

NOTICE

TO
THE SHAREHOLDERS,

NOTICE is hereby given that the 87th Annual General Meeting (“AGM”) of the Shareholders of Orient Paper & Industries Limited (the “Company”) will be held on Tuesday, 8th August, 2023 at 11:00 AM (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 31st March, 2023, together with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 1/- (100%) per equity share of face value of Re. 1/- each for the financial year ended 31st March, 2023.
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. **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 ₹ 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 2023-24 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 18th May, 2023, 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.”

5. **Revision in remuneration payable to Mr. Ashwin J. Laddha, 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 of the Board, 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. 1st April, 2023 for the balance tenure of his current appointment, i.e., upto 31st 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

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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. Waiver of excess remuneration paid to Mr. Ashwin J. Laddha, 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 pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V of the

Companies Act, 2013 (hereinafter referred to as the "Act") and other applicable provisions, if any, of the Act, read with Rules related thereto, if any, approval of the members of the Company be and is hereby accorded to waive recovery of the excess remuneration of ₹ 13,00,000/- (Rupees thirteen lakh only) paid to Mr. Ashwin J. Laddha, Managing Director & CEO of the Company for the financial year 2022-23, over and above the remuneration as approved by the shareholders of the Company for the said period."

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

R. P. Dutta

Company Secretary

Place: Kolkata

Date: 12th July, 2023

Membership No. A14337

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide circular dated 28th December, 2022, 5th May, 2022, 14th December, 2021 read with circulars dated 13th January, 2021, 5th May, 2020, 13th April, 2020 and 8th April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide circular dated 5th January, 2023, 13th May, 2022 read with circulars dated 15th January, 2021 and 12th May, 2020 (collectively referred to as "SEBI Circulars") has permitted holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Deemed venue of the AGM shall 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 year 2022-23 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, 7th July, 2023**.

Members may note that the Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at www.orientpaperindia.com, 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

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 scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of PAN and any document such as Driving License, Passport, Bank Statement, AADHAR supporting the registered address of the member, by email to Kfintech@einward.ris@kfintech.com or contact or contact Mr. Shaibal Haripada Roy, Dy. Vice President 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 are annexed hereto and forms part of this notice.

7. Details in respect of Item no. 5 & 6 of the Notice is also annexed hereto and forms part of this notice.
8. The Register of Members of the Company will remain closed from **Wednesday, 2nd August, 2023 to Tuesday, 8th August, 2023 (both days inclusive)** for the purpose of payment of dividend on Equity Shares.
9. Dividend on equity shares, if declared at the AGM, will be paid to the bank account of the shareholders through electronic transfer (RTGS/ NEFT) whose bank details are available in the records of the depository participants/ RTA as on the close of business hours on **Tuesday, 1st August, 2023**.

For shareholders whose bank details are not available for electronic transfer of dividend with the Depository Participants (DPs) /Company as on that date, demand drafts/ warrants/cheques shall be sent by speed post/ courier to their registered addresses.

To avoid delay in receiving dividend, members are requested to update their KYC with their DPs (where shares are held in dematerialised mode) and with the Company's RTA (where shares are held in physical mode) by providing the signed Form ISR – 1 which is available on the website of the Company at www.orientpaperindia.com.

10. Members who have not so far encashed their dividend warrants/demand drafts may immediately claim their dividend from the Company. Information in respect of the unclaimed dividend as on the date of the previous AGM of the Company held on 10th August, 2022 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.orientpaperindia.com

Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund ("IEPF").

The Shares in respect of which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable law. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Web Form IEPF 5 available on www.iepf.gov.in.

11. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in physical form. Effective from 1st January, 2022, any service requests or complaints received from the member are being processed by the RTA on receipt of the aforesaid details/documents. On or after 1st October, 2023, in case any of the above cited

documents/ details are not available in the Folio(s), in terms of the SEBI Circulars, RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <http://orientpaperindia.com/investors/other-disclosures#>

12. 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 in this regard.
13. 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.
14. 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 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.
15. **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>

16. a. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st 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

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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 or by uploading the self-attested documents at <https://ris.kfintech.com/form15/> on or before 1st August, 2023.

17. 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 Friday, 4th August, 2023** and ends at **5:00 PM (IST) on Monday, 7th August, 2023**. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of **Tuesday, 1st August, 2023 ("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 casts 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, **Tuesday, 1st August, 2023**.

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 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

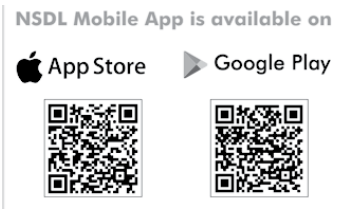
(a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 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
i. Individual members holding securities in dematerialized mode with NSDL	<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.nsdl.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.nsdl.com2. Select "Register Online for IDeAS" Portal or click at https://services.nsdl.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in points 1-5 above. <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.nsdl.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.

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Type of Members	Login Method
	<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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
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 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 & 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 a 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 evoting 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.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 / 43

(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. 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
 - b. Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.

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- 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 124455 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 a send a request to Ms. Pallavi Mhatre, Senior Manager at 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.

- 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.co.in 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.

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 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 in between **Thursday, 3rd August, 2023** (9:00 AM IST) and , **Saturday, 5th August, 2023** (5:00 PM 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 2nd August, 2023.
18. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, a Practicing Company Secretary (Membership No. FCS 4848/ CP 3238), as the Scrutiniser to scrutinise the remote e-voting process before and during the AGM in a fair and transparent manner.
 19. 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.
 20. 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.orientpaperindia.com and on the website of NSDL at www.evoting.nsd.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.orientpaperindia.com in the Investor's section, as soon as possible after the AGM is over.

21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., **Tuesday, 8th August, 2023**.

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

Item No. 4

The Board of Directors of the Company at their meeting held on 18th May, 2023, 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 2023-24 at a remuneration of ₹ 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. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

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. 1st April, 2022 on the terms and conditions as approved by the shareholders of the Company in the form of Special Resolution passed through postal ballot on 2nd June, 2022.

The Board of Directors of the Company, taking into consideration the performance of the Managing Director & CEO and his contribution to the overall growth of the Company, on recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on 18th May, 2023, decided to revise certain part of the remuneration payable to Mr. Laddha w.e.f. 1st April, 2023 for the balance tenure of his current appointment, i.e., upto 31st March, 2025 as follows :

- a. Special Allowance: ₹ 10,37,201/- per month (proposed to be increased from ₹ 5,96,250/- per month).
- b. Performance Variable Pay: ₹ 1,06,31,028/- per annum (proposed to be increased from ₹ 65,00,000/- per annum).
- c. Medical Insurance: ₹ 7,00,000/- family floater per annum (Proposed to be increased from ₹ 5,00,000/- family floater per annum).

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However, the rest of the terms and conditions of his appointment including the remuneration payable to him for the balance tenure of his current appointment, i.e., upto 31st March, 2025 shall remain at par and as approved by the members of the Company through postal ballot on 2nd June, 2022.

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 growth of 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

Mr. Ashwin J. Laddha was appointed as Managing Director & CEO of the Company for a period of three years w.e.f. 1st April, 2022 on the terms and conditions as approved by the shareholders of the Company in the form of Special Resolution passed through postal ballot on 2nd June, 2022. In terms of the said resolution approved by the Shareholders of the Company, Performance Variable Pay of ₹ 65,00,000 (Rupees sixty five lakh only) can be paid to the Managing Director of the Company for the financial year 2022-23, on the basis of performance against agreed upon deliverables.

The Board of Directors of the Company, taking into consideration the performance of the Managing Director & CEO and his contribution to the overall growth of the Company, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 18th May, 2023, approved payment of Performance Variable Pay amounting to ₹ 78,00,000 (Rupees Seventy Eight Lakh only) to Mr. Ashwin J. Laddha, Managing Director & CEO of the Company for the financial year 2022-23 which exceeds ₹ 13,00,000/- as was approved by the shareholders of the Company for the said period.

Given his knowledge, experience and contribution to the growth of the Company, a special resolution for waiver of recovery of excess managerial remuneration as paid to Mr. Laddha during the financial year 2022-2023 and as mentioned hereinabove is proposed for approval of the shareholders of the Company.

The necessary details as required under Schedule V of the Companies Act, 2013 is annexed separately and forms part of this notice. The terms and conditions as set out in item no. 6 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings are also attached separately forming part of the notice.

None of the Directors except Mr. Ashwin J. Laddha being the appointee himself, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed 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 25th July, 1936 and Commencement of Business Certificate was granted on 30th 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

	(₹ in crores)		
As per Audited Financial Results for the year	2020-21	2021-22	2022-23
Paid up Capital	21.22	21.22	21.22
Reserve & Surplus	1446.78	1531.64	1494.26
Revenue from Operations	443.36	585.65	942.96
Other Income	9.60	9.17	29.14
Total Revenue	452.96	594.82	972.10
Total Expenses	515.72	638.73	824.44
Profit before Taxation	(-) 62.76	(-) 43.91	147.66
Tax Expenses/(Income) including Deferred Tax	(-) 16.21	(-) 15.04	48.41
Profit after Tax	(-) 46.55	28.87	99.25

(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 the previous financial year 2022-23 is as follows:

Particulars	Amount in Rupees
Salary	65,00,004
Perquisites & other benefits	1,25,41,492
Contribution to Provident Fund/ National Pension Scheme	14,30,004
Total	2,04,71,500

(iii) Recognition or awards

Nil

(iv) Job profile and his suitability

Mr. Ashwin J Laddha was appointed as a Chief Executive Officer of the Company w.e.f. 14th January, 2022. Subsequently, he was appointed as the Managing Director & Chief Executive Officer of the Company w.e.f. 1st April, 2022.

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

As a Managing Director & Chief Executive Officer of the Company, he is responsible for day-to-day management & strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration his qualifications and expertise in the business segment, he is best suited for the responsibilities of current 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 31st March, 2023. 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.

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III. OTHER INFORMATION

(i) Reasons for loss or inadequate profits

During the financial year 2022-23, the Company has earned ₹ 147.66 crore (Profit before tax). However, 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 depositor or debentureholder.

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

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it.

However, considering the recovery in demand and improvement in sales realisations during the financial year 2022-23, the management is optimistic of Company's growth and increase in productivity and profits.

By Order of the Board
For ORIENT PAPER & INDUSTRIES LIMITED

R. P. Dutta
Company Secretary
Membership No. A14337

Place: Kolkata
Date: 12th July, 2023

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	68 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	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 2022-23 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, 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 2022-23)	As mentioned in the Corporate Governance Report
Directorships in the Boards of other Listed entities as on 31 st March, 2023	<ol style="list-style-type: none"> 1. Orient Cement Limited 2. Orient Electric Limited 3. HIL Limited 4. Birlasoft Limited
Membership/Chairmanship of Committees of other Listed entities in India as on 31 st March, 2023	<ol style="list-style-type: none"> 1. Orient Cement Limited <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. HIL Limited <ul style="list-style-type: none"> - Nomination & Remuneration cum Compensation Committee – Member
Names of listed entities from which the person has resigned in the past three years	Nil

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(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. 14th January, 2022. Subsequently, he has been appointed as the Managing Director & Chief Executive Officer of the Company w.e.f. 1st April, 2022.</p> <p>He has over two decades of diverse experience across Pulp & Fibre and Telecom business.</p> <p>As a Managing Director & Chief Executive Officer of the Company, he is responsible for day-to-day management & 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 st April, 2022
Shareholding in the Company as on the date of notice either directly or by way of beneficial interest	1,13,000 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 2022-23)	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