

**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 83rd Annual General Meeting (AGM) of the Shareholders of Orient Paper & Industries Limited will be held on **Friday, the 19th July 2019 at 11.00 a.m.** at the Registered Office of the Company 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 financial year ended 31st March 2019, 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. 0.50 (50%) per equity share.
3. To appoint a Director in place of Mr. Chandra Kant Birla (DIN: 00118473), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED** that Mr. Srinivasan Vishvanathan (DIN:02255828), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 25, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 78 of the Articles of Association of the Company and who is eligible for appointment be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read

with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Srinivasan Vishvanathan, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years commencing from March 25, 2019 to March 24, 2024."

5. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Narendra Singh Sisodia (DIN:06363951), who was appointed as an Independent Director to hold office up to July 21, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from July 22, 2019 to January 13, 2020, i.e. upto his attaining the age of 75 years."

6. To consider and, if thought fit, to pass 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, Mr. Manohar Lal Pachisia (DIN 00065431) be and is hereby re-appointed as Managing Director of the Company with effect from 1st April 2019 to 31st March, 2020, with liberty to either party to terminate the appointment on three months' notice in writing to the other, at a remuneration and other terms set out below.

I.	Basic Salary	₹ 12,50,000/- per month
II.	House Rent Allowance	₹ 7,50,000/- per month
III.	Other Allowances	₹ 2,90,000/- per month
IV.	<b>Other reimbursements/Perquisites</b>	
a)	Medical Allowances/Reimbursement	₹ 50,000/- per annum
b)	Leave	In accordance with the rules framed by the Company.
c)	Leave Travel Concession/Allowance	₹ 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 ₹ 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 ₹ 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 ₹ 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 Mr. Manohar Lal Pachisia as and by way of minimum remuneration notwithstanding inadequacy of profit during the tenure of his office.	

Mr. 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."

7. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 197 as amended vide notification no. 4823(E) dated 12th September 2018 issued by the Ministry of Corporate Affairs (MCA) 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, the consent of the Company be and is hereby accorded 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 Mr. Manohar Lal 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 (before the amendment notified by the MCA vide notification no. 4823(E) dated 12th September 2018) read together with Schedule V of the Companies Act, 2013."

8. To consider and, if thought fit, to pass 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 ₹ 60,000/- (Rupees sixty thousand only) plus applicable tax, and reimbursement of actual travel and out of pocket expenses, to be paid to Mr. Somnath Mukherjee, Cost Accountant (Membership No. 5343), cost auditor of the Company for their cost audit work for the financial

year 2019-20, as approved by the Board of Directors of the Company, at its meeting held on 2nd May, 2019, be and is hereby ratified and confirmed."

By Order of the Board  
For **ORIENT PAPER & INDUSTRIES LIMITED**

**P.K. Sonthalia**  
President (Finance) & CFO

Kolkata, the 12th day of June, 2019

## Notes:

1. **A member entitled to attend and vote at the Annual General Meeting ("AGM") 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 ("Act") relating to the Special Business to be transacted at the ensuing 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 Register of Members of the Company will remain closed from 12th July, 2019 to 19th July, 2019 (both days inclusive) for the purpose of payment of final dividend on Equity Shares.
6. Dividend on equity shares, if approved at the AGM, will be paid:
  - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Thursday, July 11, 2019;

- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, July 11, 2019.

7. Members who have not so far encashed their dividend warrants/demand drafts may immediately claim their dividend from the Company. Information in respect of the unclaimed dividend as on the date of the previous AGM of the Company held on 12th July, 2018 has been uploaded on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)) and on the website of the Company ([www.orientpaperindia.com](http://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). The Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable law. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form no. IEPF 5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
8. 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.
9. The Annual Report 2018-19 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.
10. Members may also note that the Notice of the AGM and the Annual Report 2018-19 will also be available on the Company's website [www.orientpaperindia.com](http://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. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Karvy Fintech Private Limited ("Karvy") for assistance in this regard.
  15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Karvy in case the shares are held by them in physical form.
  16. Members are requested to:
    - a. Bring their copy of the annual report for the meeting
    - b. Please note that the Registrar and Transfer Agent of the Company has been changed from M/s. MCS Share Transfer Agent Limited to **M/s. Karvy Fintech Private Limited** and hence members are requested to communicate with the new RTA by Quoting their DP ID No. /Client ID No. or folio number at the following address:  
  
**M/s. Karvy Fintech Private Limited**  
 Unit: Orient Paper & Industries Limited  
 Karvy Selenium Tower B, Plots No. 31 & 32,  
 Financial District, Nanakramguda  
 Hyderabad 500032 (Telangana)  
 Toll free no. 18003454001  
 Email: einward.ris@karvy.com  
 Website: www.karvyfintech.com
  - c. Intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, to their DPs in case the shares are held in electronic form and to Karvy in case the shares are held in physical form.
  - d. Intimate changes, if any, in Bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Karvy in case the shares are held in physical form.
  17. The route map to the venue of the meeting is attached herewith for convenience of the members.
- 18. Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and rules made thereunder and in terms of regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the evoting services using an electronic voting system from a place other than venue of the AGM ("remote e-voting") provided by **Karvy Fintech Private Limited**.
  - II. **The remote e-voting period commences on Tuesday, 16th July 2019 (9:00 am IST) and ends on Thursday, 18th July, 2019 (5:00 pm IST).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 11th July, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - III. **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.**
  - IV. 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.
  - V. A member can vote either by remote e-voting or at the AGM through polling paper. In case a member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

VI. 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.

**VII. Instructions for Remote Electronic Voting (Remote E-voting)**

(A) IN CASE A MEMBER RECEIVES AN EMAIL FROM KARVY [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANT(S)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case(a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Orient Paper and Industries Limited'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option

ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. **Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Orient Paper & Industries Limited -AGM".**

(B) IN CASE OF MEMBERS RECEIVING PHYSICAL COPY OF NOTICE [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

(C) OTHER INSTRUCTIONS:

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E- voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S. V. Raju, Deputy General Manager (Unit: Orient Paper & Industries Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plots 31-32, Gachibowli,



Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- ii. 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).
- iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Thursday, July 11, 2019, he/she may obtain the User ID and Password in the manner as mentioned below:
  - If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space>E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - If e-mail address or mobile number of the Member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password "and enter Folio No. or DPID Client ID and PAN to generate a password.
  - Member may call Karvy's toll free number 1800-3454-001.
  - Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

VIII. 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 Thursday, 11th July, 2019.

- IX. 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.
- X. 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.
- XI. 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.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.orientpaperindia.com](http://www.orientpaperindia.com) and on the website of Karvy (<https://evoting.karvy.com>) 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.
- XIII. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting i.e. Friday, July 19, 2019.

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

### Item No. 4

The Board of Directors of the Company at its meeting held on 25th March 2019, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Srinivasan Vishvanathan, aged 65 years (DIN: 02255828) as an Additional Director and also an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years with effect from 25th March, 2019, subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 78 of the Articles of Association of the Company, Mr. Srinivasan Vishvanathan shall hold office upto the date of this Annual General Meeting.

Declaration has been received from the Director that he meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of your Board, Mr. Vishvanathan fulfils the conditions specified in the Companies Act, 2013 and the Rules thereunder and SEBI Listing Regulations, making him eligible for appointment as Independent Director and he is independent of the management of the Company.

Brief profile of Mr. Vishvanathan is provided below:

Mr. Srinivasan Vishvanathan has done his M.Sc. in physics and has completed MBA and CAIIB. He has National and International experience of 38 years in Wholesale Banking, Retail Banking and Markets. He led the largest Bank in India, State Bank of India, as the Managing Director and as a Director on its Central Board. He managed diverse businesses and stakeholders as the Managing Director (Associates & Subsidiaries) of the Bank.

Presently, he is on the Boards of Axis Bank Limited, AVTEC Limited and Orient Paper & Industries Limited as an Independent Director. He is the member of the Audit Committee of Axis Bank Limited, AVTEC Limited and Orient Paper & Industries Limited, member of Nomination and Remuneration Committee of Orient Paper &

Industries Limited, member of Stakeholders' Relationship Committee of Axis Bank Limited.

He does not hold any equity shares in the Company. He has no relationship with any other directors of the Company.

In the view of your Board, the rich experience Mr. Vishvanathan brings with him would benefit the Company and hence the Board recommends the resolutions as set out at item no. 4 of this notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested in the said Resolutions set out at item no. 4 except Mr. Srinivasan Vishvanathan being an appointee.

### Item No. 5

Mr. Narendra Singh Sisodia, aged 74 years (DIN: 06363951) was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 22nd July 2014. The said term will be completed on 21st July, 2019.

The Board of Directors of the Company at its meeting held on 2nd May, 2019, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Narendra Singh Sisodia as an Independent Director, not liable to retire by rotation, for a second term commencing with effect from July 22, 2019 to January 13, 2020, i.e. upto his attaining the age of 75 years, subject to approval of the shareholders of the Company.

Declaration has been received from the Director that he meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of your Board, Mr. Sisodia fulfils the conditions specified in the Companies Act, 2013 and the Rules thereunder and SEBI Listing Regulations, making him eligible for his appointment as an Independent Director and he is independent of the management of the Company.



Brief profile of Mr. Sisodia is provided below:

Mr. Sisodia holds an Honours degree from St. Stephen's College Delhi and a Master degree from Harvard University, USA. Subsequently, he was also awarded M. Phil degree on his work relating to Industrial Development. During his 37 years as a civil servant, he served on number of key positions in the state of Rajasthan and Government of India. He was Collector and District Magistrate in four districts and spent nearly a decade working on various assignments in the field of Industries and Commerce. He was Secretary, Department of Industries and Commerce for 7 years. He also served as Chairman, State Industrial and Infrastructure Development Corporation and the State Electricity Board.

In Government of India, he, inter-alia worked as Special Secretary, Ministry of Power, Secretary, Defence Production and Secretary (Financial Sector), Ministry of Finance. Earlier, he was Additional Secretary in the Cabinet Secretariat.

Presently, he is on the Boards of Orient Paper & Industries Limited and Carrier Airconditioning & Refrigeration Ltd. as an Independent Director. He is the member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Orient Paper & Industries Limited. He is also member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Carrier Airconditioning & Refrigeration Limited.

He does not hold any equity shares in the Company. He has no relationship with any other directors of the Company.

Given his background, experience and contribution, the Board considers that his continued association will be in the interest of the Company and the Board recommends the resolution as set out at item no. 5 of this notice for approval of the members.

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 set out at item no. 5 except Mr. Narendra Singh Sisodia being an appointee.

#### **Item No. 6**

Pursuant to the resolution adopted by the Shareholders at the AGM held on 12th July, 2018, Mr. M.L Pachisia was re-appointed as the Managing Director of the Company from 01.04.2018 to 31.03.2019 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 23.01.2019 decided to re-appoint Mr. M.L. Pachisia as the Managing Director of the Company from 01.04.2019 to 31.03.2020 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.

Mr. 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 four years, his re-appointment/continuation as Managing Director will be in the interest of the Company and recommends the resolution as set out at item no. 6 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 set out at item no. 6 except Mr. M.L. Pachisia being an appointee.

#### **Item No. 7**

Pursuant to the provisions of Section 197 read together with Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, the shareholders of the company at the Annual General Meeting held on 22nd August, 2016, accorded approval 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 Mr. 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.

Thereafter, the company made an application to the Central Government under Section 197 of the Companies Act, 2013, for waiver of recovery of excess remuneration of ₹ 1,77,69,775/- paid during the financial year 2015-16, to Mr. M.L. Pachisia, the Managing Director of the company.

Ministry of Corporate Affairs vide its letter dated 23.10.2018 informed the company that pursuant to the provisions of section 197 of the Companies (Amendment) Act, 2017 coming into force with effect from 12.09.2018 (Notification No. S.O. 4823(E) dated 12.09.2018), the application made to the Central Govt. for waiver of recovery of excess remuneration pending with the Govt. has been abated.

In terms of amended provisions of Section 197 of the Companies Act, 2013, the company has to obtain approval of the shareholders by way of special resolution within one year from the date of commencement of the Notification issued on 12.09.2018.

The Board recommends the resolution as set out at item no. 7 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 as set out at item no. 7 except Mr. M. L. Pachisia which pertains to the remuneration paid to him.

### Item No. 8

The Board of Directors of the Company at their meeting held on 2nd May, 2019 has, on the recommendations of the Audit Committee, appointed Mr. Somnath Mukherjee, Cost Accountant (M. No. 5343), as Cost Auditor of the Company for the financial year 2019-20 at a remuneration of ₹ 60,000/- (Rupees sixty thousand only) plus applicable tax 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 set out at item no. 8 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 set out at item no. 8.

**In respect of resolutions 6 & 7, 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) and Brajrajnagar (Odisha). 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

As per Audited Financial Results for the year	2016-17	2017-18	2018-19
Paid up Capital	21.22	21.22	21.22
Reserve & Surplus	486.12	1296.47	1363.90
Revenue from Operations	1875.19	671.80	710.04
Other Income	25.33	11.23	33.71
Total Revenue	1900.52	683.03	743.75
Total Expenses	1832.98	602.92	613.69
Profit before Taxation	67.54	80.11	130.06
Tax Expenses/(Income) including Deferred Tax	16.94	30.82	28.41
Profit after Tax	50.60	49.29	101.65

(v) **Foreign investments or collaborations, if any**  
Nil

## II. INFORMATION ABOUT THE APPOINTEE

### (i) Background details

Mr. M.L. Pachisia, aged about 74 years, a Commerce Graduate, has over 50 years of experience in various industries.

### (ii) Past remuneration:

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

	2016-17	2017-18	2018-19
Salary & Allowances	236.10	236.10	289.10
Perquisites	80.85	76.49	176.21
Total (A)	316.95	312.59	465.31
Contribution to:			
Provident Fund	15.12	15.12	18.00
Superannuation Fund	18.90	18.90	22.50
Total (B)	34.02	34.02	40.50
Grand Total (A)+(B)	350.97	346.61	505.81

### (iii) Recognition or awards

Mr. M. L. Pachisia, Managing Director, has been instrumental in getting various awards for the Company. Under his stewardship, during the FY 2018-19, the Company has received various national/international awards, such as -

- Greentech Environment – Platinum Award 2018
- Golden Peacock Award – 2018 for Environment
- CII National Energy Management Award – 2018
- CII National Award for excellence in water management – 2018
- IPMA Energy Conservation Award FY 17-18