

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
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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, Practising 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, 20th 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 17th 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 17th August, 2015 up to 5.00 PM IST on Wednesday, the 19th August, 2015.



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2. The Shareholders holding shares as on the "cut off" date, i.e. 13th August, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 17th day of July, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 20th 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. Alok Mukherjee who are not in employment of the Company.
4. 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>).
5. 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

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
85100941	85100941	0

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>
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

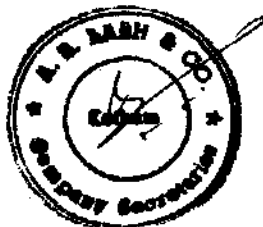
 SPECIAL BUSINESS:

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

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

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

<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) 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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 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
39749869	39749869	0

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
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.**

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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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%)

 SPECIAL BUSINESS:

e) Resolution 5

Type of Resolution : Ordinary Resolution

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

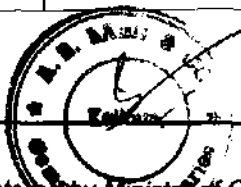
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
124850410	124850230 (99.9999%)	180 (0.0001%)

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)
Practising 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