

August 24, 2015

The Secretary  
Bombay Stock Exchange Limited.  
Corporate Relationship Department, 1<sup>st</sup> floor  
New Trading Ring, Rotunda Building P.J. Tower  
Dalal Street, Fort, Mumbai-400001  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

✓ The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza,, C-1, Block G, 5<sup>th</sup> floor  
Bandra Kurla Complex  
Bandra (E) Mumbai-400051  
[cmliis@nse.co.in](mailto:cmliis@nse.co.in)

Mr. Nitin Ambure  
Vice President  
National Securities Depository Limited  
Trade World, 'A' Wing  
Kamala Mills Compound  
Lower Parel, Mumbai - 400013  
[NitinA@nsdl.co.in](mailto:NitinA@nsdl.co.in)  
[RajivR@nsdl.co.in](mailto:RajivR@nsdl.co.in)

Dear Sir,

**Sub: Outcome of the Annual General Meeting (AGM) and Report of the Scrutinizer.**

In terms of the provisions of clause 31 of the Listing Agreement, we are pleased to inform you that at the AGM of the shareholders of the Company held on Thursday, 20<sup>th</sup> August, 2015 at the registered office the following business were considered and approved:

- 1 Adoption of the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2015, together with the Report of the Directors thereon;
- 2 Declaration of dividend on Equity shares for the year 2014-15;
- 3 Re-appointment of Shri C. K. Birla as a Director of the Company who retires by rotation;
- 4 Ratification of the appointment of M/s. S. R. Balliboi & Co. LLP, as Statutory Auditors of the Company and to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company and fixing their remuneration;
- 5 Appointment of Ms. Gauri Rasgotra as a Director of the Company;

Orient Paper and Industries Limited  
Birla Building 13th fl, 9/1 RN Mukherjee Road, Kolkata 700001, India +91 033 30573700 Email:  
[Info@orientpaperindia.com](mailto:Info@orientpaperindia.com)  
Registered Office: Unit VIII, Plot No 7, Bhojnagar, Bhubaneswar 751012, India [www.orientpaperindia.com](http://www.orientpaperindia.com) CIN:  
L21011OR1936PLC000117

- 6 Approval of the Remuneration payable to the Cost Auditor;
- 7 Waiver of recovery of the excess remuneration paid to the Managing Director for the financial year 2014-15.

A copy of the Report of the Scrutinizer with respect to the Remote e-voting & ballot conducted at the AGM in this connection is attached herewith for your reference and record. The same is also being placed at the website of the Company at [www.orientpaperindia.com](http://www.orientpaperindia.com)

Thanking you,

Yours faithfully,  
For ORIENT PAPER & INDUSTRIES LIMITED

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

Encloses stated above

**Orient Paper and Industries Limited**

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

Registered Office: Unit VIII, Plot No 7, Bhoinagar, Bhubaneshwar 751012, India [www.orientpaperindia.com](http://www.orientpaperindia.com) CIN:  
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# A. K. LABH

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



# A. K. LABH & Co.

**Company Secretaries**

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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, as amended]

**The Chairman**  
**Orient Paper & Industries Limited**  
**Unit - VIII, Plot No. 7, Bhoinagar,**  
**Bhubaneswar - 751 012 (Odisha)**

*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* ("the Company") held on Thursday, 20<sup>th</sup> day of August, 2015 at 10:00 AM at Unit - VIII, Plot No. 7, Bhoinagar, Bhubaneswar - 751 012 (Odisha) 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 17<sup>th</sup> July, 2015. My responsibility as a scrutinizer for the 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 Agent Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Monday, the 17<sup>th</sup> August, 2015 up to 5.00 PM IST on Wednesday, the 19<sup>th</sup> August, 2015.



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- The Shareholders holding shares as on the "cut off" date, i.e. 13<sup>th</sup> August, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 17<sup>th</sup> day of July, 2015 of the Annual General Meeting of the Company.
- The votes were unblocked on Thursday, the 20<sup>th</sup> day of August, 2015 around 11.45AM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Tapas Pal and Mr. Alope Mukherjee who are not in employment of the Company.
- Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>).
- The result of the remote e-voting [EVEN : 102222] is as under:

<A> **ORDINARY BUSINESS:**

**a) Resolution 1**

***Adoption of the Audited Accounts of the Company for the year ended 31st March 2015, together with the Report of the Directors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
85100941	85100941	0

**b) Resolution 2**

***Declaration of dividend on Equity shares***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
85100941	85100941	0



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## c) Resolution 3

**Re-appointment of Shri C. K. Birla who retires by rotation**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
85100786	85100785	1

## d) Resolution 4

**Type of Resolution : Ordinary Resolution**

**Appointment of Auditors and fixing their remuneration**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
85100141	85100140	1

<B> **SPECIAL BUSINESS:**

## e) Resolution 5

**Type of Resolution : Ordinary Resolution**

**Appointment of Ms. Gauri Rasgotra as a Director of the Company.**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
85100541	85100361	180



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## f) Resolution 6

### Type of Resolution : Ordinary Resolution

#### *Approval of the Remuneration of the Cost Auditor*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
85100941	85100710	231

## g) Resolution 7

### Type of Resolution : Special Resolution

#### *Waiver of recovery excess remuneration paid to the Managing Director for the period from 01.04.2014 to 31.03.2015.*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
80678605	78174339	2504266

- 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.
- The result of the voting through ballot forms are as under :

### <A> ORDINARY BUSINESS:

#### a) Resolution 1

#### *Adoption of the Audited Accounts of the Company for the year ended 31st March 2015, together with the Report of the Directors thereon*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
39749869	39749869	0



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## **b) Resolution 2**

### ***Declaration of dividend on Equity shares***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
39749869	39749869	0

## **c) Resolution 3**

### ***Re-appointment of Shri C. K. Birla who retires by rotation***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
39749869	39749869	0

## **d) Resolution 4**

### **Type of Resolution : Ordinary Resolution**

### ***Appointment of Auditors and fixing their remuneration***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
39749869	39749869	0



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**<B> SPECIAL BUSINESS:**

**e) Resolution 5**

**Type of Resolution : Ordinary Resolution**

**Appointment of Ms. Gauri Rasgotra as a Director of the Company.**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
39749869	39749869	0

**f) Resolution 6**

**Type of Resolution : Ordinary Resolution**

**Approval of the Remuneration of the Cost Auditor**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
39749869	39749869	0

**g) Resolution 7**

**Type of Resolution : Special Resolution**

**Waiver of recovery excess remuneration paid to the Managing Director for the  
period from 01.04.2014 to 31.03.2015.**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
39749869	39749869	0





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8. Thus, the combined result of the remote e-voting [EVEN : 102222] and votes casted through physical ballot papers distributed at the venue are as under:

<A> **ORDINARY BUSINESS:**

**a) Resolution 1**

***Adoption of the Audited Accounts of the Company for the year ended 31st March 2015, together with the Report of the Directors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
124850810	124850810 (100.0000%)	0 (0.0000%)

**b) Resolution 2**

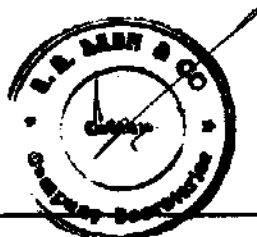
***Declaration of dividend on Equity shares***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
124850810	124850810 (100.0000%)	0 (0.0000%)

**c) Resolution 3**

***Re-appointment of Shri C. K. Birla who retires by rotation***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
124850655	124850654 (99.999999%)	1 (0.000001%)



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## d) Resolution 4

**Type of Resolution : Ordinary Resolution**

**Appointment of Auditors and fixing their remuneration**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
124850010	124850009 (99.999999%)	1 (0.000001%)

<B> **SPECIAL BUSINESS:**

## e) Resolution 5

**Type of Resolution : Ordinary Resolution**

**Appointment of Ms. Gauri Rasgotra as a Director of the Company.**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
124850410	124850230 (99.9999%)	180 (0.0001%)

## f) Resolution 6

**Type of Resolution : Ordinary Resolution**

**Approval of the Remuneration of the Cost Auditor**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
124850810	124850579 (99.9998%)	231 (0.0002%)



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## **g) Resolution 7**

### **Type of Resolution : Special Resolution**

***Waiver of recovery excess remuneration paid to the Managing Director for the period from 01.04.2014 to 31.03.2015.***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
120428474	117924208 (97.9205%)	2504266 (2.0795%)

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

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

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: 24.08.2015

**Verified the contents and received the Report of the Scrutinizer**  
For Orient Paper & Industries Limited

(R. P. Dutta)  
Company Secretary

**CERTIFIED TRUE COPY**

For ORIENT PAPER & INDUSTRIES LTD.

(R. P. DUTTA)  
Company Secretary  
ACS No. 14337

