

FORM NO. MGT-7

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



सत्यमेव जयते

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 OF INDIA LTD.	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KARVY FINTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Karvy Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM

19/07/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

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	100

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
1				

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	212,204,712	212,185,502	212,185,502
Total amount of equity shares (in Rupees)	750,000,000	212,204,712	212,185,502	212,185,502

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
equity				
Number of equity shares	750,000,000	212,204,712	212,185,502	212,185,502
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	750,000,000	212,204,712	212,185,502	212,185,502

(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				
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
Equity shares				
At the beginning of the year	212,185,502	212,185,502	212,185,502	

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	212,185,502	212,185,502	212,185,502	
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		12/07/2018	
Date of registration of transfer (Date Month Year)		10/05/2018	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	2,500	Amount per Share/ Debenture/Unit (in Rs.)	1
Ledger Folia of Transferor	0015576		

Transferor's Name	BANSAL	CHAND	RAMESH
	Surname	middle name	first name
Ledger Folio of Transferee	0018328		
Transferee's Name	BANSAL		SARLA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	31/07/2018
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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	2,000	Amount per Share/ Debenture/Unit (in Rs.)	1
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Ledger Folio of Transferor	0011938
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Transferor's Name	MANI		RADHA
	Surname	middle name	first name

Ledger Folio of Transferee	0018329
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Transferee's Name	MANI		RADHA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	31/12/2018
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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	2,860	Amount per Share/ Debenture/Unit (in Rs.)	1
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Ledger Folio of Transferor	0006903
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Transferor's Name	BHATIA	TILOKCHAND	MANOHARLAL
	Surname	middle name	first name
Ledger Folio of Transferee	0018331		
Transferee's Name	BHATIA	TILOKCHAND	MANOHARLAL
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	31/12/2018		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	

Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	1
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Ledger Folio of Transferor	0009674		
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Transferor's Name	TARAPORE	PHEROZE	PHERUZA
	Surname	middle name	first name

Ledger Folio of Transferee	0018332		
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Transferee's Name	TARAPORE	PHEROZE	TANNAZ
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	31/12/2018		
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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	900	Amount per Share/ Debenture/Unit (in Rs.)	1
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Ledger Folio of Transferor	0018073		
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Transferor's Name	LILHA	PURSHOTTAMDAS	SRI
	Surname	middle name	first name

Ledger Folio of Transferee	0018333
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Transferee's Name	LILHA	KUMAR	PAWAN
	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			
	Surname	middle name	first name

Ledger Folio of Transferee	
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Transferee's Name			
	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			285,169,843.12
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			101,235,437
Total			386,405,280.12

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)

0

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

7,100,448,202

(ii) Net worth of the Company

13,851,260,589.91

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,604,945	3.58	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)	74,128,349	34.94	0	
10.	Others	0	0	0	
	Total	81,733,294	38.52	0	0

Total number of shareholders (promoters)

17

(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	48,252,418	22.74	0	
	(ii) Non-resident Indian (NRI)	1,822,028	0.86	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	3,556,346	1.68	0	
4.	Banks	385,874	0.18	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	906,070	0.43	0	
7.	Mutual funds	27,419,470	12.92	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	37,437,253	17.64	0	
10.	Others Trusts, Alternative Investm	10,672,749	5.03	0	
	Total	130,452,208	61.48	0	0

Total number of shareholders (other than promoters) 48,941

**Total number of shareholders (Promoters+Public/
Other than promoters)** 48,958

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

13

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK	6300 BEE CAVE ROAD BUILDING O			307,079	0.14
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING ON			277,986	0.13
AXA IM GLOBAL EMER	C/O REGISTERED AGENT SOLUTION			124,390	0.06
POLUS GLOBAL FUND	3RD FLOOR, NEXTERACOM, TOWE			82,142	0.04
MCKINLEY CAPITAL M	HSBC SECURITIES SERVICES, 11TH			41,925	0.02
EMERGING MARKETS	620 TRITON STREET, REGENT PLACE			38,871	0.02
WORLD EX U.S. CORE	6300 BEE CAVE ROAD BUILDING O			9,394	0
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING O			8,650	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
JOHN HANCOCK FUNI	601 CONGRESS STREET, BOSTON, I			7,442	0
ELARA INDIA OPPORT	4TH FLOOR, 19 BANK STREET, CYB			5,000	0
MORGAN STANLEY FR	61 RUE DE MON CEAU PARIS			2,764	0
BNS ASIA LTD	ONE RAFFELS QUAY NORTH TOWE			400	0
GOLDMAN SACHS (SIF	ONE RAFFELS LINKS 07 01			27	

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	17	17
Members (other than promoters)	36,180	48,941
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	1.6
B. Non-Promoter	1	4	1	4	0.02	0.01
(i) Non-Independent	1	0	1	0	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	5	1	5	0.02	1.61
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(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 BIRLA	00118473	Director	3,405,893	
MICHEAL BASTIAN	00458062	Director	26,733	05/08/2019
NARENDRA SINGH SINGH	06363951	Director	0	
GAURI RASGOTRA	06862334	Director	0	
MANOHAR LAL PACHIA	00065431	Managing Director	37,948	
SRINIVASAN VISHWANATHAN	02255828	Director	0	
PRADEEP KUMAR SOJAN	ALQPS6822D	CFO	15,920	
RAM PRASAD DUTTA	AGNPD1188M	Company Secretary	205	

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

2

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)
AMITABHA JUGALKISHORE	00055962	Director	31/01/2019	CESSATION
SRINIVASAN VISHWANATHAN	02255828	Additional director	25/03/2019	APPOINTMENT

A. 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 MEETING	12/07/2018	35,175	52	47.09

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	02/05/2018	6	5	83.33
2	01/08/2018	6	6	100
3	31/10/2018	6	6	100
4	23/01/2019	6	5	83.33
5	25/03/2019	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

13

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	02/05/2018	4	3	75
2	AUDIT COMM	01/08/2018	4	4	100
3	AUDIT COMM	31/10/2018	4	4	100
4	AUDIT COMM	23/01/2019	4	3	75
5	AUDIT COMM	25/03/2019	3	3	100
6	STAKEHOLDER	02/05/2018	3	2	66.67
7	STAKEHOLDER	31/10/2018	3	3	100
8	STAKEHOLDER	23/01/2019	3	3	100
9	NOMINATION	02/05/2018	3	3	100
10	NOMINATION	23/01/2019	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 19/07/2019 (Y/N/NA)
		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	
1	CHANDRA KA	5	5	100	0	0	0	No

2	MICHEAL BAS	5	5	100	12	12	100	Yes
3	NARENDRA S	5	5	100	10	10	100	No
4	GAURI RASG	5	4	80	10	7	70	No
5	MANOHAR LA	5	5	100	4	4	100	Yes
6	SRINIVASAN	1	1	100	0	0	0	No

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	48,630,377	0	0	0	48,630,377
	Total		48,630,377	0	0	0	48,630,377

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	21,630,474	0	0	0	21,630,474
2	RAM PRASAD DUT	COMPANY SEC	2,417,386	0	0	0	2,417,386
	Total		24,047,860	0	0	0	24,047,860

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	NON EXECUTIV	0	4,000,000	0	500,000	4,500,000
2	AMITABHA GHOSH	INDEPENDENT	0	1,041,667	0	700,000	1,741,667
3	MICHAEL BASTIAN	NDEPENDENT	0	1,250,000	0	1,350,000	2,600,000
4	NARENDRA SINGH	NDEPENDENT	0	1,250,000	0	1,250,000	2,500,000
5	GAURI RASGOTRA	NDEPENDENT	0	1,250,000	0	950,000	2,200,000
6	SRINIVASAN VISH	NDEPENDENT	0	23,973	0	100,000	123,973
	Total		0	8,815,640	0	4,850,000	13,665,640

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 Date: 2019.02.19 11:20:27 +05:30

DIN of the director

To be digitally signed by

RAM PRASAD DUTTA
Digitally signed by RAM PRASAD DUTTA Date: 2019.02.19 11:20:46 +05:30

- Company Secretary
- Company secretary in practice

Membership number

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

List of attachments


- Attach
- Attach
- Attach
- Attach

COMMITTEE MEETINGS ANNEXURE.pdf
mgt 8- 18-19.pdf

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

Continuation of IX.C. COMMITTEE MEETINGS

Sl. No.	Type of Meeting	Date of Meeting	Total no. of members as on the date of meeting	Attendance	
				No. of members attended	% of attendance
11	Nomination and Remuneration Committee	25-03-2019	2	2	100
12	Independent Directors Meeting	31-10-2018	4	4	100
13	Corporate Social Responsibility	02-05-2018	3	2	66.67

ORIENT PAPER & INDUSTRIES LTD.

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

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

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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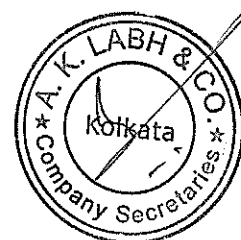
Website : www.aklabh.com

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 Unit VIII, Plot No. 7, Bhoingar, Bhubaneswar - 751012, Odisha as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31.03.2019**. 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 / Non-govt. Company;
 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;



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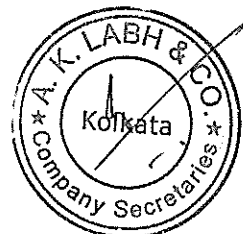
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5. Closure of Register of Members / Security holders, as the case may be: The Company has closed the Register of Members and Share Transfer books during the year under report;
6. Advances / loans to its directors and / or persons or firms or companies 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 and Shares as applicable to the Investor Education and Protection Fund in accordance with Section 124 and Section 125 of the Companies Act, 2013 : The Company has declared Dividend and also made the requisite transfer to Investor Education and Protection Fund during the year under report;

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred equity shares to the account of Investor Education and Protection Fund Authority (IEPF) during the year 2017-18. However, in the process of transfer, the Registrar and Share Transfer Agent of the Company has transferred entire shares lying in the unclaimed suspense account of the Company instead of actual number of shares required to be transferred to IEPF for which necessary steps have been taken for reversal/transfer of such shares from the concerned authority(ies).



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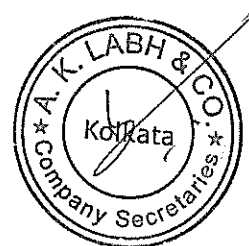
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11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub sections (3),(4) and (5) thereof: The Company is in compliance with the applicable provisions in this regard;
12. Constitution / 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;
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 held during the year under report in accordance with the applicable provisions in this regard;
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 :

Application by the Company to the Central Government for approval of payment of excess remuneration to the Managing Director of the Company during the financial year ended 31.03.2016 stands abated as per the MCA Notification dated 12th September, 2018. The Company had taken the necessary approval of the shareholders at the Annual General Meeting of the Company held on 19.07.2019 for waiver of recovery of excess remuneration as mentioned above.

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;



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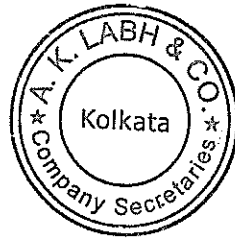
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18. Alteration of the provisions of the Memorandum and Articles of Association of the Company: The Company has not altered any provisions of the Memorandum and / or Articles of Association during the year.



Place : Kolkata

Dated : 05.09.2019

For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practicing Company Secretary

FCS - 4848 / CP No.- 3238

