

ORIENT PAPER & INDUSTRIES LIMITED

CIN: L21011OR1936PLC000117

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

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

Tel: (033) 4082 3700/ 2220 0600

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]]

Dear Shareholders,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, ('Management Rules'), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolution as set out in this Notice are proposed for consideration by the members of Orient Paper & Industries Limited ('the Company') for passing by means of Postal Ballot by voting through electronic means only ('Remote e-voting/e- voting'):

1. Re-appointment of Mr. Srinivasan Vishvanathan (DIN: 02255828) as an Independent Director.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation and approval of Nomination and Remuneration Committee and Board of Directors the Company, Mr. Srinivasan Vishvanathan, who was appointed as an Independent Director to hold office up to 24th March, 2024 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 25th March, 2024 to 24th March, 2029."

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

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

R. P. Dutta
Company Secretary
ICSI Membership No. A14337

Place: Kolkata
Date: 16th February, 2024

NOTES:

1. In accordance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent in electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 16th February, 2024 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/ the Depository Participant(s). For members who have not registered their e-mail IDs, please follow the instructions given under note no. 5. In compliance with MCA Circulars, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
2. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”), setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto and forms part of this notice.
3. All documents referred to in the notice are available for inspection by the Members upto the last date specified for voting. The members may write to the Company at cosec@opil.in in this regard.
4. The Postal Ballot Notice is also 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 National Securities Depository Limited (“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 KYC forms - ISR-1, ISR-2 and SH-13 (please download the form from KFIN website- <https://ris.kfintech.com/clientservices/isc/default.aspx> along with request letter mentioning your folio number, to be registered along with copy of self-attested PAN, Aadhar and supporting the registered address/Bank details/E-mail and Mobile no. of the member, by post to RTA of the Company. In case of any queries, please contact Mr. S Balaji Reddy, Sr. Manager of KFin Technologies Limited at 1800 309 4001 (Toll Free) or by email to the company at cosec@opil.in
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules and Regulation 44 of Listing Regulation, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL as the agency to provide e-Voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
7. The e-voting period commences at **9:00 AM (IST) on Wednesday, 21st February, 2024 and ends at 5:00 PM (IST) on Thursday, 21st March, 2024**. The e-voting module shall be disabled by the NSDL for voting thereafter. During this period, members of the Company, holding shares, either in physical form or in dematerialized form, as on the cut-off date of **Friday, 16th February, 2024**, may cast their vote electronically. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently. A person who is not a member as on the cut- off date will treat this notice for information purpose only.
8. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) 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, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
9. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the last date of e-voting itself i.e. **Thursday, 21st March, 2024**.

Mr. Atul Kumar Labh, Practising Company Secretary (Membership No. FCS 4848), of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, has been appointed as the Scrutinizer to scrutinize the Postal Ballot process, in a fair and transparent manner.
10. Within a period of 2 working days from the conclusion of the voting, the Scrutinizer will submit his report, after completion of scrutiny, to the Chairman or any person authorised by him, who will declare the results of Postal Ballot.
11. The declared results along with the report of the scrutinizer shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and shall be placed on the website of the Company www.orientpaperindia.com and on the website of NSDL at www.evoting.nsdl.com and will be displayed at its Registered Office immediately after the declaration of the result.

12. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, stipulated that folios of the physical shareholders shall be frozen if PAN, Nomination, Contact details, Bank A/c details and Specimen signature are not submitted by the physical shareholders to RTA of the Company by 30th September, 2023.

Further, SEBI vide its Circular dated 26th September, 2023, had extended the time limit for submission of aforesaid details/documents till 31st December, 2023.

However, based on the various recommendations received from and to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the prescribed act(s), SEBI has been decided to do away with the above provisions relating to freezing of folios and referring frozen folios to the administering authority under the prescribed act. For more details shareholders are requested to refer SEBI Circular dated 17th November, 2023.

Although SEBI has done away with provisions relating to freezing of folios, it would be in the interest of the shareholders holding shares in physical mode to update their folio(s) by submitting/updating their PAN/ KYC/ Specimen Signatures and Nomination details. 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#>

13. SEBI vide its circular dated 27th December, 2023, has further extended the timeline for submission of 'choice of nomination' for shareholders holding shares in demat accounts from 31st December, 2023 to 30th June, 2024. Earlier, SEBI vide circular dated 26th September, 2023 extended the timeline for submission of nomination' for demat accounts holders from 30th September, 2023 to 31st December, 2023. For more details investors/shareholders are requested to refer SEBI Circular dated 27th December, 2023.

Shareholders holding shares in demat mode are requested to fulfil the requirement for nomination/opting out of nomination within the aforesaid time limit.

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

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

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

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

16. 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>

17. The instructions for shareholders for e-Voting

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 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.nsd.com/ either on a computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. 4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual and e-voting during the meeting.

	<p>If You are not registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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://eservices.nsd.com either on a computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider- NSDL and you will be redirected to e-voting website of NSDL forecasting your vote during the remote e-voting period. <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>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>II. Members holding securities in dematerialized mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.

	<ol style="list-style-type: none"> 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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"> 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.

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

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

Login Type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 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 toll free no. 1800 22 55 33.

(b) Login method 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://eservices.nsd.com> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- v. Your User ID details are given below:

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

- vi. Password details for members, other than Individual members, are given below:
- If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com
 - Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, PAN, name and registered address.
 - Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

- viii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- ix. Now, you will have to click on “Login” button.
- x. After you click on the “Login” button, home page of e-voting will open.

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

How to cast your vote electronically 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 is in active status.
- ii. Select “EVEN” of the Company which is 127920 for which you wish to cast your vote during the remote e-voting period.
- 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 www.evoting.nsdl.com to reset the Password.
- ii. In case of any queries related to e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting user manual available at the download section of <https://www.evoting.nsdl.com> or call on 022 – 4886 7000 and 022 – 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager and/or Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com.
- iii. Members who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / member who has forgotten the User ID and Password, may approach NSDL at evoting@nsdl.com for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions.

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 (A) i.e. Login method for e-Voting for Individual members holding securities in demat mode.
- iii. Alternatively, member may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Participants. Shareholders are required to update their mobile number and email ID correctly in their

demat account in order to access e-Voting facility.

- v. Members who need assistance may call on: 022-4886 7000 and 022-2499 7000 to NSDL or a send a request to Ms. Pallavi Mhatre, Senior Manager and/or Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com.

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

R. P. Dutta
Company Secretary
ICSI Membership No. A14337

Place: Kolkata

Date: 16th February, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

Item 1: Re-appointment of Mr. Srinivasan Vishvanathan (DIN: 02255828) as an Independent Director.

Mr. Srinivasan Vishvanathan, (DIN: 02255828) is an Independent Director of the Company, Chairman of the Audit Committee, Nomination and Remuneration Committee (NRC) and member of Stakeholders Relationship Committee and Risk Management Committee of the Company.

Mr. Srinivasan Vishvanathan, was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 25th March, 2019. The said term will be completed on 24th March, 2024.

The Board of Directors of the Company at its meeting held on 8th February, 2024, on the recommendation of NRC proposed re-appointment of Mr. Srinivasan Vishvanathan as an Independent Director, not liable to retire by rotation, for a second term for five consecutive years commencing from 25th March, 2024 to 24th March, 2029, subject to approval of the shareholders of the Company by way of Special Resolution.

Declarations have been received from the concerned Director that he meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In the opinion of your Board, Mr. Srinivasan Vishvanathan fulfills the conditions specified in the Companies Act, 2013 and the Rules thereunder and Listing Regulations, making him eligible for appointment as an Independent Director and he is independent of the management of the Company. Given his integrity, expertise, knowledge and experience, the Board considers that his re-appointment will be in the interest of the Company and the Board recommends the resolution contained in item no. 1 of the accompanying notice for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested in the said Resolution set out at item no. 1 except Mr. Srinivasan Vishvanathan being an appointee.

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

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

R. P. Dutta
Company Secretary
ICSI Membership No. A14337

Place: Kolkata

Date: 16th February, 2024

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Name of the Director	Mr. Srinivasan Vishvanathan
DIN	02255828
Date of Birth /Age	30-04-1954 / 69 years
Qualifications	M.Sc. (Physics), MBA and CAIIB
Brief resume/Experience (including expertise in specific functional area)	<p>Mr. Srinivasan Vishvanathan has National and International experience of more than 38 years in Wholesale Banking, Retail Banking and Markets. He led the largest Bank in India, State Bank of India, as the Managing Director and as a Director on its Central Board. He managed diverse businesses and stakeholders as the Managing Director of the Bank.</p> <p>He is an Independent Director on the Board of The Clearing Corporation of India Limited.</p> <p>At Orient Paper, Mr. Vishvanathan is the Chairperson of the Audit Committee, Nomination and Remuneration Committee and member of Stakeholders Relationship Committee and Risk Management Committee.</p>
Terms and conditions of Appointment	The term of re-appointment is for 5 years, i.e., from 25 th March, 2024 to 24 th March, 2029.
Remuneration last drawn (FY 2022-23)	Sitting Fees: Rs. 11,50,000/- Commission: Rs. 7,00,000/-
Remuneration proposed to be paid.	Sitting Fees and Commission as approved by the Board of Directors of the Company.
Date of first appointment on the Board	Mr. Srinivasan Vishvanathan, was appointed as an Independent Director of the Company for a term of five consecutive years with effect from March 25, 2019.
Shareholding in the Company as on the date of notice either directly or by way of beneficial interest	NIL
Relationship with other Director/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel.
Number of meetings of the Board attended during the financial year (FY 2023-24)	Mr. Srinivasan Vishvanathan has attended 4 out of 4 Board meetings till 8 th February, 2024, during the financial year 2023-24.
Directorships of other Boards as on date of notice	<p>Mr. S. Vishvanathan is Independent Director on the Board of The Clearing Corporation of India Limited (CCIL).</p> <p>He does not hold directorship in any listed entities other than Orient Paper & Industries Limited.</p>
Membership/Chairmanship of Committees of other Boards as on the date of Notice	At CCIL, he is the Member of Audit Committee, Risk Management Committee, Corporate Social Responsibility Committee, Technical Approval Committee, Regulatory Compliance Committee and Chairman of Nomination and Remuneration Committee.
Names of listed entities from which the person has resigned in the past three years.	NIL