

**ORIENT PAPER & INDUSTRIES LIMITED**

(CIN: L21011OR1936PLC000117)

**Registered Office:**

Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012

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 84th Annual General Meeting (AGM) of the Shareholders of Orient Paper & Industries Limited will be held on Thursday, the 27th August, 2020 at 11.00 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), 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, 2020, together with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 0.50 (50%) per equity share of face value of Re. 1 each.
3. To appoint a Director in place Shri C. K. Birla (DIN: 00118473), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

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

**"RESOLVED** that Shri Ashwin Bishnoi (DIN: 06862466), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st August, 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 for whom the Company has received a valid nomination from a member proposing him as director of the Company in terms of the provisions of Section 160 of the Act 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, Shri Ashwin Bishnoi, 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 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 1st August, 2019".

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

**"RESOLVED** that Shri Raj Kumar Agrawal (DIN: 00177578), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th January, 2020 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 for whom the Company has received a valid nomination from a member proposing him as director of the Company in terms of the provisions of Section 160 of the Act 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, Shri Raj Kumar Agrawal, 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 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 27th January, 2020".

6. 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 Shri Somnath Mukherjee, Cost Accountant (Membership No. 5343), for the financial year 2020-21, as approved by the Board of Directors of the Company, at its meeting held on 26th June,

2020, be and is hereby ratified and confirmed."

7. 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, Shri Manohar Lal Pachisia (DIN 00065431) be and is hereby re-appointed as the Managing Director of the Company with effect from 1st April, 2020 to 31st March, 2021, 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	₹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 Shri Manohar Lal Pachisia as and by way of minimum remuneration notwithstanding inadequacy of profit during the tenure of his office.	

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

By Order of the Board

For **ORIENT PAPER & INDUSTRIES LIMITED**

**P.K. Sonthalia**

President (Finance) & CFO

Kolkata, the 31st day of July, 2020

## Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
4. The Company has appointed M/s. KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company ("KFintech" or "RTA") to provide VC/OAVM facility and e-voting facility for the AGM.
5. Members whose email addresses are not registered can register the same in the following manner:
  - a. Members holding share(s) in physical mode can register their e-mail address on the KFintech website at [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) by providing the requisite details of their holdings and documents for registering their e-mail address. Post successful registration of the email address, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this AGM. In case of any query, shareholder may write to [ris@kfintech.com](mailto:ris@kfintech.com) or contact Mr. S V Raju, Deputy General Manager of KFin Technologies Private Limited at 040-67162222 or at 1800 345 4001 (Toll Free).
  - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
6. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.orientpaperindia.com](http://www.orientpaperindia.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of KFintech, [www.kfintech.com](http://www.kfintech.com).
7. 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.
8. 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/reappointment.
9. The Register of Members of the Company will remain closed from Friday, 21st August, 2020 to Thursday, 27th August, 2020 (both days inclusive) for the purpose of payment of dividend on Equity Shares.
10. Dividend on equity shares, if declared at the AGM, will be paid to the bank account of the shareholders whose bank mandate are updated in the records of the depository participants/ Company as on the close of business hours on Thursday, 20th August, 2020. For shareholders whose bank mandates are not updated with the Depository Participants /Company as on that date, demand drafts/ warrants/cheques shall be sent by speed post/courier upon normalization of printing and postal services in terms of SEBI Circular.
11. 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 19th July, 2019 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 in respect of 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).

12. 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.
13. Copies of all documents referred to in the notice are available for inspection by the Members through electronic mode. The members may write to the Company at [cossec@orientpaperindia.com](mailto:cossec@orientpaperindia.com) in this regard.
14. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections

170 and 189 of the Companies Act, 2013, respectively will also be available for inspection by the members and request shall be made as per above.

15. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, KFintech for assistance in this regard.
16. 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 KFintech in case the shares are held by them in physical form.
17. Members are requested to:
  - a. communicate with RTA by Quoting their DP ID No. /Client ID No. or folio number at the following address:  
  
**M/s. KFin Technologies Private Limited**  
 (Formerly, Karvy Fintech Private Limited)  
 Unit: Orient Paper & Industries Limited  
 Selenium Tower B, Plots No. 31 & 32,  
 Financial District, Nanakramguda  
 Hyderabad 500032 (Telangana)  
 Toll free no. 18003454001  
 Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
 Website: [www.kfintech.com](http://www.kfintech.com)
  - b. 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 KFintech in case the shares are held in physical form.
  - c.. 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 KFintech in case the shares are held in physical form.
18. a) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).  
 b) A resident individual shareholder with PAN and who is not

liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

- c) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Above documents can be provided either by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by uploading the self-attested documents at <https://ris.kfintech.com/form15> on or before August 19, 2020.

19. Instructions for attending the AGM through VC/ OAVM are as under:
  - I. Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members may access the same at <https://evoting.karvy.com/> by using the remote e-voting credentials. The said credentials will be sent to the registered email ID by KFintech. The link for AGM will be available after login, where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
  - II. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves as Speaker by clicking on the "speaker Registration" after logging at <https://emeetings.kfintech.com> by using e-voting login credentials on or before 22nd August, 2020 (5:00 p.m. IST). Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Only those Members who register themselves as Speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
  - III. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company on the email-id [cosec@orientpaperindia.com](mailto:cosec@orientpaperindia.com) by 22nd August, 2020.
  - IV. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee,

Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

- V. Members who need technical assistance before or during the AGM, can contact with Mr. S V Raju of KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at 040- 67162222 or at 1800 345 4001 (Toll Free).
- VI. Members are advised to join the Meeting preferably through Laptops with Google Chrome for better experience. Further Members will be required to enable Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- VII. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Infrastructure, connectivity and speed available at the Speaker's location are essential to ensure smooth interaction.

## 20. Instructions for e-voting

- A. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the SEBI Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Thursday, 20th August, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. KFintech will be facilitating remote e-voting to enable the Members to cast their votes electronically and shall send the instructions for the same to the Members whose email ids are registered with them.
- B. Members can cast their vote online from 9:00 A.M. (IST) on Monday, 24th August, 2020 upto 5:00 P.M. (IST) on Wednesday, 26th August 2020. The remote e-voting module shall be disabled by KFintech for voting thereafter.
- C. 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 of Thursday, 20th August, 2020 shall be entitled to avail either the facility of remote e-voting prior to the AGM or e-voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.
- D. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date i.e. Thursday, 20th August, 2020 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- E. However, Members who are already registered with KFintech for remote e-voting can use their existing user ID and password for casting their vote. In case they don't remember their password, they can reset their password

by using "Forgot User Details/ Password" option available on <https://evoting.karvy.com>

- F. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- G. The procedure and instructions for remote e-voting are as follows:
  - i) Launch internet browser by typing the URL <https://evoting.karvy.com/>
  - ii) Enter the login credentials as sent by KFintech (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.
  - 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 & 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) A Member can opt for only one mode of voting i.e. either through remote e-voting or at the AGM. A Member will not be allowed to vote at the meeting if he/she has voted through remote e-voting.
- H. The procedure and instructions for e-voting during the AGM are as follows:
- i. The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings.
  - ii. Members shall click on the "Instapoll" icon on the webpage and follow the instructions to vote on the resolutions.
  - iii. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 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/> or contact Mr. S. V. Raju, Deputy General Manager (Unit: Orient Paper & Industries Limited) of Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or phone no. 040 – 6716 2222 or call KFintech's toll free No. 1-800-34-54- 001 for any further clarifications.
- 21. 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 authorized representative(s), to the Scrutinizer at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [cosec@orientpaperindia.com](mailto:cosec@orientpaperindia.com). The scanned image of the above mentioned documents should be in the naming format "Orient Paper & Industries Limited - AGM".
  - 22. The attendance of the Members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - 23. In case of joint holders joining the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
  - 24. The Company has appointed Mr. A K Labh, Practicing Company Secretary (ICSI CP Regn. No. 3238), to act as the Scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.
  - 25. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny but not later than 48 hours after the conclusion of the meeting.
  - 26. Based on the report received from the scrutinizer the Company will submit to the stock exchanges i.e BSE Limited and National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the LODR.
  - 27. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.orientpaperindia.com](http://www.orientpaperindia.com) and on the website of KFintech at <https://evoting.karvy.com/> and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges.
  - 28. 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. 27th August, 2020.



## 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 1st August, 2019 on the recommendation of Nomination and Remuneration Committee, appointed Shri Ashwin Bishnoi, aged 39 years (DIN: 06862466) 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 1st August, 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, Shri Ashwin Bishnoi shall hold office upto the date of this Annual General Meeting.

Declarations have been received from Shri Ashwin Bishnoi 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of your Board, Mr. Bishnoi fulfills the conditions specified in the Companies Act, 2013 and the Rules thereunder and Listing Regulations, making him eligible for his appointment as Independent Director and is independent of the management of the Company.

In the view of your Board, the rich experience Mr. Bishnoi brings with him would benefit the Company and hence the Board of Directors has recommended his appointment as an Independent Director of the Company for a period of 5 (five) years with effect from 1st August, 2019.

Brief resume of Mr. Bishnoi and additional information pursuant to Regulation 36 of the Listing Regulations is provided below:

Mr. Bishnoi is an Advocate. He is a Partner in Khaitan & Co., Advocates. Prior to joining the firm, Mr. Ashwin worked at several law firms for 4 years in their New York and London offices. He is a leading lawyer in the field of corporate insolvency and restructuring focusing on complex corporate rescues and distress M & A transactions. He has been at the forefront of India's new bankruptcy law, including advising on its evolution and its application across a significant number of the first few corporate rescues under the new law. Mr. Ashwin Bishnoi is ranked as a 'Rising Star Lawyer' by Asia Law.

Presently, he is also on the Board of National Engineering Industries Limited as an Independent Director.

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

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

### Item No. 5

The Board of Directors of the Company at its meeting held on 27th January, 2020 on the recommendation of Nomination and Remuneration Committee, appointed Raj Kumar Agrawal, aged 63 years (DIN: 00177578) 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 27th January, 2020 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, Shri Raj Kumar Agrawal shall hold office upto the date of this Annual General Meeting.

Declarations have 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of your Board, Mr. Agrawal fulfills the conditions specified in the Companies Act, 2013 and the Rules thereunder and Listing Regulations, making him eligible for his appointment as Independent Director and is independent of the management of the Company.

In the view of your Board, the rich experience Mr. Agrawal brings with him would benefit the Company and hence the Board of Directors has recommended his appointment as an Independent Director of the Company for a period of 5 (five) years with effect from 27th January, 2020.

Brief resume of Mr. Agrawal and additional information pursuant to Regulation 36 of the Listing Regulations is provided below:

Mr. Agrawal has done his B. Com (Hons) from Shri Ram College of Commerce and Chartered Accountancy from the Institute of Chartered Accountants of India. Mr. Agrawal has been associated with S.R. Batliboi & Co LLP, Chartered Accountants, for more than 43 years in various capacities and retired as a senior partner of the firm on 30th June 2019. He has over 40 years of experience of providing accounting, advisory and other services to companies in various industry sectors, including metal & mining, oil & gas, power, manufacturing, real estate, infrastructure, etc. He has held senior leadership positions as Risk Management Head and Technical Head of the firm.

Presently, he is also on the Board of Vachaspati Real Estate Pvt. Limited as a Director.

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

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the said Resolutions set out at item no. 5 except Shri Raj Kumar Agrawal being an appointee.

## Item No. 6

The Board of Directors of the Company at their meeting held on 26th June, 2020 has, on the recommendations of the Audit Committee, appointed Shri Somnath Mukherjee, Cost Accountant (M. No. 5343), as Cost Auditor of the Company for the financial year 2020-21 at a remuneration of ₹60,000/- (Rupees sixty thousand only) plus applicable taxes and out of pocket expenses in connection with the audit.

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

The Board considers the remuneration payable to the cost auditor as fair and recommends the resolution contained in item no. 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, financially or otherwise, in the said Resolution.

## Item No. 7

It may be noted that pursuant to the resolution adopted by the Shareholders at the AGM held on 19th July, 2019, Shri M.L. Pachisia was re-appointed as the Managing Director of the Company from 01.04.2019 to 31.03.2020 at 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 27th January, 2020 decided to re-appoint Shri M.L. Pachisia as the Managing Director of the Company from 01.04.2020 to 31.03.2021 on the terms and conditions as stated in the Resolution subject to the approval of the Shareholders by Special Resolution and such other approvals as may be required.

Shri M. L. Pachisia, has 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 Shri M. L. Pachisia has attained the age of seventy five years, his re-appointment/continuation as Managing Director will be in the interest of the Company and 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 respective relatives is in any way concerned or interested, financially or otherwise, in the said Resolution except Shri M.L. Pachisia being an appointee.

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

(₹ in crores)

As per Audited Financial Results for the year	2017-18	2018-19	2019-20
Paid up Capital	21.22	21.22	21.22
Reserve & Surplus	1296.47	1363.90	1241.47
Revenue from Operations	671.80	710.04	606.56
Other Income	11.23	33.71	11.78
Total Revenue	683.03	743.75	618.34
Total Expenses	602.92	613.69	597.40
Profit before Taxation	80.11	130.06	20.94
Tax Expenses/(Income) including Deferred Tax	30.82	28.41	1.01
Profit after Tax	49.29	101.65	19.93

### (v) Foreign investments or collaborations, if any

Nil

## II. INFORMATION ABOUT THE APPOINTEE

### (i) Background details

Shri M.L. Pachisia, aged about 75 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.

(₹ in lakhs)

	2017-18	2018-19	2019-20
Salary & Allowances	236.10	289.10	289.10
Perquisites	76.49	176.21	76.27
Total (A)	312.59	465.31	365.37
Contribution to:			



(₹ in lakhs)

	2017-18	2018-19	2019-20
Provident Fund	15.12	18.00	18.00
Superannuation Fund	18.90	22.50	22.50
<b>Total (B)</b>	<b>34.02</b>	<b>40.50</b>	<b>40.50</b>
<b>Grand Total (A)+(B)</b>	<b>346.61</b>	<b>505.81</b>	<b>405.87</b>

## (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 2019-20, the Company has received various national/international awards, viz.

- Grow care environment & Water excellence award
- MP CSR leadership award
- Greentech Environment award
- CMO Asia leadership award for water excellence
- Grow care CSR & Safety awards
- CAPEXIL export award
- Apex India environmental and Safety awards

## (iv) Job profile and his suitability

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

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

## (v) Remuneration proposed

As stated in resolution no. 7 to the notice convening AGM.

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

The remuneration payable is comparable to the remuneration

paid to a person holding similar position in other companies of similar size as that of the Company.

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

Shri M.L. Pachisia holds 37,948 equity shares of the Company. He does not have any other material pecuniary relationship directly or indirectly with 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

Our performance for the year was impacted adversely by a combination of following factors:

1. General slow-down in the economy
2. Loss of production due to maintenance requirements of our recovery boiler which has now been attended.
3. Reduction in price realisation due to lower demand and heightened competition from imports
4. Impact of COVID-19 and consequent lock downs both in India and abroad.

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

Despite these challenges, your company has continued to take steps to cut down on costs and improve efficiencies. Details of these actions are covered in the Management discussion & analysis chapter of this Annual Report. Many more actions in this direction are currently under implementation which should help the Company to come out stronger once normalcy returns.

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

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario of the economy due to COVID-19 pandemic to predict profit in the measurable terms.

Orient Paper and Industries Limited  
**Annual Report 2019-20**



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