

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 98300-55689 / 98300-57689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

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.



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- 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.
- 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 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.
- The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
- 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%



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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:

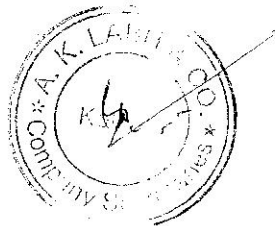
Total number of members whose votes were declared invalid	Total number of votes cast by them
9	22641283

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%



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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:

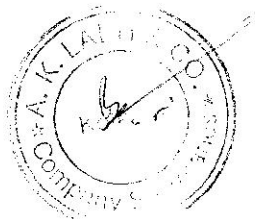
Total number of members whose votes were declared invalid	Total number of votes cast by them
9	22641283

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%



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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:

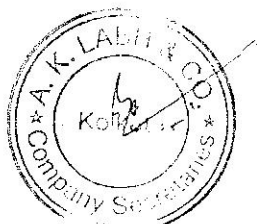
Total number of members whose votes were declared invalid	Total number of votes cast by them
8	22640983

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%



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(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	1	1	
Voting by ballot	0	0	
Total	1	1	0.000001%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
9	22641283

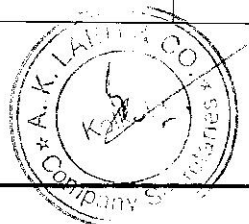
 SPECIAL BUSINESS:

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:

<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	74	95326530	
Voting by ballot	19	2356799	
Total	93	97683329	99.9997%



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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:

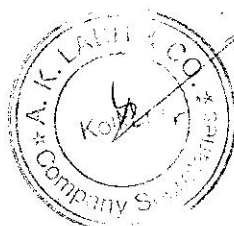
Total number of members whose votes were declared invalid	Total number of votes cast by them
8	22640983

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%



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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%



**(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	5	990	
Voting by ballot	0	0	
Total	5	990	0.001%

(iii) Invalid Votes:

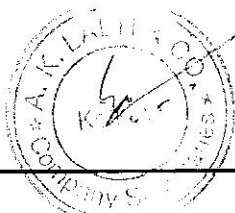
<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
8	22640983

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:

<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	75	95326915	
Voting by ballot	19	2356799	
Total	94	97683714	99.99998%



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(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	1	15	
Voting by ballot	0	0	
Total	1	15	0.00002%

(iii) Invalid Votes:

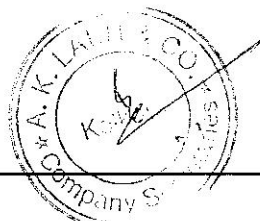
<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
8	22640983

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:

<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	61	95323391	
Voting by ballot	19	2356799	
Total	80	97680190	99.9963%



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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	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

- All the resolutions proposed hereinabove have been passed with requisite majority.
- 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: 23.08.2016

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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