

August 23, 2016

The Secretary
Bombay Stock Exchange Limited.
Corporate Relationship Department, 1st floor
New Trading Ring, Rotunda Building P.J. Tower
Dalal Street, Fort, Mumbai-400001
corp.relations@bseindia.com

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,, C-1, Block G, 5th floor
Bandra Kurla Complex
Bandra (E) Mumbai-400051
cm1ist@nse.co.in

Sub: Proceedings/ Outcome of the Annual General Meeting – Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) 2015

The 80th Annual General Meeting of the Company was held on Monday, 22nd August 2016 at the Registered Office of the Company at Unit VIII, Plot No. 7, Bhoinagar, Bhubanwsvar, Odisha 751012, which concluded at 11.55 a.m.

Present

Mr. Michael Bastian Director, Chairman of the Audit Committee and Stakeholders Relationship Committee, Member of Nomination and Remuneration Committee

40 Shareholders (including 19 shareholders as representatives holding 88,36,50,22 equity shares) and 6 Proxies (Proxies holding 73,67,690 equity shares) as stated in the Attendance Registrar, were present at the meeting.

In Attendance

Mr. P. K. Sonthalia President (Finance) & CFO

Mr. R. P. Dutta Company Secretary

Invitees

Shri A. K. Labh Secretarial Auditor and Scrutinizer



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

Proposed by Mr. P. K. Sonthalia and Seconded by Mr. S. B. Kar, Mr. Michael Bastian was unanimously elected to the Chair.

With the requisite quorum being present, the Chairman declared the meeting in order.

The Chairman informed that Mr. C. K. Birla, Chairman of the Company was travelling abroad. Mr. A. Ghosh, Mr. N. S. Sisodia, Ms. Gauri Rasgotra, Directors and Mr. M. L. Pachisia, Managing Director of the Company being pre-occupied could not attend the meeting. Mr. B. K. Jhawar, Director and Chairman of the Nomination & Remuneration Committee could not attend the meeting due to pre-occupation.

The Chairman declared that the Proxy Register, Statutory Auditors Report, Secretarial Audit Report, Register of Members, Register of Directors and KMP, Register of Contracts and other documents as referred in the Notice were available and open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

With the consent of the Shareholders, Notice convening the meeting was taken as read. Mr. R.P. Dutta, Company Secretary read the Auditors' Report to the members of the Company.

The Chairman informed that in compliance of provisions of the Companies Act, 2013 and the Rules framed thereunder, Remote E-voting facility was provided to the members of the Company through the e-voting services provided by NSDL on all the resolutions set forth in the Notice of the AGM dated 15th July 2016.

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. During this period, members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Monday, 15th August, 2016, casted their votes electronically.

Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who could not cast their vote by Remote E-voting were provided the option to exercise their right to vote at the venue of the AGM by Physical Ballot, on all the Resolutions as set out in the notice of AGM.

Shri A.K. Labh, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the remote e-voting and physical ballot voting process in a fair and transparent manner.

The Chairman with the consent of the Shareholders present at the meeting took up the agenda items 1 to 9 of the Notice of the AGM and requested the members to propose and second all the resolutions in a sequential manner and the following items of notice of AGM were taken up accordingly:



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ORDINARY BUSINESS:

Resolution No.1:

Adoption of 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

Resolution No. 2:

Declaration of dividend on equity shares

Resolution No. 3:

Re-appointment of Shri C. K. Birla as a Director of the Company who retires by rotation

Resolution No. 4:

Ratification of appointment of Auditors and fixing their remuneration

SPECIAL BUSINESS:

Resolution No.5: As an Ordinary Resolution

Appointment of Ms. Gauri Rasgotra as Independent Director of the Company for a period of 5 years w.e.f. 22nd August, 2016 i.e. the date of the Annual General Meeting

Resolution No. 6: As an Ordinary Resolution

Approval of the Remuneration payable to the Cost Auditor

Resolution No. 7: As a Special Resolution

Approval for payment of Commission to the Directors of the Company

Resolution No. 8: As a Special Resolution

Re-appointment of Shri M. L. Pachisia, Managing Director of the Company for the period from 23.09.2015 to 31.03.2017

Resolution No. 9: As a Special Resolution

Waiver of recovery of excess remuneration paid to the Managing Director for the financial year 2015-16

He briefed the members about the objectives and implications of all the resolutions which were to be passed by the members.

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The Chairman invited members to come forward and have their views, suggestions, query or clarifications, if any on the agenda items.

The Chairman thanked the members present at the meeting for their participation and requested them to proceed with the ballot voting. The Chairman also announced that the result of the Remote E-voting combined with the result of the physical ballot at the AGM shall be submitted by the scrutinizer within 24 hours of conclusion of the meeting and the said Scrutinizers' Report shall be posted on the website of the Company and shall also be forwarded to the stock exchanges and the NSDL facilitating the e-voting platform.

The Chairman also announced that the Scrutinizers' report shall be treated as a part of the proceedings of this Annual General Meeting and the results on the resolutions in terms of the Scrutinizers' Report shall be construed as the passing of the respective resolutions accordingly at the Annual General Meeting itself.

Based on the votes which were casted through Remote e-voting and voting by physical ballot paper at the AGM venue, the Scrutinizer prepared and submitted the Scrutinizer's Report dated 23rd August 2016 to the Company Secretary as authorized by the Chairman in this regard.

In terms of the Scrutinizer's Report, the resolutions no. 1 to 9 as set forth in the Notice of AGM of the Company have been passed with requisite majority and have been deemed to be passed on the date of the AGM i.e. 22nd August 2016.

The scrutinizer's report is enclosed for reference and record.

Please take the same on record.

Thanking you,
Yours faithfully,

For Orient Paper & Industries Limited


(P. K. Sonthalia)
President (Finance) & CFO

Encl. as stated

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