 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) Initial password is provided at the bottom of the Attendance slip for the AGM.
- ii) Please follow steps from sl. no. (ii) to (xi) under heading A above to vote through e-voting platform.
- 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 15th August, 2016.
- 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. 15th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cosec@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 Polling 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 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.
- 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

The Board of Directors of the Company ('the Board') at their meeting held on 6th May 2016, on the recommendation of the Nomination & Remuneration Committee, appointed subject to approval of the Shareholders, Ms. Gauri Rasgotra, as Independent Director of the Company with effect from 22nd August, 2016 for a period of five (5) years in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or any modification thereof, as set out in the Resolution relating to the appointment.

In the view of your Board, the continued association of Ms. Rasgotra with the Company as Independent Director, and the rich experience she bring with her would benefit the Company. Declaration has been received from her that she meets the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification

of Directors) Rules, 2014. In the opinion of your Board, Ms. Rasgotra fulfils the conditions specified in the Act and the Rules thereunder for her appointment as Independent Director and she is independent of the management of the Company. In addition to sitting fees for attending meetings of the Board and Committees thereof, Directors are entitled to remuneration by way of commission upto 1% of the net profits of the Company for each financial year, and as may be determined by the Board.

Brief resume of Ms. Gauri Rasgotra is provided in the Corporate Governance Report of the Company forming part of the Annual Report 2015-16.

The Board 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. Gauri Rasgotra which pertains to her appointment as Independent Director.

RESOLUTION NO. 6

The Board of Directors of the Company at their meeting held on 6th May, 2016 has, on recommendation by the Audit Committee, appointed Shri Somnath Mukherjee, Cost Accountant (M. No. 5343), as Cost Auditor of the Company for the financial year 2016-17 at a remuneration of ₹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 pursuant to Section 309 of the Companies Act, 1956, the Shareholders had by a special resolution passed at the Annual General Meeting held on 8th August, 2011 sanctioned payment of commission to Directors up to 1% of the net profits of the Company, for a period of 5 years with effect from 1st April, 2011. As the period of 5 years has expired on 31st March, 2016, the resolution is submitted to obtain your sanction for continuing payment of commission to Directors for a further period of 5 years with effect from 1st April, 2016.

The Board recommends the resolution contained in item no. 7 of the accompanying notice for approval of the members as a Special Resolution.

Except the non-executive Directors of the Company who are interested to the extent of commission that may be received by them in terms of the 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. 8

It may be noted that pursuant to the resolution adopted by the Shareholders at the AGM held on 22nd August, 2014, Shri M.L. Pachisia was re-appointed as the Managing Director of the Company for a period of one year w.e.f. 23.09.2014 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 05.08.2015 decided to re-appoint Shri M.L. Pachisia as the Managing Director of the Company from 23.09.2015 to 31.03.2017 on the terms and conditions as stated in the Resolution subject to the approval of the Shareholders by Special Resolution as well as of the Central Government.

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. Pachisia has attained the age of seventy one years, his re-appointment will be in the interest of the Company and recommends the resolution contained in item no. 8 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.

RESOLUTION NO. 9

It may be noted that Shri M. L. Pachisia was re-appointed as the Managing Director of the Company for one year w.e.f 23rd September, 2014 and thereafter on expiry of his term on 22nd September, 2015, the Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 5th August, 2015, re-appointed Shri M. L. Pachisia as Managing Director from 23rd September, 2015 to 31st March, 2017, subject to the approval of the Shareholders of the Company and the Central Government.

It may be noted that the remuneration paid to the Managing Director during the year 2015-16 is in excess of the limit specified in Part II of Schedule V to the Companies Act, 2013 in view of inadequacy of profit during the year 2015-16.

During the period from 1st April, 2015 to 31st March, 2016, the Company has paid ₹1,77,69,776/- to the Managing Director in excess of the limit prescribed in Schedule V of the Companies Act, 2013.

Remuneration paid	Amount in ₹
Salary & Perquisites (Excluding contribution to Provident, Superannuation and Gratuity Fund)	3,02,80,846
Less: Limit specified under Schedule V to the Companies Act, 2013	1,25,11,070
Remuneration in excess of the limit	1,77,69,776

An application is required to be made to the Central Government for waiver of excess remuneration paid to the Managing Director during the period from 1st April, 2015 to 31st March, 2016.

The Board recommends the resolution contained in item no. 9 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 is in any way concerned or interested in the said Resolution except Shri M. L. Pachisia which pertains to the remuneration paid to him.

In respect of resolution no. 8 to 9, the information required 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 Consumer Electrical goods. The Company has manufacturing units located at Amlai (Madhya Pradesh), Brajrajnagar (Odisha), 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

(₹ in crores)

As per Audited Financial Results for the year	2013-14	2014-15	2015-16
Paid up Capital	20.49	20.49	20.49
Reserves & Surplus	412.46	378.87	393.72
Revenue from Operations	1576.63	1668.85	1820.36
Other Income	39.51	20.15	17.39
Total Revenue	1616.14	1689.00	1837.75
Total Expenses	1614.68	1731.14	1816.40
Profit before Taxation	1.46	(42.14)	21.35
Tax Expenses/(Income) including Deferred Tax	(2.78)	(13.49)	(0.33)
Profit after Tax	4.24	(28.65)	21.02

(v) Foreign investments of collaborators, if any

Nil

II. INFORMATION ABOUT THE APPOINTEE

(i) Background details

Shri M.L. Pachisia, aged about 71 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 ₹)

Particulars	2013-14	2014-15	2015-16
Salary & Allowances	1,56,48,928	2,36,10,000	2,36,10,000
Perquisites	95,05,283	66,91,472	66,70,846
Total (A)	2,51,54,211	3,03,01,472	3,02,80,846
Contribution to:			
Provident Fund	13,68,000	15,12,000	15,12,000
Superannuation Fund	17,10,000	18,90,000	18,90,000
Total (B)	30,78,000	34,02,000	34,02,000
Grand Total (A)+(B)	2,82,32,211	3,37,03,472	3,36,82,846

(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 2015-16, the Company has received various national and international awards:

Its Electric Division has received 'Global Quality Award 2015'; ASSOCHAM's 'Corporate Excellence Award 2016'; National record certification from Limca Book of Records, Most Trusted Consumer Durable Brand 2015 (13th position). Orient also received the "MAKE IN INDIA" award for excellence.

The Paper division has been awarded certification for 'Safety & Health - OSHAS 18001-2007' and 'Energy Management ISO 50001-2001'; 'Chain of Custody & Controlled Wood' by Rainforest Alliance, 'GREENTECH Environment Award 2015' in GOLD category, 'Special Export award' by CAPEXIL. Further, Orient Paper division has been declared as Winner of "Golden Peacock Eco-Innovation Award - 2016".

(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

Though the Company has earned a Net Profit of ₹21.02 crores during the year, the same has been inadequate in terms of the provisions of the Companies Act, 2013. The paper business of the Company continued to face stiff challenges since Indian Paper industry was passing through a very sluggish phase due to huge cost increases and depressed market conditions.

ii. Steps taken or proposed to be taken for improvement

The Company has diversified its activities in Consumer Electrical Division by entering in Lighting, Household Appliances and Switchgear. The Switchgear business has been commenced during 2014-15 in collaboration with ETI Slovenia who are world renowned manufacturer in this segment. The Company is very conscious about improvement of productivity and undertakes constant measures to improve it. It has continuously increased its volume of higher value added tissue papers. Further the Company is also in process of expanding its tissue paper manufacturing capacity by installing an additional Tissue paper manufacturing machine with an estimated capital outlay of ₹70 crores.

With the various initiatives and strategies the company has been taking, the company is very confident 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)

Regd. 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 office address:
 E-mail ID:
 Folio No.
 DP ID & Client ID No.*:

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 **Monday, 22nd August, 2016 at 11.30 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 2016, together with the Report of the Board of Directors and Auditors thereon
2.	Declaration of dividend
3.	Re-appointment of Shri C. K. Birla who retires by rotation
4.	Ratification of appointment of Auditors and fixing their remuneration
Special business	
5	Appointment of Ms. Gauri Rasgotra as Independent Director of the Company for a period of 5 years w.e.f. 22nd August, 2016 i.e. the date of the ensuing Annual General Meeting
6	Approval of the Remuneration of the Cost Auditor
7	Approval for payment of commission to the Directors of the Company
8	Re-appointment of Shri M. L. Pachisia, Managing Director of the Company for the period from 23.09.2015 to 31.03.2017
9	Waiver of recovery of excess remuneration paid to the Managing Director for the period from 01.04.2015 to 31.03.2016

* Applicable for members holding shares in electronic form.

Signature of Member (s)

Signature of Proxy holder(s)

Signed this..... day of 2016

Affix
Revenue
Stamp

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

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	

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 Monday, 22nd August, 2016 at 11.30 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.

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ELECTRONIC VOTING

The Company is providing electronic voting (e-voting) facility for the Resolutions contained in the Notice convening the Annual General Meeting on Monday, the 22nd August, 2016. The procedure for e-voting has been mentioned in the aforesaid Notice. Your User ID and Password for e-voting purpose are given below:

Electronic Voting Event Number (EVEN)	User ID	Password



ROUTE MAP OF AGM VENUE

