



## Orient Paper and Industries Limited

Registered Office: Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751 012 (Orissa)

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# NOTICE

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### TO THE SHAREHOLDERS,

NOTICE is hereby given that the Annual General Meeting of the Shareholders of ORIENT PAPER & INDUSTRIES LTD., will be held on Monday, the 8th August, 2011 at 12.30 p.m. at UNIT-VIII, PLOT NO.7, BHOINAGAR, BHUBANESWAR-751012 (ORISSA) to transact the following business:

1. To consider and adopt the Audited Accounts of the Company for the year ended 31st March 2011, together with the Report of the Directors thereon.
2. To declare dividend on Preference and Equity shares.
3. To elect Directors in place of those retiring by rotation.
4. To appoint Auditors for the current year and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification, the following resolution .

“Resolved that M/s. S.R. Batliboi & Company, Chartered Accountants of 22, Camac Street, Block “C”, 3rd floor, Kolkata-700016 be and are hereby appointed as Auditors of the Company until the conclusion of the next Annual General Meeting on a remuneration of Rs.50,00,000/- (Rupees fifty lacs only) exclusive of travelling, boarding and lodging expenses at the Company’s Factories, Forest

Centres and other places outside Kolkata which shall also be borne by the Company and that the said remuneration be paid to them in four equal quarterly instalments”.

### Special Business

- 5 To consider and if thought fit, to pass with or without modification(s), the following resolution :

### AS SPECIAL RESOLUTION

“Resolved that the payment of commission to the Directors (including Managing Director or whole time Directors if any) under Article 74A of the Articles of Association of the Company be and is hereby sanctioned for a further period of five years with effect from 1st April, 2011.

### By order of the Board

For **ORIENT PAPER & INDUSTRIES LTD.**

### P.K. Sonthalia

*President (Finance) & CFO*

Kolkata, the 7th July, 2011

### Regd. Office:

Unit: VIII, Plot No.7, Bhoinagar  
Bhubaneswar-751012 (Orissa)

### 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.
2. The Share Transfer Books and the Register of Members of the Company will remain closed from 1st August to 8th, August, 2011 (both days inclusive) for the purpose of payment of dividend on preference and equity shares.
3. Subject to the provisions of Section 206A of the Companies Act, 1956 dividend on Preference and Equity

Shares as recommended by the Board of Directors if declared at the meeting will be payable within the stipulated period, to those members who hold shares in physical form and whose names appear on the Company’s Register of Members as on 8th August, 2011. In respect of shares held in Electronic form (Demat), the dividend will be paid to the beneficial owners as per details furnished by the Depositories for this purpose at the end of business hours on 30th July, 2011.

4. Shri P.K. Sen, a Director of the Company retire by rotation and is eligible for re-election. However, Mr. Sen has expressed his desire not to be re-elected.

Shri A. Ghosh, a Director of the Company, retire by rotation and is eligible for re-election.

5. The instruments of Share transfer complete in all respects should be sent to the Company's Registrar and Share Transfer Agents M/s. MCS Ltd., 77/2A, Hazra Road, Kolkata-700029, 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.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to MCS Limited, Registrar and Share transfer agents of the Company for their doing the needful.
7. Members are requested to notify change in address, if any, immediately to MCS Ltd, Registrar and Share Transfer Agents of the Company, quoting their folio number.
8. In view of the amended provisions of Section 205A of the Companies Act, 1956, the unclaimed Dividends for the Financial Years 2006-07, 2007-08, 2008-09 and 2009-10 will be transferred to the Investor Education and Protection Fund established by the Central Government in accordance with Section 205C of the Companies Act, 1956 if the same is not claimed within a period of seven years by the Shareholders.

Shareholders who have not received and / or claimed the Interim as well as Final Dividends for the years 2006-07,

2007-08 and dividend for the years 2008-2009 and 2009-10 are requested to claim the same from the Company at the earliest.

9. Pursuant to the recommendation of the SEBI Committee on Corporate Governance for reappointment of the retiring Directors, the relevant details of the concerned Directors are given in the Report on Corporate Governance forming a part of the Annual Report.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.orientpaperindia.com](http://www.orientpaperindia.com) under the section 'Investors'.

#### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to register their e-mail address with MCS Ltd., 77/2A, Hazra Road, Kolkata-700 029 the Registrar and Share Transfer Agents of the Company.

## **Explanatory Statement (As required by Section 173 of the Companies Act, 1956)**

### **ITEM NO.5**

It will be recalled 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 14th July, 2006 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, 2006. As the period of 5 years has expired on 31st March, 2011 the resolution is submitted to obtain your sanction pursuant to the said section for continuing payment of commission to Directors for a further period of 5 years with effect from 1st April, 2011.

The Directors are interested to the extent of commission that may be received by them in terms of the resolution.



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## PROXY

I/We .....  
of ..... in the district  
of ..... being members(s) of  
ORIENT PAPER & INDUSTRIES LTD. hereby appoint .....  
of .....  
in the district of .....  
or failing him .....  
of .....  
in the district of .....  
as my/ our Proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday,  
the 8th August,2011 and at any adjournment thereof.

Signed this ..... day of ..... 2011

Affix a Re. 1/- Revenue Stamp
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Signature .....

**Note:**

- i) The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
- ii) The Proxy need not be a member.

**FOR OFFICE USE ONLY:**

Proxy No.....

Ledger Folio.....

DPID.....

Client ID.....

No. of Shares.....

