

ORIENT PAPER & INDUSTRIES LIMITED

CIN: L21011OR1936PLC000117

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

Tel: (0674) 239 6930

Principal Office: Birla Building, 9th floor, 9/1, R. N. Mukherjee Road, Kolkata – 700 001

Tel: (033) 4082 3700/ 2220 0600

E-mail: cosec@opil.in | Website: www.orientpaper.in

NOTICE

TO
THE SHAREHOLDERS,

NOTICE is hereby given that the EIGHTY-NINTH ("89TH") ANNUAL GENERAL MEETING ("AGM") of the Shareholders of ORIENT PAPER & INDUSTRIES LIMITED ("the Company") will be held on FRIDAY, the 29TH DAY OF AUGUST, 2025 at 3:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Report of the Board of Directors and Auditors thereon.
- To re-appoint 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

- Appointment of Secretarial Auditor

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, M/s. Labh & Labh Associates, Practising Company Secretaries (FRN: P2025WB105500) be and is hereby appointed as Secretarial Auditor of the Company, for a period of 5 consecutive financial years, from Financial

Year 2025-26 to 2029-30, at such remuneration and on such terms & conditions as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

- Ratification of remuneration payable to Cost Auditor

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, Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 75,000/- (Rupees seventy five 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), for the financial year 2025-26, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee at their respective meetings held on 22nd May, 2025, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

- Alteration of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to necessary approval(s), permissions and consents required by any authority and all other applicable laws and regulations, if any, approval of the members of the Company, be and is hereby accorded for alteration of the Articles of Association of the Company in the following manner :

Following Article 94A be inserted after the existing Article 94 of the Articles of Association of the Company:

94A The Board of Directors is authorized to set up, purchase or otherwise acquire, and manage electricity generation plants and facilities, and to generate, accumulate, distribute, supply, sell or otherwise deal with electricity of all kinds, including hydel, thermal, nuclear, gaseous, solar, wind and other non-

conventional sources, whether for captive consumption or for sale to external parties or otherwise, as it may deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Kolkata, 31st July, 2025

Sd/-
R. P. Dutta
Company Secretary
ACS 14337

Notes:

1. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and the latest being 09/2024 dated 19th September 2024, read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA)(collectively referred to as MCA Circulars), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and other applicable provisions of the Act, for the time being in force and as amended from time to time, the Company is convening the AGM through VC/OAVM, without the physical presence of the Members. The deemed venue for the AGM will be the Registered Office of the Company at Unit VIII, Plot No. 7, Bhoingar, Bhubaneswar – 751012, Odisha.

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.

However, body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.

3. For enabling the Members to participate at the AGM, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") to provide VC/OAVM facility and e-voting facility for the Annual General Meeting.

4. a) In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the year 2024-25 is being sent only through electronic mode to Members whose e-mail address is registered with the Company's Registrar and Share Transfer Agent ("RTA")/Depository Participants as on Friday, 25th July, 2025.

Members may note that the Notice of AGM along with Annual Report for the Financial Year 2024-25, is available on the website of the Company at www.orientpaper.in on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

b) For members who have not registered their email address, a letter containing exact web-link of the website where details pertaining to the Annual

Report is hosted is being sent at the address registered in the records of RTA/Depository Participants. The Company shall provide hard copy of the Annual Report for the Financial Year 2024-25, upon request.

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 send KYC forms - ISR-1, ISR-2 and SH-13 (please download the form from KFIN website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> along with request letter mentioning your folio number, to be registered along with copy of self-attested PAN, Aadhar and supporting the registered address/Bank details/e-mail and Mobile no. of the member, by post to RTA of the Company. In case of any queries, please contact Mr. S. Balaji Reddy, Sr. Manager of KFin Technologies Limited at 1800 309 4001 (Toll Free) or by email to the company at cosec@opil.in.

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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Special Business to be transacted at the ensuing AGM is annexed hereto and forms part of this Notice.

7. The Register of Members of the Company shall remain closed from Saturday, 23rd August, 2025 to Friday, 29th August, 2025 (both days inclusive).

8. 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 has been uploaded on the website of the Ministry of Corporate Affairs at www.iepf.gov.in and on the website of the Company at www.orientpaper.in.

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 rules made thereunder. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in web Form IEPF 5 available on www.iepf.gov.in.

9. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing investors service requests, viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022, has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.

10. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common Online Dispute Resolution Portal (“ODR Portal”), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (<https://scores.sebi.gov.in/scores-home>) in accordance with SCORES Guidelines.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalations). For more information shareholders are requested to visit the weblink <https://orientpaper.in/investor-relations-announcements/>.

11. All documents referred to in the notice are available for inspection by the Members through electronic

mode upto the last date specified for voting. The members may write to the Company at cosec@opil.in in this regard.

12. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 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.

13. Members are requested to communicate with RTA by Quoting their DP ID No. / Client ID No. or folio number at the following address:

M/s. KFin Technologies Limited
 Unit: Orient Paper & Industries Limited
 Selenium Building, Tower – B, Plots No. 31 & 32,
 Financial District, Nanakramguda, Serilingampally,
 Hyderabad, Rangareddy, Telangana – 500032
 Toll free no. 1-800-309-4001,
 WhatsApp No. (91) 91000 94099
 Email: einward.ris@kfintech.com,
 Website: www.kfintech.com.
 KPRISM (Mobile Application): <https://kprism.kfintech.com/>
 KFINTECH Corporate Website: www.kfintech.com
 RTA Website: <https://ris.kfintech.com>
 Investor Support Centre (DIY Link): <https://ris.kfintech.com/clientservices/isc>

14. VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THROUGH VC/OAVM:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI Listing Regulations read with MCA and SEBI Circulars regarding e-Voting facility provided by Listed Entities, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means (“e-Voting”).
- ii. Remote e-Voting: Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“Remote e-Voting”). The facility of casting the votes by remote e-Voting will be provided by NSDL.

The Remote e-Voting period commences from 9:00 AM (IST) on Tuesday, 26th August, 2025, and ends at 5:00 PM (IST) on Thursday, 28th August, 2025. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of Friday, 22nd August, 2025 (“Cut-off Date”) may

cast their vote by remote e-Voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

- iii. Voting at the AGM: Members who have not voted through Remote e-Voting may avail the e-Voting facility provided in the AGM by NSDL. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote through Remote e-Voting are eligible to vote through e-Voting at the AGM. However, Members who have voted through remote e-Voting will be eligible to attend the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-Voting.
 - iv. A Member can opt for only one mode of voting, i.e., either through remote e-Voting or through e-Voting during the Meeting. If a Member cast votes by both the modes, then voting done through Remote e-Voting shall prevail.
 - v. The Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, Friday, 22nd August, 2025.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
- vi. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
 - vii. Members who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / member who has forgotten the User ID and Password, may approach NSDL at evoting@nsdl.com for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions.
 - viii. Corporate/Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to

appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting during the e-voting period and/or during the AGM. Corporate/Institutional members are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote/attend AGM, to the Scrutinizer by e-mail at aklabhcs@gmail.com with a copy marked to National Securities Depositories Limited ('NSDL') (agency for providing the Remote e-Voting facility) at evoting@nsdl.com and the Company at cosec@opil.in They can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login at e-voting portal.

- ix. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- x. The instructions for remote e-Voting and joining the AGM are as under:

A. VOTING THROUGH ELECTRONIC MEANS:





Process to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

- (a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual members holding securities in dematerialized mode is given below:

Type of Members	Login Method
<p>i. Individual members holding securities in dematerialized mode with NSDL</p>	<p>A. NSDL IDeAS facility</p> <p>If you are already registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsd.com/ either on a computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. 4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>If You are not registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <p>Please follow steps given in points 1-5 above.</p> <p>B. E-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https:// www.evoting.nsd.com/ either on a computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Members	Login Method
II. Members holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
III. Individual members (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Upon logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4866 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.

(b) Login method for e-voting and joining virtual meeting for members other than individual members holding securities in dematerialized mode and members holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

- iii. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
- iv. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://e-services.nsd.com/> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- v. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: If EVEN is 123456 and folio number is 001*** then User ID is 123456001***

- vi. Password details for members, other than Individual members, are given below:
 - a. If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
 - c. How to retrieve your 'initial password'?
 - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in Process for those shareholders whose email ids are not registered.
- vii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com
 - b. Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, PAN, name and registered address.
 - d. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.

- x. After you click on the “Login” button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically and join AGM on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and general meeting is in active status.
- ii. Select “EVEN” of the Company, which is 134837 for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com/> to reset the Password.
- ii. In case of any queries related to e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting user manual available at the download section of <https://www.evoting.nsdl.com> or call on 022 – 4886 7000 or a send a request to Ms. Pallavi Mhatre, Senior Manager and/or Mr. Amit Vishal Dy. Vice President, at evoting@nsdl.com.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING:

- i. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cosec@opil.in.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cosec@opil.in. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained above at Step 1 i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.
- iii. Alternatively, member may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- v. Members who need assistance may call on 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager and/or Mr. Amit Vishal Dy. Vice President, at evoting@nsdl.com.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be able to attend the AGM through VC/OAVM through the NSDL e-voting system. After successful login, you can see VC / OAVM link placed under Join meeting menu against the Company name. This link will be enabled 15 minutes before the schedule time of AGM. You are requested to click on VC/OAVM link placed under “Join

Meeting” menu. 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. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

- ii. Members are encouraged to join the AGM through Laptops / computers for better experience and use internet with a good speed to avoid any disturbance during the AGM.
- iii. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting 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.
- iv. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- v. Members who need assistance before or during the meeting, call on toll free no: 1800 1020 990/ 1800 224 430 to NSDL or a send a request to Ms. Pallavi Mhatre, Senior Manager and/or Mr. Amit Vishal Dy. Vice President, at evoting@nsdl.com.
- vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cosec@opil.in between

Saturday, 23rd August, 2025 (9:00 A.M. IST) and Tuesday, 26th August, 2025 (5:00 P.M. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.

- vii. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance.
 - viii. 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@opil.in by Tuesday, 26th August, 2025.
15. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848/CP 3238), as the Scrutinizer to scrutinise the remote e-voting process before and during the AGM in a fair and transparent manner.
 16. The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to AGM) and make, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised.
 17. The results shall be declared along with the Scrutiniser’s report within 2 working days from the conclusion of AGM and shall be placed on the website of the Company www.orientpaper.in and on the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The recorded transcript of the AGM shall also be made available on the website of the Company, www.orientpaper.in in the Investor’s section, as soon as possible after the AGM is over.
 18. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Friday, 29th August, 2025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: Appointment of Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a Secretarial Audit Report in Form MR-3, issued by a Practicing Company Secretary.

Further, the Securities and Exchange Board of India ("SEBI") vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December, 2024 has mandated appointment or re-appointment of an audit firm registered with the Institute of Company Secretaries of India as Secretarial Auditor for not more than two (2) terms of five (5) consecutive years with the approval of its shareholders in its Annual General Meeting w.e.f. April 1, 2025. However, any association of the firm as the Secretarial Auditor of the listed entity before 31st March, 2025 shall not be considered for the purpose of calculating the tenure under 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In compliance with the aforesaid provisions and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, the Board of Directors of the Company, on the recommendation of the Audit Committee, and subject to approval of shareholders vide its meeting held on 22nd May, 2025, has appointed M/s. Labh & Labh Associates, Company Secretaries (FRN: P2025WB105500) as Secretarial Auditor of the Company for a period of 5 consecutive financial years, from Financial Year 2025-26 to 2029-30.

The firm has consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditors of the Company and has not incurred any of the disqualifications as specified vide the said SEBI Circular.

Brief Profile:

M/s. Labh & Labh Associates is a firm of Practicing Company Secretaries led by CS Atul Kumar Labh, Practicing Company Secretary and a Senior Partner of the firm. Mr. Labh is a member of the Institute of Company Secretaries of India since 1996 and is having more than 29 years of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

Mr. Labh is also a member of National Company Law Tribunal Kolkata Bar Association, Calcutta Study Circle on Corporate Law & Allied Subject and Direct Tax

Professionals' Association. He is also empanelled as Mediator/Conciliator with RD, Eastern Region, Ministry of Corporate Affairs. He also acted as an Arbitrator Member with BSE, NSE & CDSL and was a member of Corporate Governance Committee of the Bengal Chamber of Commerce & Industry. He is a regular faculty member of ICSI, ICAI, ICMA and other professional forums and has contributed articles to professional magazines. Mr. Labh acts as a Corporate Consultant, providing specialized, high quality professional services to a diverse clientele, including private and public sector organizations.

The Firm comprises of competent team members and associates having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure, competent staff and a network of associates across India to meet the dynamic evolving needs of the corporate world. All the partners of the firm are having the Peer Review Certificate from the Institute of Company Secretaries of India.

Terms and conditions:

- i. Term of appointment: 5 (five) consecutive financial years commencing from the financial year 2025-26 to 2029-30.
- ii. Remuneration: Rs. 2,00,000/- (Rupees Two Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit. The Board of Directors, based on the recommendation of the Audit Committee, are authorised to review and revise the remuneration from time to time during the tenure of the appointment.

The Audit Committee and the Board of Directors have approved and recommended the resolution contained in item no. 3 taking into account the profile and expertise of the Partners in providing Secretarial Audit related services and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4: Ratification of remuneration payable to Cost Auditor

The Board of Directors of the Company at their meeting held on 22nd May, 2025, 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 2025-26 at a remuneration of Rs. 75,000/- (Rupees seventy-five 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. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5: Approval for Alteration of Articles of Association of the Company

The Company owns and operates an Electricity Generating Plant (55 MW) located in Amlai, District- Shahdol, Madhya Pradesh.

The Madhya Pradesh Electricity Regulatory Commission ("MPERC") in exercise of the powers vested under Regulation 8 of Madhya Pradesh Electricity Regulatory Commission (Verification of Captive Generating Plants and Captive Users) Regulations, 2023 ("the Regulations") issued a detailed procedure for verification of Captive Generating Plants and Captive Users ("the Procedure") as per the provisions of Rule 3 of the Electricity Rules, 2005 vide its Order dated 3rd July, 2024. Clause 3.1.2(a)(ii) of the Procedure issued vide Order dated 3rd July, 2024 by the MPERC, as amended by the Order dated 27th May 2025,

inter alia, stipulates that the Articles of Association of the Company shall have an enabling provision for taking up electricity generation.

Accordingly, in order to maintain its captive status, the Board vide Circular Resolution dated 15th July, 2025, approved the requirement for alteration of the Articles of Association of the Company by way of inclusion of a new Article as Article 94A, subject to adoption of the same by the shareholders in the ensuing annual general meeting of the Company.

The Board of Directors have approved and recommended the resolution contained under item no. 5, taking into consideration the regulatory requirement for obtaining the benefits of the captive user rebate available to the Company from the competent authority of the Government of Madhya Pradesh.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution for approval of the Members as a **Special Resolution**.

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

Kolkata, 31st July, 2025

Sd/-
R. P. Dutta
Company Secretary
ACS 14337

Details of Directors as per Secretarial Standard – 2 on General Meeting and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(i) Details of Mr. Chandra Kant Birla

Name of the Director	Mr. Chandra Kant Birla
DIN	00118473
Date of Birth /Age	70 years
Qualifications	Bachelor of Arts
Brief resume / Experience (including expertise in specific functional area)	Mr. Chandra Kant Birla, an industrialist, heads the CKA Birla Group and is having rich business experience in managing diversified industrial enterprises.
Terms and conditions of Appointment	Re-appointment upon retirement by rotation
Remuneration last drawn	As a non-executive director, he is entitled to receive sitting fees for attending meeting of the Board of Directors and profit related commission not exceeding 1% of the net profits of the Company. Details of the sitting fees and commission received during the financial year 2024-25 have been mentioned in the Corporate Governance Report.
Remuneration proposed to be paid	
Date of first appointment on the Board	29 th September, 1978
Shareholding in the Company as on 31 st March, 2025, either directly or by way of beneficial interest	34,05,893 number of shares (directly).
Relationship with other Director/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the financial year (FY 2024-25).	As mentioned in the Corporate Governance Report
Directorships in the Boards of other Listed entities as on 31 st March, 2025	<ol style="list-style-type: none"> 1. Orient Electric Limited 2. Orient Cement Limited (resigned w.e.f. 22.04.2025) 3. BirlaNu Limited (Formerly HIL Limited) 4. Birlasoft Limited
Membership / Chairmanship of Committees of other Listed entities in India as on 31 st March, 2025	<ol style="list-style-type: none"> 1. Orient Cement Limited (resigned w.e.f. 22.04.2025) <ul style="list-style-type: none"> • Nomination & Remuneration cum Compensation Committee - Member 2. Orient Electric Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee - Member 3. BirlaNu Limited (Formerly HIL Limited) <ul style="list-style-type: none"> • Nomination & Remuneration cum Compensation Committee - Member 4. Birlasoft Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Chairman
Names of listed entities from which the person has resigned in the past three years	NIL