

**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, 9<sup>th</sup> 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 88<sup>th</sup> Annual General Meeting (“AGM”) of the Shareholders of Orient Paper & Industries Limited (the “Company”) will be held on Friday, the 2<sup>nd</sup> day of August, 2024 at 3:00 P.M. (IST) 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 31<sup>st</sup> March, 2024, together with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 0.25/- (25%) per equity share of face value of Re. 1/- each for the Financial Year ended 31<sup>st</sup> March, 2024.
3. To appoint a Director in place of Mr. Chandra Kant Birla (DIN: 00118473), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. **Re-appointment of Mr. Ashwin Bishnoi (DIN: 06862466) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation and approval of Nomination and Remuneration Committee and Board of Directors the Company, Mr. Ashwin Bishnoi (DIN: 06862466), who was appointed as an Independent Director to hold office up to 31<sup>st</sup> July, 2024 and who is

eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 1<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2029.

**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.”

5. **Revision in remuneration payable to Mr. Ashwin J. Laddha (DIN: 09538310), Managing Director & Chief Executive Officer of the Company**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Ashwin J. Laddha (DIN : 09538310), Managing Director & Chief Executive Officer of the Company, w.e.f. 1<sup>st</sup> April, 2024 for the balance tenure of his current appointment, i.e., upto 31<sup>st</sup> March, 2025 as set out in the Explanatory Statement as annexed hereto forming part of this Notice with liberty to the Board

of Directors (hereinafter referred to as “the Board”) to alter and vary the terms and conditions of the said appointment and / or remuneration in such manner as may be mutually agreed between the Board and Mr. Ashwin J. Laddha provided that such variation or increase, as case may be, is within the overall limits as specified under Section 197 and/or Schedule V of the Act.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments / re-enactment thereof or any revised/ new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits duly revised as set out in the aforesaid resolution be paid as minimum remuneration to Mr. Ashwin J. Laddha, Managing Director & Chief Executive Officer of the Company, even if it exceeds the stipulated limits of the various provisions of the Companies Act, 2013 or the rules related thereto during the tenure of his office.

**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.”

#### 6. 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, the 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, be paid to Mr. Somnath Mukherjee, Cost Accountant (Membership No. 5343), for the Financial Year 2024-25 for conducting the audit of the cost accounting records of the Company, as approved by the Board of Directors of the Company at its meeting held on 29<sup>th</sup> May, 2024, 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.”

By Order of the Board

**For ORIENT PAPER & INDUSTRIES LIMITED**

**R. P. Dutta**

Place: Kolkata,  
Date: 5<sup>th</sup> July, 2024

Company Secretary  
Membership No. A14337

#### NOTES:

1. Pursuant to the General Circular Nos. 20/2020 dated 5<sup>th</sup> May 2021, 19/2021 dated 14<sup>th</sup> December 2021, 2/2022 dated 5<sup>th</sup> May 2022, 10/2022 dated 28<sup>th</sup> December 2022 and the latest being 09/2023 dated 25<sup>th</sup> September 2023, read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA)(collectively referred to as MCA Circulars), and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) 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, Bhoinagar, 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. In accordance with the aforesaid MCA Circulars and SEBI circulars, Notice of AGM along with Annual Report for the financial year 2023-24 is being sent in electronic mode to Members whose e-mail address is registered with the Company’s Registrar and Share Transfer Agent / Depository Participants as on **Friday, 28<sup>th</sup> June, 2024**.

Members may note that the Notice of AGM along with Annual Report for the Financial Year 2023-24, is available on the website of the Company at [www.orientpaper.in](http://www.orientpaper.in) on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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](mailto: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 is annexed hereto and forms part of this Notice.

**7. Book Closure and Dividend:**

- (i) **The Register of Members of the Company will remain closed from Saturday, 27<sup>th</sup> July, 2024 to Friday, 2<sup>nd</sup> August, 2024 (both days inclusive) for the purpose of payment of dividend on Equity Shares.**
- (ii) **The dividend of Re. 0.25/- per equity share of Re. 1/- each (i.e., 25%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source (TDS) as under:**

**(a) For Shares held in electronic form:** To all the Beneficial Owners as of the close of business hours on Friday, 26<sup>th</sup> July, 2024 as per the list of beneficial owners to be furnished by the NSDL and Central Depository Services (India) Limited (CDSL); and

**(b) For shares held in physical form:** To all the Members after giving effect to valid transmission requests and transpositions lodged with the Company as of the close of business hours on Friday, 26<sup>th</sup> July, 2024.

SEBI has mandated that with effect from 1<sup>st</sup> April 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e., the details of PAN, , contact details, mobile no., complete bank details and specimen signatures are registered. The Shareholders are requested to submit the Investor Service Request forms, i.e., ISR forms, along with the supporting documents at the earliest.

Shareholders who hold shares in dematerialised form and wish to update their PAN, KYC and nomination details are required to contact their respective Depository Participants (DPs).

**(iii) TDS on Dividend:**

- a. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 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.
- 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 Friday, 26<sup>th</sup> July, 2024.

- (iv)** Updation of the mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner, in case the same is not updated:

**Shares held in physical form:** Members are requested to send the following documents to the RTA latest by Friday, 26<sup>th</sup> July, 2024:

- a) Form No. ISR-1 duly filled and signed by the Members mentioning their name, folio number, complete address and the following details relating to bank account in which the dividend is to be received:
- i) Name and Branch of Bank and Bank Account type;

- ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
  - iii) 11-digit IFSC;
  - iv) 9-digit MICR Code.
- b) self-attested original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) self-attested copy of the PAN card; and
- d) self-attested copy of any document (such as Aadhaar card, Driving Licence, Election Identity card, Passport) in support of the address of the Member as registered with the Company.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs by Friday, 26<sup>th</sup> July, 2024.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft to such Members.

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](http://www.iepf.gov.in) and on the website of the Company at [www.orientpaper.in](http://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](http://www.iepf.gov.in).

9. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022, has mandated the listed companies to issue securities in dematerialized form only while processing investorsservice 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 18<sup>th</sup> 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 ([www.scores.gov.in](http://www.scores.gov.in)) 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 escalation/s). For more information

shareholders are requested to visit the weblink <https://orientpaper.in/investor-relations-announcements/>.

11. 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 [cosec@opil.in](mailto: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](mailto:einward.ris@kfintech.com),  
Website: [www.kfintech.com](http://www.kfintech.com).  
KPRISM (Mobile Application): <https://kprism.kfintech.com/>  
KFINTECH Corporate Website: [www.kfintech.com](http://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 A.M. (IST) on Tuesday, 30<sup>th</sup> July, 2024 and ends at 5:00 P.M. (IST) on Thursday, 1<sup>st</sup> August, 2024**. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of **Friday, 26<sup>th</sup> July, 2024 ("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, 26<sup>th</sup> July, 2024**.

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.co.in](mailto:evoting@nsdl.co.in) 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.co.in 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 9<sup>th</sup> 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
I. Individual members holding securities in dematerialized mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser and type the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>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.</li> <li>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.</li> <li>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.</li> </ol> <p><b>If You are not registered with IDeAS, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p>Please follow steps given in points 1-5 above.</p>

Type of Members	Login Method
	<p><b>B. E-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>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.</li> <li>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.</li> </ol> <p><b>C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>II. Members holding securities in dematerialized mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of Members	Login Method
III. Individual members (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>2. 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.</li> <li>3. 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.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 – 4866 7000 and 022 – 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.



**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?

- i. 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.
- ii. 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.nsdl.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 from [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.nsdl.com](http://www.evoting.nsdl.com)
  - b. Click on “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 129038** 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 and 022 – 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **PROCESS FOR THOSE MEMBERS WHOSE EMAIL-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](mailto: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](mailto: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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated 9<sup>th</sup> 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.

#### **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 may call on toll free no: **1800 1020 990/ 1800 224 430** to NSDL or a send a request to **Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in**.
  - 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, 27<sup>th</sup> July, 2024 (9:00 A.M. IST) and Monday, 29<sup>th</sup> July, 2024 (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 **Friday, 26<sup>th</sup> July, 2024**.
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](http://www.orientpaper.in) and on the website of NSDL at [www.evoting.nsdl.com](http://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](http://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, 2<sup>nd</sup> August, 2024**.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2024

### Item No. 4

Mr. Ashwin Bishnoi, (DIN: 06862466) is an Independent Director of the Company. Mr. Bishnoi was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 1<sup>st</sup> August, 2019. The said term will be completed on 31<sup>st</sup> July, 2024.

The Board of Directors of the Company at its meeting held on Wednesday, 29<sup>th</sup> May, 2024, on the recommendation of Nomination and Remuneration Committee ("NRC") proposed re-appointment of Mr. Ashwin Bishnoi as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from 1<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2029, subject to approval of the shareholders of the Company by way of Special Resolution.

Declarations have been received from the concerned Director that he meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation

16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The NRC taking into consideration the skills, expertise and competencies required for the Board and based on the performance evaluation, recommended to the Board that Mr. Bishnoi's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company and may be considered for re-appointment for second term.

In the opinion of your Board, Mr. Ashwin Bishnoi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and Listing Regulations, making him eligible for appointment as an Independent Director and he is independent of the management of the Company. Given his integrity, expertise, knowledge and experience, the Board considers that his re-appointment will be in the interest of the Company and the Board recommends the resolution contained in item no. 4 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 in the said Resolution set out at item no. 4 except Mr. Ashwin Bishnoi being an appointee.

Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meeting issued by Institute of Company Secretaries of India are annexed to this notice.

#### **Item No. 5**

Mr. Ashwin J. Laddha was appointed as Managing Director & CEO of the Company for a period of three years w.e.f. 1<sup>st</sup> April, 2022 on the terms and conditions as approved by the shareholders of the Company through a Special Resolution passed via postal ballot on 2<sup>nd</sup> June, 2022. His terms of remuneration were subsequently revised with the approval of the shareholders at the Annual General Meeting held on 8<sup>th</sup> August, 2023.

The Board of Directors, considering the performance of the Managing Director & CEO and based on the recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on Tuesday, 28<sup>th</sup> May, 2024, decided to revise the remuneration payable to Mr. Ashwin J. Laddha, effective 1<sup>st</sup> April, 2024, for the remaining tenure of his current appointment, i.e. upto 31<sup>st</sup> March, 2025. The revised terms are as follows:

- I. Basic Salary: Rs. 5,79,584/- per month
- II. Superannuation Allowance: Rs. 86,937/- per month
- III. Special Allowance: Rs. 11,09,805/- per month
- IV. Other Reimbursement / Perquisites:
  - a. Leave Travel Allowance: Rs. 5,79,584 per annum.
  - b. Performance Variable Pay: Rs. 1,13,75,200/- per annum shall be paid at the end of the financial year on the basis of performance against agreed upon deliverables. In case he serves only for a part

of the financial year, he will be paid variable pay proportionate to the number of days worked and the deliverables achieved up to the time served.

- c. Contribution to Provident Fund shall be as per Rules of the Company.
- d. Gratuity payable shall be as per Rules of the Company.
- e. Medical Insurance for self, spouse and 2 dependent children: Rs. 7 lacs family floater per annum.
- f. Group personal accident insurance: Sum insured up to Rs. 1 crore.
- g. Club Membership at Kolkata
- h. Provision of a Company provided chauffeur driven car for official use. The running and maintenance cost for the car will be borne by the Company.
- i. The Company owned furnished accommodation.
- j. The Company offers the option to participate in the National Pension Scheme (NPS). If the Managing Director opts into the scheme, the contribution will be adjusted from the superannuation allowance.

Other details of Mr. Ashwin J. Laddha are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The necessary details as required under Schedule V of the Companies Act, 2013 with respect to payment of managerial remuneration in case of loss or inadequacy of net profits, forms part of this notice.

Given his knowledge, experience and contribution to the Company, the terms of this remuneration are considered reasonable and are recommended for the approval of the shareholders by way of Special Resolution.

The terms and conditions as set out in item no. 5 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

None of the Directors except Mr. Ashwin J. Laddha being the appointee himself, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

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

The Board of Directors of the Company at their meeting held on Wednesday, 29<sup>th</sup> May, 2024, has, on the recommendation of the Audit Committee, appointed Mr. Somnath Mukherjee, Cost Accountant (M. No. 5343), as Cost Auditor of the Company for the Financial Year 2024-25 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.

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.

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.

## STATEMENT OF INFORMATION FOR THE SHAREHOLDERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

### 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 25<sup>th</sup> July, 1936 and Commencement of Business Certificate was granted on 30<sup>th</sup> July, 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

(Rs. in crores)

As per Audited Financial Results for the year	2021-22	2022-23	2023-24
Paid up Capital	21.22	21.22	21.22
Reserve & Surplus	1531.64	1494.26	1,597.76
Revenue from Operations	585.65	942.96	831.94
Other Income	9.17	29.14	25.18
Total Revenue	594.82	972.10	857.12
Total Expenses	638.73	824.44	843.36
Profit before Taxation	(-) 43.91	147.66	13.76
Tax Expenses / (Income) including Deferred Tax	(-) 15.04	48.41	7.53
Profit after Tax	28.87	99.25	6.23

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

Nil

### II. INFORMATION ABOUT THE APPOINTEE

#### (i) Background details

As detailed in the profile of Director annexed to this notice.

#### (ii) Past remuneration

The remuneration paid to the Managing Director & CEO for last two financial years are as follows:

(Amount in Rs.)

Particulars	FY 2022-23	FY 2023-24
Salary	65,00,004	65,00,004
Perquisites & other benefits	1,25,41,492	2,33,39,914
Contribution to Provident Fund/National Pension Scheme	14,30,004	14,30,004
<b>Total</b>	<b>2,04,71,500</b>	<b>3,12,69,922</b>

#### (iii) Recognition or awards :

The Managing Director has significantly contributed to transforming the Company through strategic initiatives, fostering innovation, enhancing operational efficiency, and building strong stakeholder relationship, although no specific awards or prizes has been received.

**(iv) Job profile and his suitability**

Mr. Ashwin J Laddha was appointed as Chief Executive Officer of the Company effective 14<sup>th</sup> January, 2022. Subsequently, he was appointed as the Managing Director & Chief Executive Officer of the Company effective 1<sup>st</sup> April, 2022.

He has over two decades of diverse experience across Pulp & Fibre and Telecom business.

As Managing Director & Chief Executive Officer of the Company, he is responsible for day-to-day management & strategic decisions of the Company, under the overall superintendence, control and direction of the Board of Directors. Given his qualifications and expertise in these business segment, he is best suited for the responsibilities of currently assigned role.

**(v) Remuneration proposed**

As stated in resolution no. 5 to the notice convening the Annual General Meeting.

**(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.**

Mr. Ashwin J. Laddha holds 1,13,000 equity shares of the Company as on 31<sup>st</sup> March, 2024. Apart from receiving the remuneration and the dividend on the aforesaid equity shares, he does not have any other material pecuniary relationship directly or indirectly with the Company.

**III. OTHER INFORMATION**

**(i) Reasons for loss or inadequate profits**

During the Financial Year 2023-24, the Company has earned Rs. 13.76 crore (Profit before tax). The profit is inadequate for the purpose of determination of limits of managerial remuneration payable to the Managing Director & CEO of the Company in terms of the provisions of the Companies Act, 2013.

**(ii) Steps taken or proposed to be taken for improvement**

The Company has continued to take steps to cut down on costs and improve efficiencies.

The Company is not in default to any bank or financial institutions or secured creditors. The Company does not have any deposit holder or debenture holder.

**(iii) Expected increase in productivity and profits in measurable terms**

The Company is committed to enhancing productivity and continually undertakes measures to achieve the goal.

However, the management is optimistic of Company's growth for the financial year 2024-25 and anticipates increased productivity and profits.

By Order of the Board  
For ORIENT PAPER & INDUSTRIES LIMITED

**R. P. Dutta**  
Company Secretary  
Membership no. A14337

Place: Kolkata  
Date: 5<sup>th</sup> July, 2024



**Details of Directors as per Secretarial Standard – 2 on General Meeting and/ or 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	69 years
Qualifications	Bachelor of Arts
Brief resume / Experience (including expertise in specific functional area)	Mr. Chandra Kant Birla, an industrialist, heads the C.K. 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 Remuneration proposed to be paid	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 2023-24 have been mentioned in the Corporate Governance Report.
Date of first appointment on the Board	29 <sup>th</sup> September, 1978
Shareholding in the Company as on 31 <sup>st</sup> March, 2023, 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 2023-24)	As mentioned in the Corporate Governance Report
Directorships in the Boards of other Listed entities as on 31 <sup>st</sup> March, 2024	<ol style="list-style-type: none"> <li>1. Orient Cement Limited</li> <li>2. Orient Electric Limited</li> <li>3. HIL Limited</li> <li>4. Birlasoft Limited</li> </ol>
Membership / Chairmanship of Committees of other Listed entities in India as on 31 <sup>st</sup> March, 2024	<ol style="list-style-type: none"> <li>1. Orient Cement Limited <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration cum Compensation Committee – Member</li> </ul> </li> <li>2. Orient Electric Limited <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee – Member</li> </ul> </li> <li>3. HIL Limited <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration cum Compensation Committee – Member</li> </ul> </li> <li>4. Birlasoft Limited <ul style="list-style-type: none"> <li>- Stakeholders Relationship Committee - Chairman</li> </ul> </li> </ol>
Names of listed entities from which the person has resigned in the past three years	NIL

**(ii) Details of Mr. Ashwin J. Laddha**

Name of the Director	Mr. Ashwin J. Laddha
DIN	09538310
Date of Birth /Age	48 years
Qualifications	Bachelor of Commerce, Master of Business Administration
Brief resume / Experience (including expertise in specific functional area)	<p>Mr. Ashwin J. Laddha was appointed as a Chief Executive Officer of the Company w.e.f. 14<sup>th</sup> January, 2022. Subsequently, he has been appointed as the Managing Director &amp; Chief Executive Officer of the Company w.e.f. 1<sup>st</sup> April, 2022.</p> <p>He has over two decades of diverse experience across Pulp &amp; Fibre and Telecom business.</p> <p>As a Managing Director &amp; Chief Executive Officer of the Company, he is responsible for day-to-day management &amp; strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors.</p>
Terms and conditions of Appointment	NA
Remuneration last drawn	As mentioned in the Corporate Governance Report
Remuneration proposed to be paid	As mentioned in Resolution no. 5 of this Notice
Date of first appointment on the Board	1 <sup>st</sup> April, 2022
Shareholding in the Company as on the date of notice either directly or by way of beneficial interest	95,500 shares
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 2023-24)	As mentioned in the Corporate Governance Report
Directorships of other Boards as on date of notice.	NIL
Membership / Chairmanship of Committees of other Boards as on the date of Notice	NIL
Names of listed entities from which the person has resigned in the past three years	NIL

### (iii) Details of Mr. Ashwin Bishnoi

Name of the Director	Mr. Ashwin Bishnoi
DIN	06862466
Date of Birth /Age	43 years
Qualifications	Advocate
Brief resume/Experience (including expertise in specific functional area)	<p>Mr. Ashwin Bishnoi, aged 43 years, is an Advocate. He is a Partner in Khaitan &amp; Co. Advocates. Prior to joining the firm, he worked at several law firms 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 &amp; A transactions.</p> <p>Mr. Ashwin Bishnoi 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.</p> <p>At Orient Paper, Mr. Bishnoi is a member of Audit Committee, Nomination and Remuneration Committee and CSR Committee.</p>
Terms and conditions of Appointment	The term of re-appointment is for 5 years i.e., from 1 <sup>st</sup> August, 2024 to 31 <sup>st</sup> July, 2029.
Remuneration last drawn (FY 2023-24)	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 2023-24 have been mentioned in the Corporate Governance Report.
Remuneration proposed to be paid	
Date of first appointment on the Board	Mr. Ashwin Bishnoi was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 1 <sup>st</sup> August, 2019.
Shareholding in the Company as on the date of notice either directly or by way of beneficial interest	NIL
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 2023-24)	As mentioned in the Corporate Governance Report
Directorships of other Boards as on date of notice	NIL. He does not hold directorship of any listed entity other than Orient Paper & Industries Limited.
Membership / Chairmanship of Committees of other Boards as on the date of notice	NIL
Names of listed entities from which the person has resigned in the past three years	NIL