

# 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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## **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 81<sup>st</sup> 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 81<sup>st</sup> Annual General Meeting of the members of “***Orient Paper & Industries Limited***” (“*Company*”) held on Wednesday, 9<sup>th</sup> August, 2017 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 5<sup>th</sup> July, 2017. 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 Agents Ltd., the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Saturday, the 5<sup>th</sup> August, 2017 up to 5:00 P.M. IST on Tuesday, the 8<sup>th</sup> August, 2017.
2. The Shareholders holding shares as on the “cut off” date, i.e. 2<sup>nd</sup> August, 2017 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 5<sup>th</sup> July, 2017 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 Wednesday, the 9<sup>th</sup> August, 2017 around 12:25 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Ashish Jha residing at 60A/2, Nabapally, South Roy Nagar, Banskroni, Kolkata – 700 070 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 : 106487**] 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, 2017, together with the Report of the Board of Directors and Auditors thereon**

**(i) Voted in favour of the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	107	126389283	
Voting by ballot	23	1535249	
<b>Total</b>	<b>130</b>	<b>127924532</b>	<b>100.00%</b>

**(ii) Voted against the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(iii) Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



**b) Resolution 2**

**Declaration of final dividend of Re. 0.50 (50%) per equity share and approval of the interim dividend of Re. 0.50 (50%) per equity share**

*(i) Voted in favour of the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	107	126389283	
Voting by ballot	23	1535249	
<b>Total</b>	<b>130</b>	<b>127924532</b>	<b>100.00%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



**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:*

<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	105	126389233	
Voting by ballot	23	1535249	
<b>Total</b>	<b>128</b>	<b>127924482</b>	<b>99.99998%</b>

*(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	30	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>30</b>	<b>0.00002%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**d) Resolution 4 : Ordinary Resolution*****Appointment of Auditors and fixing their remuneration******(i) Voted in favour of the Resolution:***

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	104	126389173	
Voting by ballot	23	1535249	
<b>Total</b>	<b>127</b>	<b>127924422</b>	<b>99.99998%</b>

***(ii) Voted against the Resolution:***

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	1	30	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>30</b>	<b>0.00002%</b>

***(iii) Invalid Votes:***

<b><i>Total number of members whose votes were declared invalid</i></b>	<b><i>Total number of votes cast by them</i></b>
0	0



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

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	104	126389173	
Voting by ballot	23	1535249	
<b>Total</b>	<b>127</b>	<b>127924422</b>	<b>99.99998%</b>

***(ii) Voted against the Resolution:***

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	1	30	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>30</b>	<b>0.00002%</b>

***(iii) Invalid Votes:***

<b><i>Total number of members whose votes were declared invalid</i></b>	<b><i>Total number of votes cast by them</i></b>
0	0



**f) Resolution 6 : Special Resolution**

**Re-appointment of Shri M. L. Pachisia (DIN: 00065431), Managing Director of the Company for the period from 01.04.2017 to 31.03.2018**

(i) *Voted in favour of the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	104	126388903	
Voting by ballot	23	1535249	
<b>Total</b>	<b>127</b>	<b>127924152</b>	<b>100.00%</b>

(ii) *Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) *Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0





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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. 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: 10.08.2017

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*Witness :*

1. *N. C. Saha*

*(Narayan Chandra Saha)*  
108/1, Sarat Chatterjee Road,  
Howrah – 711 102

2. *Ashish Jha*

*(Ashish Jha)*  
60A/2, Nabapally, South Roy Nagar,  
Bansdroni, Kolkata – 700 070



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

**(R. P. Dutta)**  
**Company Secretary**