



## ORIENT PAPER & INDUSTRIES LIMITED

CIN: L21011OR1936PLC000117

### Registered Office:

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

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# Notice

TO

## THE SHAREHOLDERS,

NOTICE is hereby given that the **85th Annual General Meeting** ("AGM") of the Shareholders of Orient Paper & Industries Limited (the "Company") will be held on **Friday, the 27th August, 2021 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, 2021, 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, 2021.
3. To appoint a Director in place of Shri Chandra Kant Birla (DIN: 00118473), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. **Re-appointment of Ms. Gauri Rasgotra 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, Ms. Gauri Rasgotra (DIN:06862334), who was appointed as an Independent Director to hold office up to August 21, 2021 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 for five years commencing with effect from August 22, 2021 to August 21, 2026."

5. **Re-appointment of Shri M. L. Pachisia as Managing Director**

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

"RESOLVED that Pursuant to the provisions of Article 95 of the Articles of Association of the Company and Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and subject to such approvals as may be required, Shri Manohar Lal Pachisia (DIN 00065431) be and is hereby re-appointed as the Managing Director of the Company for a period of six months with effect from 1st April, 2021 to 30th September, 2021, with liberty to either party to terminate the appointment on three months' notice in writing to the other at a remuneration and on terms set out below:

I.	Basic Salary	: Rs. 12,50,000/- per month
II.	House Rent Allowance	: Rs. 7,50,000/- per month
III.	Other Allowances	: Rs. 2,90,000/- per month
IV.	<b>Other reimbursements/Perquisites</b>	
	a) Medical Allowances/Reimbursement	: Rs. 50,000/- per annum
	b) Leave	: In accordance with the rules framed by the Company.
	c) Leave Travel Concession/Allowance	: Rs. 12,50,000/- per annum
	d) Club Fees	: Actual fees for a maximum of two clubs. This will not include admission fee and life membership fees.
	e) Personal Accident Insurance	: Premium not to exceed a sum of Rs. 4000/- per annum.
	f) Contribution to Provident Fund and Superannuation/Annuity Fund will be as per Scheme of the Company.	
	g) Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.	
	h) Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per rules of the Company.	
	i) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for Private purpose shall be billed by the Company to the Managing Director. If the Managing Director engages a driver, he will be reimbursed Rs. 15,000/- per month on account of Driving charges.	
V.	In addition to the above, the Board may at its discretion pay to the Managing Director other allowances, benefits, perquisites and ex-gratia amount not exceeding Rs. 2,75,00,000/- per financial year.	

"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 as set out in the resolution be paid as minimum remuneration to Shri Manohar Lal Pachisia, the Managing Director of the Company even if it exceeds the various stipulated limits of the various provisions of the Companies Act, 2013 or the rules related thereto during the tenure of his office."

Shri Manohar Lal Pachisia, subject to superintendence, control and directions of the Board of Directors, shall have the management of the whole or substantially the whole of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

#### 6. 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 60,000/- (Rupees sixty 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 2021-22, as approved by the Board of Directors of the Company, at its meeting held on 28th June, 2021, be and is hereby ratified and confirmed."

By Order of the Board  
For ORIENT PAPER & INDUSTRIES LIMITED

P.K. Sonthalia  
President (Finance) & CFO  
PAN: ALQPS6822D

Kolkata, the 31st day of July, 2021

## Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with earlier circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA 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"), SEBI (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 the Securities and Exchange Board of India ("SEBI") circular dated January 15, 2021 read with circular dated May 12, 2020 ("SEBI Circulars"), the Notice of AGM alongwith Annual Report for the year 2020-21 is being sent in electronic mode to Members whose e-mail address is registered with the Company/ the Depository Participant(s).
4. The Company has appointed M/s. KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, ("Kfintech" or "RTA") to provide VC/ OAVM facility and e-voting facility for the AGM.
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 notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this AGM. In case of any query, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or contact Mr. S V Raju, Deputy General Manager of KFin Technologies Private 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 Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at [www.orientpaperindia.com](http://www.orientpaperindia.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Kfintech, <https://evoting.kfintech.com>.
7. 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.
8. Details in respect of the Directors seeking appointment/ re-appointment at the AGM are provided in the Report on Corporate Governance forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment/reappointment.
9. The Register of Members of the Company will remain closed from Saturday, 21st August, 2021 to Friday, 27th August, 2021 (both days inclusive) for the purpose of payment of dividend on Equity Shares.
10. 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 Friday, 20th August, 2021.  
  
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 upon normalization, of prevailing COVID 19 pandemic.
11. 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, 2020 has been uploaded on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)) and on the website of the Company ([www.orientpaperindia.com](http://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](http://www.iepf.gov.in).

12. The SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/2018/73, inter alia, directed for payment of dividend to the shareholders through electronic modes or by physical instrument such as banker's cheque/demand draft incorporating bank details of the shareholders. Accordingly, shareholders holding shares in demat form are requested to update their demat account with the DP and those shareholders holding shares in physical form may send the bank account details alongwith original cancelled cheque leaf to the Company's RTA.
13. 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@orientpaperindia.com](mailto:cosec@orientpaperindia.com) in this regard.
14. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 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.
15. 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.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Kfintech in case the shares are held by them in physical form.

17. Members are requested to:

- a. communicate with RTA by Quoting their DP ID No. /Client ID No. or folio number at the following address:

M/s. KFin Technologies Private 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](mailto:einward.ris@kfintech.com)  
Website: [www.kfintech.com](http://www.kfintech.com)

- b. Intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, to their DPs in case the shares are held in electronic form and to Kfintech in case the shares are held in physical form.
- c. Intimate changes, if any, in Bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Kfintech in case the shares are held in physical form.

18. a) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 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. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- b) A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- c) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency

Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Above documents can be provided either by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by uploading the self-attested documents at <https://ris.kfintech.com/form15/> on or before August 19, 2021.

## 19. VOTING THROUGH ELECTRONIC MEANS

- A. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Kfintech, on all the resolutions set forth in this Notice.
- B. The Remote e-voting period commences from 9:00 AM (IST) on Tuesday, 24th August, 2021 and ends at 5:00 PM (IST) on Thursday, 26th August 2021. The remote e-voting module shall be disabled by the RTA for voting thereafter. During this period, shareholders of the Company, holding shares, either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th August, 2021, may cast their vote electronically either through remote e-voting or at AGM. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
- C. Shareholders who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date and shareholder who has forgotten the User ID and Password, may approach the Company / RTA for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions.
- D. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled

to cast their vote again.

- E. The shareholders present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote during the AGM through Insta Poll.
- F. A shareholder can opt for only single mode of voting i.e., through remote e-voting or Insta Poll. If a shareholder casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the AGM shall be treated as 'INVALID'.
- G. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 20th August, 2021.
- H. 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 voting process for the AGM, in a fair and transparent manner.

## I. INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY

### I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT

In terms of the SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding shares of the Company in demat mode is 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 shareholders holding shares in demat mode, as devised by the Depositories/ Depository participants, is given below:

NSDL	CDSL
<b>1. User already registered for IDeAS facility of NSDL:</b>	<b>1. User already registered for Easi/Easiest facility of CDSL:</b>
i. Type in the browser / click on the e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	i. Type in the browser / click on any of the following links: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>
ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section.	ii. Click on New System Myeasi / Login to My Easi option under Quick Login.
iii. A new page will open. Enter your User ID and Password. Post successful authentication, click on 'Access to e-Voting' under 'Value Added Services'.	iii. Enter your User ID and Password for assessing Easi / Easiest.

NSDL	CDSL
iv. Click on 'Active E-Voting Cycles' option under e-Voting.	iv. Click against Company name ('Orient Paper & Industries Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.
v. Click against Company name ('Orient Paper & Industries Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.	
<b>2. User not registered for IDeAS e-Services facility of NSDL:</b>	<b>2. User not registered for Easi/Easiest facility of CDSL:</b>
(i) To register type in the browser /click on, any of the following e-Service link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>	(i) To register type in the browser /click on the following link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
(ii) Select 'Register Online for IDeAS'	(ii) Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.
(iii) Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.	(iii) After successful registration, follow the steps mentioned under Para 1 above to cast your vote.
(iv) After successful registration, follow the steps mentioned under Para 1 above to cast your vote.	
<b>3. User may directly access the e-Voting website of NSDL:</b>	<b>3. User may directly access the e-Voting website of CDSL:</b>
(i) Type in the browser /click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>	(i) Type in the browser /click on the following link: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
(ii) Click on the icon 'Login' which is available under 'Shareholder/Member' section.	(ii) Click on E-Voting and enter your DP ID & Client ID and PAN.
(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password/OTP and a Verification Code as shown on the screen.	(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
(iv) Post successful authentication, you will be redirected to e-Voting page on NSDL website.	(iv) After successful authentication, you will enter e-voting module of CDSL.
(v) Click on 'Active E-Voting Cycles / VC or OAVMs' option under e-Voting.	(v) Click against Company name ('Orient Paper & Industries Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.
(vi) Click against Company name ('Orient Paper & Industries Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.	

#### Procedure to Login through Demat accounts of shareholders

Individual shareholders (holding shares in demat mode) may also login through their Depository Participants using the login credentials of their demat account with Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login,



you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click against Company name ('Orient Paper & Industries Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.

#### IMPORTANT NOTE

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Contact details of NSDL – In case shareholders face any technical issue	Contact details of CDSL – In case shareholders face any technical issue
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43.

#### II. FOR NON-INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

Login method for non-individual shareholders and shareholders holding shares in physical form are given below:

##### A. In case a shareholder receives an e-mail from the Company / Kfintech (RTA) [for shareholders whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (i.e., user-id and password) mentioned in the email communication. The e-Voting Event Number and your Folio Number or Your DP ID Client ID will be your User- ID.

##### User – ID: For shareholders holding shares in Demat form:

For NSDL: 8 Character DP ID starting with IN followed by 8 Digits Client ID

For CDSL: 16 digits beneficiary ID

##### User – ID: For shareholders holding shares in Physical Form:

EVEN 6060 followed by Folio No. registered with the Company/ RTA.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- After entering these details appropriately, Click on 'LOGIN'.

- If you are logging for the first time, you will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- You need to login again with the new credentials.

- On successful login, the system will prompt you to select the E-Voting Event Number 'EVEN' i.e., Orient Paper & Industries Limited.

- On the voting page you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

**B. In case of a shareholder whose e-mail address is not registered / updated with the Company / RTA / Depository Participant(s), please follow the following steps to generate your login credentials:**

- i. Shareholders holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on <https://ris.kfintech.com/client services/mobile reg/mobile email reg.aspx> or by providing necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [cosec@orientpaperindia.com](mailto:cosec@orientpaperindia.com).
- ii. Shareholders holding shares in dematerialised mode, shall provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [cosec@orientpaperindia.com](mailto:cosec@orientpaperindia.com).
- iii. After due verification, the Company/Kfintech will forward your login credentials at your registered e-mail address.
- iv. Follow the instructions at II.(A). (i) to (x) to cast your vote.

**III. INFORMATION AND INSTRUCTIONS FOR INSTA POLL DURING AGM**

Facility to cast vote through Insta Poll, for those shareholders who have not cast their votes earlier, will also be made available on the Video Conferencing

screen during the AGM, ('VOTE' icon at the bottom left on the Meeting Screen) and will remain active till the expiry of 15 minutes after the conclusion of the AGM.

**IV. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS**

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [ris@kfintech.com](mailto:ris@kfintech.com) and [cosec@orientpaperindia.com](mailto:cosec@orientpaperindia.com).
- ii. In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section / E-voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website <https://evoting.kfintech.com> or call at toll free no. 18003094001. Any grievance relating to e-voting / AGM may be addressed to Mr. S V Raju, Deputy General Manager, at e-mail id: [emeetings@kfintech.com](mailto:emeetings@kfintech.com).

**20. INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM:**

- i. Facility to attend the AGM through VC / OVAM platform and voting through e-voting during the AGM, is being provided through RTA of the Company. Shareholders will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com/> under shareholders/members login by using the e-voting credentials.
- ii. Shareholders are requested to follow the procedure given below:
  - Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>.
  - Enter the login credentials (i.e., User ID and password for e-voting).
  - After logging in, click on 'Video Conference' option
  - Then click on camera icon appearing against AGM EVEN 6060 of Orient Paper & Industries Limited to attend the AGM.
- iii. Please note that the shareholder who does not have the User ID and Password for e-Voting or has forgotten the User ID and Password may



retrieve the same by following the remote e-voting instructions mentioned above.

- iv. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves as Speaker by clicking on the "Speaker Registration" after logging at <https://emeetings.kfintech.com> by using e-voting login credentials from 22nd August 2021 (10 A.M. IST) to 24th August 2021 (5 P.M. IST). Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Only those Members who register themselves as Speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
- v. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com>.
- vi. 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@orientpaperindia.com](mailto:cosec@orientpaperindia.com) by 24th August, 2021.
- vii. Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- viii. Members who need technical assistance before or during the AGM, can contact with Mr. S V Raju of Kfintech at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or call at 1800 309 4001 (Toll Free).
- ix. Members are advised to join the Meeting preferably

through Laptops with Google Chrome for better experience. Further Members will be required to enable Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

- x. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop 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. Infrastructure, connectivity and speed available at the Speaker's location are essential to ensure smooth interaction.

#### OTHER INFORMATION

21. The attendance of the Members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. In case of joint holders joining the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
23. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny but not later than 48 hours after the conclusion of the meeting.
24. Based on the report received from the scrutinizer, the Company will submit to the stock exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the LODR.
25. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.orientpaperindia.com](http://www.orientpaperindia.com) and on the website of Kfintech at <https://evoting.kfintech.com/> and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges.
26. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting i.e. 27th August, 2021.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

Ms. Gauri Rasgotra, aged 53 years (DIN: 06862334) was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 22nd August, 2016. The said term will be completed on 21st August, 2021.

The Board of Directors of the Company at its meeting held on 28th June, 2021, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Gauri Rasgotra as an Independent Director, not liable to retire by rotation, for a second term for five years commencing with effect from 22nd August, 2021 to 21st August, 2026, subject to approval of the shareholders of the Company.

Declarations have been received from the Director that she 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"). In the opinion of your Board, Ms. Rasgotra fulfills the conditions specified in the Companies Act, 2013 and the Rules thereunder and Listing Regulations, making her eligible for appointment as an Independent Director and she is independent of the management of the Company.

Brief resume of Ms. Rasgotra and additional information pursuant to Regulation 36 of the Listing Regulations is provided below:

Ms. Gauri Rasgotra is an advocate. She has a rare combination of advisory and litigation experience of 26 years in both academic and corporate settings. She has vast experience in dealing with issues related to infrastructure projects. She has been working on privacy issues for international firms planning operations in India and has also addressed international conferences on issues of relevance to international law firms with respect to Indian legal framework. She also worked in the US at the George Washington University Law School in Washington D.C. where she was selected to be the first Director of the school's newly established India Studies Center between 2007 & 2009.

Ms. Gauri Rasgotra joined Cyril Amarchand Mangaldas in 2015 as a Partner and is the Partner (Head – Disputes, Delhi) & Head of the Delhi Office. She is an Independent Director on the Boards of Orient Paper & Industries Limited and HIL Limited.

In Orient Paper & Industries Limited, she is a member of

Audit Committee and Risk Management Committee and Chairperson of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee. In HIL Limited, she is a member of the Audit Committee, Nomination and Remuneration committee and Corporate Social Responsibility Committee and Chairperson of the Stakeholders Relationship Committee.

She does not hold any equity shares in the Company.

Given her integrity, expertise, knowledge and experience, the Board considers that her re-appointment will be in the interest of the Company and the Board recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as a Special Resolution.

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

### Item No. 5

It may be noted that pursuant to the resolution adopted by the Shareholders at the AGM held on 27th August, 2020, Shri M.L. Pachisia was re-appointed as the Managing Director of the Company from 01.04.2020 to 31.03.2021 at remuneration and on the terms and conditions as stated in the said resolution.

On expiry of his term, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 11th February, 2021 decided to re-appoint Shri M.L. Pachisia as the Managing Director of the Company for a period of six months from 01.04.2021 to 30.09.2021 on the terms and conditions as stated in the Resolution subject to the approval of the Shareholders by Special Resolution and such other approvals as may be required.

Shri M. L. Pachisia, has experience of over 50 years and is highly experienced and controls the affairs of the Company as whole. He has successfully and in a sustained way contributed significantly towards improvement in performance of the Company leading to its successful turnaround since his appointment as Managing Director of the Company in the year 2002. The remuneration payable to the Managing Director is comparable to the remuneration paid to a person holding similar position in other companies of similar size as that of the Company.

Given his expertise, knowledge and experience, the Board considers that although Shri M. L. Pachisa has attained the