

August 23, 2016

The Secretary
Bombay Stock Exchange Limited.
Corporate Relationship Department, 1st floor
New Trading Ring, Rotunda Building P.J. Tower
Dalal Street, Fort, Mumbai-400001
corp.relations@bseindia.com

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,, C-1, Block G, 5th floor
Bandra Kurla Complex
Bandra (E) Mumbai-400051
cmist@nse.co.in

Sub: Proceedings/ Outcome of the Annual General Meeting – Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) 2015

The 80th Annual General Meeting of the Company was held on Monday, 22nd August 2016 at the Registered Office of the Company at Unit VIII, Plot No. 7, Bhoynagar, Bhubanwsvar, Odisha 751012, which concluded at 11.55 a.m.

Present

Mr. Michael Bastian Director, Chairman of the Audit Committee and Stakeholders Relationship Committee, Member of Nomination and Remuneration Committee

40 Shareholders (including 19 shareholders as representatives holding 88,36,50,22 equity shares) and 6 Proxies (Proxies holding 73,67,690 equity shares) as stated in the Attendance Registrar, were present at the meeting.

In Attendance

Mr. P. K. Sonthalia President (Finance) & CFO

Mr. R. P. Dutta Company Secretary

Invitees

Shri A. K. Labh Secretarial Auditor and Scrutinizer



Orient Paper and Industries Limited

Birla Building 13th fl, 9/1 RN Mukherjee Road, Kolkata 700001, India +91 033 30573700 Email: info@orientpaperindia.com

Registered Office: Unit VIII, Plot No 7, Bhoynagar, Bhubaneshwar 751012, India www.orientpaperindia.com CIN:

L21011OR1936PLC000117

Proposed by Mr. P. K. Sonthalia and Seconded by Mr. S. B. Kar, Mr. Michael Bastian was unanimously elected to the Chair.

With the requisite quorum being present, the Chairman declared the meeting in order.

The Chairman informed that Mr. C. K. Birla, Chairman of the Company was travelling abroad. Mr. A. Ghosh, Mr. N. S. Sisodia, Ms. Gauri Rasgotra, Directors and Mr. M. L. Pachisia, Managing Director of the Company being pre-occupied could not attend the meeting. Mr. B. K. Jhawar, Director and Chairman of the Nomination & Remuneration Committee could not attend the meeting due to pre-occupation.

The Chairman declared that the Proxy Register, Statutory Auditors Report, Secretarial Audit Report, Register of Members, Register of Directors and KMP, Register of Contracts and other documents as referred in the Notice were available and open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

With the consent of the Shareholders, Notice convening the meeting was taken as read. Mr. R.P. Dutta, Company Secretary read the Auditors' Report to the members of the Company.

The Chairman informed that in compliance of provisions of the Companies Act, 2013 and the Rules framed thereunder, Remote E-voting facility was provided to the members of the Company through the e-voting services provided by NSDL on all the resolutions set forth in the Notice of the AGM dated 15th July 2016.

The Remote E-voting period remained open from 9:00 AM IST on Thursday, the 18th August, 2016 up to 5.00 PM IST on Sunday, the 21st August, 2016. During this period, members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Monday, 15th August, 2016, casted their votes electronically.

Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who could not cast their vote by Remote E-voting were provided the option to exercise their right to vote at the venue of the AGM by Physical Ballot, on all the Resolutions as set out in the notice of AGM.

Shri A.K. Labh, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the remote e-voting and physical ballot voting process in a fair and transparent manner.

The Chairman with the consent of the Shareholders present at the meeting took up the agenda items 1 to 9 of the Notice of the AGM and requested the members to propose and second all the resolutions in a sequential manner and the following items of notice of AGM were taken up accordingly:



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ORDINARY BUSINESS:

Resolution No.1:

Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2016, together with the Report of the Board of Directors and Auditors thereon

Resolution No. 2:

Declaration of dividend on equity shares

Resolution No. 3:

Re-appointment of Shri C. K. Birla as a Director of the Company who retires by rotation

Resolution No. 4:

Ratification of appointment of Auditors and fixing their remuneration

SPECIAL BUSINESS:

Resolution No.5: As an Ordinary Resolution

Appointment of Ms. Gauri Rasgotra as Independent Director of the Company for a period of 5 years w.e.f. 22nd August, 2016 i.e. the date of the Annual General Meeting

Resolution No. 6: As an Ordinary Resolution

Approval of the Remuneration payable to the Cost Auditor

Resolution No. 7: As a Special Resolution

Approval for payment of Commission to the Directors of the Company

Resolution No. 8: As a Special Resolution

Re-appointment of Shri M. L. Pachisia, Managing Director of the Company for the period from 23.09.2015 to 31.03.2017

Resolution No. 9: As a Special Resolution

Waiver of recovery of excess remuneration paid to the Managing Director for the financial year 2015-16

He briefed the members about the objectives and implications of all the resolutions which were to be passed by the members.

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The Chairman invited members to come forward and have their views, suggestions, query or clarifications, if any on the agenda items.

The Chairman thanked the members present at the meeting for their participation and requested them to proceed with the ballot voting. The Chairman also announced that the result of the Remote E-voting combined with the result of the physical ballot at the AGM shall be submitted by the scrutinizer within 24 hours of conclusion of the meeting and the said Scrutinizers' Report shall be posted on the website of the Company and shall also be forwarded to the stock exchanges and the NSDL facilitating the e-voting platform.

The Chairman also announced that the Scrutinizers' report shall be treated as a part of the proceedings of this Annual General Meeting and the results on the resolutions in terms of the Scrutinizers' Report shall be construed as the passing of the respective resolutions accordingly at the Annual General Meeting itself.

Based on the votes which were casted through Remote e-voting and voting by physical ballot paper at the AGM venue, the Scrutinizer prepared and submitted the Scrutinizer's Report dated 23rd August 2016 to the Company Secretary as authorized by the Chairman in this regard.

In terms of the Scrutinizer's Report, the resolutions no. 1 to 9 as set forth in the Notice of AGM of the Company have been passed with requisite majority and have been deemed to be passed on the date of the AGM i.e. 22nd August 2016.

The scrutinizer's report is enclosed for reference and record.

Please take the same on record.

Thanking you,
Yours faithfully,

For Orient Paper & Industries Limited



(P. K. Sonthalia)
President (Finance) & CFO

Encl. as stated

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**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
Orient Paper & Industries Limited
Unit – VIII, Plot No. 7
Bhoinagar, Bhubaneswar
Odisha-751012

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the Annual General Meeting of the members of "***Orient Paper & Industries Limited***" ("***Company***") held on Monday, 22nd August, 2016 at the Registered Office of the Company at Unit-VIII, Plot No.7, Bhoinagar, Bhubaneswar, Odisha-751012 at 11.30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 15th July, 2016. My responsibility as a scrutinizer for the remote e-voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s MCS Share Transfer Agents Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9.00 AM IST on Thursday, the 18th August, 2016 up to 5.00 PM IST on Sunday, the 21st August, 2016.

A. K. LABH

M.Com, MBA, FCS, ACMA (ICAI), ACS (London)
12th DHRD, PGDSDM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

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Website: www.aklabh.com

2. The Shareholders holding shares as on the "cut off" date, i.e. 15th August, 2016 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the notice dated 15th July, 2016 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The votes were unblocked on Monday, the 22nd August, 2016 around 03.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata - 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata - 700019 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVEN : 104373] and votes casted through physical ballot papers distributed at the AGM venue are as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

Consider and adopt the audited financial statements of the Company for the year ended 31st March 2016, together with the Report of the Board of Directors and Auditors thereon

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	95327030	
Voting by ballot	19	2356799	
Total	96	97683829	100.00%



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
Din., DHRD, PGHDSM, DIRPM
Practicing Company Secretary



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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

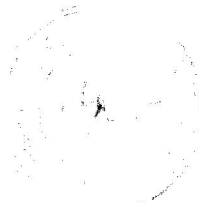
Total number of members whose votes were declared invalid	Total number of votes cast by them
9	22641283

b) Resolution 2

Declaration of dividend

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	76	95327015	
Voting by ballot	19	2356799	
Total	95	97683814	100.00%



**(ii) Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	22641283

c) Resolution 3**Re-appointment of Shri C. K. Birla (DIN : 00118473) who retires by rotation****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	77	95327030	
Voting by ballot	19	2356799	
Total	96	97683829	100.00%

(ii) Voted *against* the Resolution:

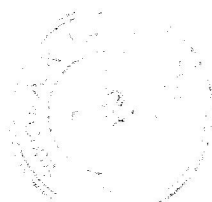
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	22640983

d) Resolution 4 : Ordinary Resolution **Ratification of appointment of Auditors and fixing their remuneration**(i) Voted *in favour* of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	76	95327029	
Voting by ballot	19	2356799	
Total	95	97683828	99.999999%



A. K. LABH

M.Com, MBA, FCS, ACMA (CAI), ACSI (London)
J.M. CHRD, PGDPSM, DIRPM
Practising Company Secretary

**A. K. LABH & Co.**

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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	
Voting by ballot	0	0	
Total	1	1	0.000001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	22641283

** SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution**

Appointment of Ms. Gauri Rasgotra (DIN : 06862334) as Independent Director of the Company for a period of 5 years w.e.f. 22nd August, 2016

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	74	95326530	
Voting by ballot	19	2356799	
Total	93	97683329	99.9997%



A. K. LABH

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DIP, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	300	
Voting by ballot	0	0	
Total	2	300	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	22640983

f) Resolution 6 : Ordinary Resolution

Approval of the Remuneration of the Cost Auditor

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	76	95326830	
Voting by ballot	19	2356799	
Total	95	97683629	99.9998%



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSF (Lond)
 CIM, DHRD, PGHDSM, DIRPM
 Practicing Company Secretary

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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	200	
Voting by ballot	0	0	
Total	1	200	0.0002%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	22641283

g) Resolution 7 : Special Resolution

Approval for payment of Commission to the Directors of the Company

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	72	95326040	
Voting by ballot	19	2356799	
Total	91	97682839	99.999%



A. K. LABH

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 M.M. DHRD, PGHDSM, DIRPM
Practicing Company Secretary

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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	990	
Voting by ballot	0	0	
Total	5	990	0.001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	22640983

h) Resolution 8 : Special Resolution

Re-appointment of Shri M. L. Pachisia (DIN : 00065431), Managing Director of the Company for the period from 23.09.2015 to 31.03.2017

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	75	95326915	
Voting by ballot	19	2356799	
Total	94	97683714	99.99998%

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A. K. LABH

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(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	15	
Voting by ballot	0	0	
Total	1	15	0.00002%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	22640983

i) Resolution 9 : Special Resolution

Waiver of recovery of excess remuneration paid to the Managing Director for the period from 01.04.2015 to 31.03.2016

(i) Voted **in favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	61	95323391	
Voting by ballot	19	2356799	
Total	80	97680190	99.9963%



A. K. LABH

MS. CLM, MBA, FCS, ACMA (ICAI), ACSI (Lond)
CMA (DRD), PGDPSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

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e-mail: aklabh@aklabh.com / aklabhes@gmail.com
Website: www.aklabh.com

(ii) Voted *against* the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	16	3639	
Voting by ballot	0	0	
Total	16	3639	0.0037%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	22641283

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238

Place: Kolkata
Dated: 24-03-2018



A. K. LABH

MCA-21, MHA, FCS, ACMA, ICAI, ACSI, and
C.A. (HONORARY MEMBER)
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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Witness :

1. *Raju Chowdhury*

(Raju Chowdhury)

The C.A.B. Dr. B. C. Roy Club House,
Eden Gardens, Kolkata - 700 021

2. *Biswarup Ganguly*

(Biswarup Ganguly)

27-2, Suren Tagore Road
Kolkata - 700 019

Verified the contents and received the Report of the Scrutinizer

For Orient Paper & Industries Limited

(R. P. Dutta)

Company Secretary

