



ORIENT PAPER & INDUSTRIES LIMITED

CIN: L21011OR1936PLC000117

Registered Office:

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

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

Notice

TO THE SHAREHOLDERS,

NOTICE is hereby given that the **86th Annual General Meeting ("AGM")** of the Shareholders of **Orient Paper & Industries Limited (the "Company")** will be held on **Wednesday, 10th August, 2022 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, 2022, 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 31st March, 2022.
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.
4. **To appoint Auditors of the Company to hold office from the conclusion of this 86th Annual General Meeting until the conclusion of the 91st Annual General Meeting of the Company and to fix their remuneration and in this connection, to consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to the recommendations of

the Audit Committee and Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion this 86th Annual General Meeting to the conclusion of the 91st Annual General Meeting of the Company at a remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be agreed between the Board of Directors of the Company and the Auditors.

"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."

SPECIAL BUSINESS

5. Ratification of remuneration payable to Cost Auditor

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

"RESERVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 75,000/- (Rupees seventy five thousand only) plus applicable tax, and reimbursement of actual travel and out of pocket expenses, to be paid to Shri Somnath Mukherjee, Cost Accountant (Membership No. 5343), for the

financial year 2022-23, as approved by the Board of Directors of the Company, at its meeting held on 29th May, 2022, 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: 12th July, 2022

Company Secretary
Membership No. A14337

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 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 its circular dated 13th May, 2022 read with circulars dated 15th January, 2021 and 12th May, 2020 (collectively referred to as “SEBI Circulars”) 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.
3. In accordance with the aforesaid MCA Circulars and SEBI circulars, Notice of AGM along with Annual Report for the year 2021-22 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, 8th July 2022**.

Members may note that the Notice of AGM along with Annual Report for the financial year 2021-22, 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**.
4. For enabling the Members to participate at the 86th 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.
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 register their e-mail address and mobile no. on the Kfintech weblink at **https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx** by providing the requisite details. Post successful registration of the email address, the shareholder would get soft copy of the notices, Annual Reports and other communications over e-mail in future. In case of any query, shareholder may write to **einward.ris@kfintech.com** or contact Mr. S. V. Raju, Vice President of KFin Technologies Limited at **1800 309 4001** (Toll Free).
 - 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”) relating to the Special Business to be transacted at the ensuing AGM is annexed hereto and forms part of this notice.

7. Details in respect of the Director seeking re-appointment at the AGM are annexed hereto and forms part of this notice.
8. The Register of Members of the Company will remain closed from **Thursday, 4th August, 2022 to Wednesday, 10th August, 2022 (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 **Wednesday, 3rd August, 2022.**

For shareholders whose bank details are not available for electronic transfer of dividend with the Depository Participants /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 depositories (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 27th August, 2021 has been uploaded on the website of the Ministry of Corporate Affairs (www.iepf.gov.in) and on the website of the Company (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, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st April, 2023, in case any of the above cited documents/ details are not available in the Folio(s), 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 www.orientpaperindia.com.
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. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Kfintech for assistance in this regard.
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 Tower B, Plots No. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad 500032 (Telangana)
Toll free no. 1-800-309-4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

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 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 2nd August, 2022.

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 and Regulation 44 of SEBI Listing Regulations read with circular of SEBI no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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.

- iii. The remote e-Voting period commences from **9:00 AM (IST) on Sunday, 7th August, 2022** and ends at **5:00 PM (IST) on Tuesday, 9th August, 2022**. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of **Wednesday, 3rd August, 2022 (“Cut-off Date”)** may cast their vote by remote e-Voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- iv. **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.
- v. 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.
- vi. 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, **Wednesday, 3rd August, 2022**.

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.
- viii. 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.
- ix. 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.

- x. 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.
- xi. 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.

- xii. 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

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




Details on Step 1 are mentioned below:

i) 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
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.

Type of Members	Login Method
	<p>If You are not registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.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"> Open web browser and type the following URL: https://www.evoting.nSDL.com/ either on a computer or on a mobile phone. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.
	<p>C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid #ccc; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
<p>Members holding securities in dematerialized mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who are registered at Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on “New System Myeasi”. After successful login of Easi/Easiest the user will also be able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

Type of Members	Login Method
	4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual members (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 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. 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.

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

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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

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

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

- Visit the e-voting website of NSDL. Open web browser by clicking the URL: **https://www.evoting.nsdl.com/** either on a computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
- 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***
d)	

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.

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

Details on Step 2 are given below:

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 Company, which is 120438** 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.
- 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.

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 in toll free no: **1800 1020 990/ 1800 224 430** 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:

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** between **Friday, 5th August, 2022** (9:00 AM IST) and **Sunday, 7th August, 2022** (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
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.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.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., Wednesday, 10th August, 2022.

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

Item No. 4

The Board of Directors of the Company at its meeting held on 29th May, 2022, based on the recommendation of the Audit Committee, appointed M/s. B S R & Co. LLP Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion this 86th Annual General Meeting to the conclusion of the 91st Annual General Meeting. The appointment is subject to the approval of the shareholders of the Company.

The proposed remuneration to be paid to M/s. B S R & Co. LLP, Chartered Accountants for audit services for the Financial Year ending 31st March, 2023, is Rs. 29,50,000 (Rupees twenty nine lac fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as agreed between the Board of Directors of the Company and the Auditors.

The Board of Directors, on the recommendation of the Audit Committee, are authorised to approve and/or revise the remuneration of the statutory auditors, from time to time.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Brief profile of M/s. B S R & Co. LLP

B S R & Co. ("the firm") was constituted on 27th March, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14th October, 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th floor, Central B Wing and North C Wing, Nesco IT Park 4, NESCO Centre, Western Express Highway, Goregaon (East), Mumbai-400063.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

The Firm is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. It has over 30 years of experience in India providing audit, tax and advisory services. The firm is also acting as statutory auditors of many listed entities. The firm has over 3000 staff and more than 100 partners.

Considering the expertise and experience of M/s. B S R & Co. LLP, the Board recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested in the said Resolution set out at item no. 4.

Item No. 5

The Board of Directors of the Company at their meeting held on 29th May, 2022, has, on the recommendations of the Audit Committee, appointed Shri Somnath Mukherjee, Cost Accountant (M. No. 5343), as Cost Auditor of the Company for the financial year 2022-23 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. 5 of the accompanying notice for approval of the members as an Ordinary Resolution.

Details of Directors seeking re-appointment at the Annual General Meeting 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

Details of Mr. Chandrakant Birla

Brief resume/Experience (including expertise in specific functional area)	Mr. Chandra Kant Birla, aged 67 (DIN: 00118473), 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.
Remuneration proposed to be paid	
Date of first appointment on the Board	29th September, 1978
Shareholding in the Company as on 31st March, 2022, 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 2021-22)	As mentioned in the Corporate Governance Report
Directorships in the Boards of other Listed entities as on 31st March, 2022	<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 31st March, 2022	<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