



## 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 Friday, the 6th August, 2010 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 2010, 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.40,00,000/- (Rupees forty 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 an Ordinary Resolution.

“Resolved that Mr. Michael Bastian who has been appointed by the Board of Directors as an Additional Director of the Company w.e.f. 27th October, 2009 , and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (the Act) , and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company.”

**By order of the Board**

For **ORIENT PAPER & INDUSTRIES LTD.**

**P.K. Sonthalia**

*President (Finance) & CFO*

Kolkata, the 1st July, 2010

**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 31st July to 6th, August,2010 (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 6th August ,2010. 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,2010.
4. Shri B.K. Jhawar and Shri C.K. Birla, the Director of the Company, retire by rotation and are eligible for re-election.
5. The instruments of Share transfer complete in all respects should be sent to the Company's Registrar and 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/DP/Client ID 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 and 2008-09 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 year 2008-2009 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.

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

### ITEM NO.5

Mr. Michael Bastian was a Director of the Company (nominee of IDBI) w.e.f. 21.05.2005 till 22nd September, 2009. Mr. Michael Bastian was appointed as an Additional Director (Independent) of the Company w.e.f. 27th October, 2009. Pursuant to Section 260 of the Companies Act, 1956, Mr. Bastian will hold office as Director only upto the date of this Annual General Meeting. The Company has received a Notice u/S.257 of the Companies Act, 1956 from a member of the Company signifying his intention to propose Mr. Michael Bastian for appointment as a Director at the forthcoming Annual General Meeting. Profile of Mr. Michael Bastian as required under Clause 49 of the Listing Agreement is as hereunder:

Date of Birth	5th August, 1944	
Qualification	B.Com, FCA	
Expertise in specific functional areas	Michael Bastian is a Chartered Accountant with four decades of professional experience in banking, finance, treasury operations, investment, administration and human resources development. He is a former Chairman and Managing Director of Syndicate Bank, one of the large Public Sector Bank. He held top management positions in three major Banks viz. Union Bank of India, Vijaya Bank and Syndicate Bank. Presently he is heading M.B. Associates, a consultancy firm offering services on financial restructuring and monitoring.	
Directorship in other Companies	Elder Pharmaceuticals Ltd.	
	Hindustan Copper Ltd.	
	Arston Engineering Ltd.	
	Indian Oil Corporation Ltd.	
Membership in other Board Committees	Elder Pharmaceuticals Ltd.	Chairman and Member Audit Committee
	Hindustan Copper Ltd.	-do-
	Indian Oil Corporation Ltd.	-do-
	Arston Engineering Ltd.	Member Audit Committee
Shareholding in the Company	5,000 Equity shares of Re.1/- each	

The Board considers that the Company would be benefited by his rich experience and guidance. The Board of Directors, therefore, recommends the resolution for approval of the members.

None of the directors except Mr. Michael Bastian is concerned or interested in the proposed resolution.