

MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : G19269729

Service Request Date : 01/11/2016

Payment made into : ICICI Bank

Received From :

Name : ATUL KUMAR LABH
Address : A. K. LABH & CO., COMPANY SECRETARIES
40, WESTON STREET, 3RD FLOOR,
KOLKATA, West Bengal
India - 700013

Entity on whose behalf money is paid

CIN: L21011OR1936PLC000117
Name : ORIENT PAPER AND INDUSTRIES LTD.
Address : UNIT-VIII PLOT NO 7BHAINAGAR

BHUBANESWAR, Orissa
India - 751012

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7	Normal	600.00
Total		600.00

Mode of Payment: Credit Card- ICICI Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L21011OR1936PLC000117

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACO3279J

(ii) (a) Name of the company

ORIENT PAPER AND INDUSTRIE

(b) Registered office address

UNIT-VIII PLOT NO 7BHONAGAR
BHUBANESWAR
Orissa
751012
India

(c) *e-mail ID of the company

cosec@orientpaperindia.com

(d) *Telephone number with STD code

06742396930

(e) Website

www.orientpaperindia.com

(iii) Date of Incorporation

25/07/1936

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LTD	1
2	NATIONAL STOCK EXCHANGE LTD	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

12/1/5 MANOHARPUKUR ROAD
KOLKATA

(vii) *Financial year From date 01/04/2015 (DD/MM/YYYY) To date 31/03/2016 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 22/08/2016

(b) Due date of AGM 30/09/2016

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C3	Wood and wood products, furniture, paper and paper products	28.5
2	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	49.99
3	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	16.3

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1				
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	750,000,000	204,887,970	204,868,760	204,868,760
Total amount of equity shares (in Rupees)	750,000,000	204,887,970	204,868,760	204,868,760

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	750,000,000	204,887,970	204,868,760	204,868,760
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	750,000,000	204,887,970	204,868,760	204,868,760

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	0	0	0
Total amount of preference shares (in rupees)	250,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	250,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
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Equity shares				
At the beginning of the year	204,868,760	204,868,760	204,868,760	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	204,868,760	204,868,760	204,868,760	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				

Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	20/08/2015		
Date of registration of transfer (Date Month Year)	09/11/2015		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,000	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folio of Transferor	16118		

Transferor's Name	KHORANA		TINA
	Surname	middle name	first name
Ledger Folio of Transferee	18308		
Transferee's Name	GUPTA		SURBHI
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	09/11/2015
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	330	Amount per Share/ Debenture/Unit (in Rs.)	1
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Ledger Folio of Transferor	R16118
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Transferor's Name	KHORANA		TINA
	Surname	middle name	first name

Ledger Folio of Transferee	18308
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Transferee's Name	GUPTA		SURBHI
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	30/11/2015
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1,500	Amount per Share/ Debenture/Unit (in Rs.)	1
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Ledger Folio of Transferor	12067
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Transferor's Name	CHATTERJI		SHUVRA
	Surname	middle name	first name
Ledger Folio of Transferee	18309		
Transferee's Name	PATEL		HEMANG
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	29/02/2016
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1,000	Amount per Share/ Debenture/Unit (in Rs.)	1
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Ledger Folio of Transferor	12739
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Transferor's Name	JOBANPUTRA	PRATAPRAI	JAGDISH
	Surname	middle name	first name

Ledger Folio of Transferee	18311
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Transferee's Name	JOBANPUTRA	JAGDISH	RAMILA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,483,449,977
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			963,793,154
Deposit			334,694,616
Total			4,781,937,747

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

18,203,553,983

(ii) Net worth of the Company

4,142,102,719

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,371,250	3.59803515	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	70,958,672	34.63616024	0	

10.	Others 0	0	0	0	
	Total	78,329,922	38.23	0	0

Total number of shareholders (promoters)

18

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	42,909,325	20.9447868	0	
	(ii) Non-resident Indian (NRI)	1,487,188	0.72592229	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	4,000	0.00195247	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	11,874,164	5.79598568	0	
4.	Banks	163,870	0.07998779	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,110,782	0.54219199	0	
7.	Mutual funds	27,767,821	13.55395571	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	37,526,948	18.3175551	0	
10.	Others OCB & Trust	3,694,740	1.80346677	0	
	Total	126,538,838	61.77	0	0

Total number of shareholders (other than promoters)

19,716

**Total number of shareholders (Promoters+Public/
Other than promoters)**

19,734

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	18	18
Members (other than promoters)	19,435	19,716
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	1.41
B. Non-Promoter	1	5	1	5	0.02	0.01
(i) Non-Independent	1	1	1	1	0.02	0
(ii) Independent	0	4	0	4	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	0.02	1.42

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHANDRA KANT BIRL	00118473	Director	2,897,570	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
AMITABHA J. GHOSH	00055962	Director	7,000	
BASANT KUMAR JHAV	00086237	Director	0	
MICHAEL BASTIAN	00458062	Director	24,000	
NARENDRA SINGH SIK	06363951	Director	0	
GAURI RASGOTRA	06862334	Director	0	
MANOHAR LAL PACHI	00065431	Managing Director	36,640	
PRADEEP KUMAR SOI	ALQPS6822D	CFO	14,920	
RAM PRASAD DUTTA	AGNPD1188M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
GAURI RASGOTRA	06862334	Director	20/08/2015	CHANGE IN DESIGNATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	20/08/2015	19,734	40	43.2

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2015	7	5	71.42857143
2	05/06/2015	7	4	57.14285714

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	05/08/2015	7	5	71.42857143
4	30/10/2015	7	4	57.14285714
5	29/01/2016	7	6	85.71428571

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	11/05/2015	5	3	60
2	AUDIT COMM	05/08/2015	5	3	60
3	AUDIT COMM	30/10/2015	5	2	40
4	AUDIT COMM	29/01/2016	5	4	80
5	MANAGMENT	24/11/2015	2	2	100
6	NOMINATION	11/05/2015	3	2	66.66666667
7	NOMINATION	05/08/2015	4	2	50
8	NOMINATION	30/10/2015	4	2	50
9	STAKEHOLDER	11/05/2015	3	2	66.66666667
10	CORPORATE	11/05/2015	3	2	66.66666667

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	22/08/2016
								(Y/N/NA)
1	CHANDRA KA	5	4	80	0	0	0	No
2	AMITABHA J.	5	2	40	7	2	28.57142857	No
3	BASANT KUM	5	1	20	9	2	22.22222222	No
4	MICHAEL BAS	5	5	100	8	8	100	Yes
5	NARENDRA S	5	5	100	8	7	87.5	No
6	GAURI RASG	5	2	40	5	2	40	No
7	MANOHAR LA	5	5	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANOHAR LAL PA	MANAGING DIR	23,610,000	0	0	8,445,000	32,055,000
	Total		23,610,000	0	0	8,445,000	32,055,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRADEEP KUMAR	CFO	13,531,000	0	0	1,369,000	14,900,000
2	RAM PRASAD DUT	COMPANY SEC	1,556,000	0	0	58,000	1,614,000
	Total		15,087,000	0	0	1,427,000	16,514,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHANDRA KANT B	DIRECTOR	0	0	0	200,000	200,000
2	BASANT KUMAR J	DIRECTOR	0	0	0	200,000	200,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	AMITABHA GHOSH	DIRECTOR	0	0	0	250,000	250,000
4	MICHAEL BASTIAN	DIRECTOR	0	0	0	700,000	700,000
5	NARENDRA SINGH	DIRECTOR	0	0	0	650,000	650,000
6	GAURI RASGOTRA	DIRECTOR	0	0	0	200,000	200,000
	Total		0	0	0	2,200,000	2,200,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ATUL KUMAR LABH

Whether associate or fellow

Associate Fellow

Certificate of practice number

3238

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

MANOHAR
LAL
PACHISIA
Digitally signed by
MANOHAR LAL
PACHISIA
DN: cn=MANOHAR LAL
PACHISIA,
o=, ou=, email=MANOHAR.LAL@PACHISIA.COM

DIN of the director

00065431

To be digitally signed by

- Company Secretary
 Company secretary in practice

Membership number

14337

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8_Orient Paper.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

FORM - MGT-8

*(Pursuant to Section 92(2) of the Companies Act 2013 and Rule 11(2) of the Companies
(Management and Administration) Rules, 2014)*

I have examined the registers, records and books and papers of **M/s. Orient Paper and Industries Limited** (the Company) having its Registered Office at Birla Building, 13th Floor, 9/1, R. N. Mukherjee Road, Kolkata - 700001, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31.03.2016**. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the company has complied with provisions of the Act & Rules made there under, *to the extent and as were applicable to it*, in respect of:
 1. Its status under the Act : Listed Public Limited Company / Limited by shares;
 2. Maintenance of registers / records & making entries therein, as applicable, within the time prescribed therefore: The Company is in compliance with maintaining Registers and records as per the applicable provisions;
 3. Filing of forms and returns as stated in the annual return with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable, within the prescribed time: The Company is in compliance with the applicable provisions in this regard;
 4. Calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Books / registers maintained for the purpose and the same have been signed: The Company is in compliance with the applicable provisions in this regard;



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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Mobile : 98300-55689

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Website : www.aklabh.com

5. Closure of Register of Members / Security holders, as the case may be: The Company has closed the Register of Members and Share Transfer books during the year under report;
6. Advances / loans to its directors and / or persons or firms or companies referred in Section 185 of the Act: The Company is in compliance with the applicable provisions in this regard;
7. Contracts / arrangements with related parties as specified in Section 188 of the Act: All the related party transactions during the year were made on arm's length basis and in the ordinary course of business;
8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances: The Company is in compliance with the applicable provisions in this regard;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act: No such case was reported during the year under report;
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 205 of the Companies Act, 1956 : The Company has declared Dividend and also made the requisite transfer to Investor Education and Protection Fund during the year under report;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3),(4) and (5) thereof: The Company is in compliance with the applicable provisions in this regard;
12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them: The Company is in compliance with the applicable provisions in this regard;



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13. Appointment / reappointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act: The re-appointment of statutory auditors was ratified by the members at the Annual General Meeting during the year under report in accordance with the applicable provisions;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act : The Company is in process of filing of application for waiver of excess remuneration as being paid to the Managing Director during the year under report and the application for waiver of excess remuneration to him for the previous year (2014-15) is pending with the Central Government;
15. Acceptance / renewal / repayment of deposits : The Company has not accepted / renewed / repaid any kind of deposit during the period;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable : The Company is in compliance with the applicable provisions in this regard;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act : The Company is in compliance with the applicable provisions in this regard;
18. Alteration of the provisions of the Memorandum and Articles of Association of the Company: The Company has not altered any provisions of the Memorandum and / or Articles of Association during the year.

Place : Kolkata
Dated : 27-10-2016



For A. K. LABH & Co.
Company Secretaries

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