

13th July, 2018

The Secretary
BSE Limited
Corporate Relationship Department, 1st floor
New Trading Ring, Rotunda Building P.J. Tower
Dalal Street, Fort, Mumbai-400001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, 5th floor
BandraKurla Complex
Bandra (E) Mumbai-400051

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

The 82nd Annual General Meeting of the Company was held on Thursday, 12th July 2018 at the Registered Office of the Company at Unit VIII, Plot No. 7, Bhoinagar, Bhubanwswar, Odisha 751012. The meeting commenced at 11 a.m. and concluded at 12.20 p.m.

Present

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

Mr. M. L. Pachisia, Managing Director and member of the Stakeholders Relationship Committee.

48 Shareholders holding 92459275 equity shares (including 20 representatives) and 4 Proxies holding 74,70,303 equity shares, as stated in the Attendance Register, were present at the meeting.

In Attendance

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

Mr. R. P. Dutta Company Secretary

Invitees

Shri Dheeraj Kumar Representative of M/s. Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditors of the Company

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, Bhoinagar, 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, Mr. A. Ghosh, Ms. Gauri Rasgotra Directors of the Company being pre-occupied could not attend the meeting. Mr. N.S. Sisodia, 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 of the Company 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 5th June 2018.

The Remote E-voting period remained open from 9:00 am on 9th July 2018 up to 5.00 pm on 11th July 2018. During this period, members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of 6th July 2018, 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 ballot paper, 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 6 of the Notice of the AGM and the following items of notice of AGM were taken up accordingly:

ORDINARY BUSINESS:

Resolution No.1:

Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2018 together with the Report of the Board of Directors and Auditors thereon.

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Resolution No. 2:

Declaration of final dividend of Re. 0.60 (60%) per equity share and to approve the interim dividend of Re.0.40 (40%) per equity share.

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 M/s. Price Waterhouse & Co. Chartered Accountants LLP as the Statutory Auditors of the Company and fixing their remuneration.

SPECIAL BUSINESS:

Resolution No.5: As an Ordinary Resolution

Approval of the Remuneration payable to the Cost Auditor.

Resolution No. 6: As a Special Resolution

Re-appointment of Shri M. L. Pachisia, Managing Director of the Company for a period of 1 year from 01.04.2018 to 31.03.2019.

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

He 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 48 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.



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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 13th July 2018 to the Company Secretary as authorized by the Chairman in this regard.


In terms of the Scrutinizer's Report, the resolutions no. 1 to 6 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. 12th July 2018.

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

A. K. LABH

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



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CONSOLIDATED 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
of the 82nd Annual General Meeting of
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 82nd Annual General Meeting of the members of "***Orient Paper & Industries Limited***" ("***Company***") held on Thursday, 12th July, 2018 at Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha – 751012 at 11:00 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 for the said voting 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 5th June, 2018. My responsibility as a scrutinizer for remote e-voting and voting through 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 Agent Ltd., the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, the 9th July, 2018 up to 5:00 P.M. IST on Wednesday, the 11th July, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 6th July, 2018 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 5th June, 2018 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 locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 12th July, 2018 around 12:25 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 2, Italgacha Road, Kolkata – 700079 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [**EVEN : 108433**] 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, 2018, 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	114	101781882	
Voting by ballot	26	1527226	
Total	140	103309108	99.99994%

(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	61	
Voting by ballot	0	0	
Total	1	61	0.00006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	32429626



**b) Resolution 2**

Declaration of final dividend of Re. 0.60 (60%) per equity share and approval of the interim dividend of Re. 0.40 (40%) per equity share

(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	115	101782332	
Voting by ballot	26	1527226	
Total	141	103309558	99.99994%

(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	61	
Voting by ballot	0	0	
Total	1	61	0.00006%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	32429626



**c) Resolution 3**

Re-appointment of Shri C. K. Birla (DIN: 00118473), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

(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	110	101781392	
Voting by ballot	26	1527226	
Total	136	103308618	99.99928%

(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	741	
Voting by ballot	0	0	
Total	5	741	0.00072%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	32429626



**d) Resolution 4 : Ordinary Resolution*****Ratification of the 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	113	101781246	
Voting by ballot	26	1527226	
Total	139	103308472	99.99975%

(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	261	
Voting by ballot	0	0	
Total	2	261	0.00025%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
11	24884209



** SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution*****Approval of the Remuneration of the Cost Auditor******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	113	101781682	
Voting by ballot	26	1527226	
Total	139	103308908	99.99975%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2	261	
Voting by ballot	0	0	
Total	2	261	0.00025%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid -</i>	<i>Total number of votes cast by them</i>
12	32429626



**f) Resolution 6 : Special Resolution****Re-appointment of Shri M. L. Pachisia (DIN: 00065431), Managing Director of the Company for the period from 01.04.2018 to 31.03.2019***(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	109	100402852	
Voting by ballot	26	1527226	
Total	135	101930078	98.66456%

(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	8	1379641	
Voting by ballot	0	0	
Total	8	1379641	1.33544%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	32429626



A. K. LABH

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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. 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 the 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: 13.07.2018

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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Witness :

1. *Rohit Kumar*

(Rohit Kumar)
Basundhara Apartment
Flat No. 6, 3rd Floor
2, Italgacha Road
Kolkata – 700079



2. *Priya Priya Singh*

(Priti Priya Singh)
8/A, Kailash Saha Lane
Kolkata – 700007

Received the Report of the Scrutinizer
For Orient Paper & Industries Limited

(R. P. Dutta)
Company Secretary