

August 14, 2017

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

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

SCRIP CODE : BSE: 502420 / NSE: ORIENTPPR

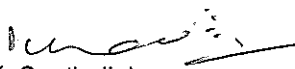
Re: **Postal Ballot Notice**

Dear Sir,

In terms of Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Postal Ballot Notice dated 02.08.2017 seeking consent of the shareholders for passing of the resolution through Postal Ballot as stated in the Notice.

Thanking you,

Yours faithfully,
For ORIENT PAPER & INDUSTRIES LTD.


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



Encl: as above

ORIENT PAPER & INDUSTRIES LIMITED

CIN : L21011OR1936PLC000117

Registered Office : Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012, (Odisha)

Ph: (0674) 2396930 Fax: (0674) 2396364

E-mail : cosec@orientpaperindia.com, Website : www.orientpaperindia.com

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company proposes to seek consent of its Shareholders by passing resolution through Postal Ballot in respect of the following business:

To consider and, if thought fit, to pass the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s), amendments, or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Miss Avani Birla, a relative of Shri C. K. Birla, Director and Chairman of the Company as Senior Executive of Orient Electric, a division of Orient Paper & Industries Limited at an annual remuneration of Rs. 75,11,020/- (Rupees Seventy Five Lacs Eleven Thousand Twenty Only) consisting of basic salary, special allowance, medical reimbursement, annual bonus, provident fund contribution, contribution to superannuation fund and gratuity apart from other benefits, amenities and facilities, as applicable to the other employees occupying similar position in the Company as per the applicable rules, which is commensurate with her qualification and experience and as per prevalent industry standards, provided that the annual remuneration shall not exceed Rs. 1,50,00,000 (Rupees One Core Fifty Lacs Only) inclusive of all other benefits, perquisites, allowances, amenities and facilities.”

By Order of the Board
For ORIENT PAPER & INDUSTRIES LIMITED

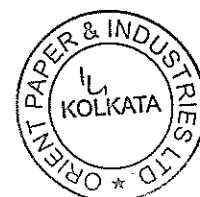
(P. K. Sonthalia)
President (Finance) & CFO

Kolkata, the 2nd August, 2017



NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the notice.
2. The Notice is being sent to all the Shareholders (Members), whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 4th August 2017.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants ((in case of electronic shareholding)/ the Company's registrar and share transfer agent (in case of physical shareholding). For members whose email IDs are not registered physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Registrar of Members/List of Beneficial Owners as on 4th August 2017 will be considered for the purpose of voting.
5. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. Members who have not received Postal Ballot Form may apply to the Company by email to cosec@orientpaperindia.com or write to the Company and obtain a duplicate thereof.
7. Members wishing to exercise their vote by physical postal ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before the close of working hours (i.e. 5:00 p.m.) on 18th September, 2017. Postal Ballot Forms received after 5:00 p.m. on 18th September, 2017 shall be deemed invalid.
8. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened for the purpose and shall be deemed to have been passed on 18th September, 2017, i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
9. The Board of Directors of your Company has appointed Mr. Atul Kumar Labh, a Company Secretary in practice (ICSI CP Registration no. 3238), Kolkata as the Scrutinizer for conducting the postal ballot and e-voting process.
10. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its member.
11. The e-voting period commences on 19th August, 2017 (9:00 am) and ends on 18th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on 4th August, 2017, may cast their vote by electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
12. The instructions for shareholders for voting electronically are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open the attached PDF file "Orient Paper e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Orient Paper e-voting.pdf"
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>



- (iii) Click on Shareholder - Login
 - (iv) Put user ID and password and Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Orient Paper & Industries Ltd."
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical Postal Ballot Form [for members whose email IDs are not registered with the Company/Depository Participants(s)]:
- i) Initial password is provided at the bottom of the Postal Ballot Form.
 - ii) Please follow steps from sl. no. (ii) to (xii) under heading A above to vote through e-voting platform.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
14. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. In case shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID) and in case shareholders are holding shares physical mode, USER-ID is the combination of (Even No+Folio No).
15. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the 4th August, 2017.
16. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after completion of scrutiny, and the result of the Postal Ballot and e-voting will be declared on or before 20th September, 2017. Such Results, alongwith the Scrutinizer's Report, will be available on the Company's website www.orientpaperindia.com and will be forwarded to the Stock Exchanges where the Company's shares are listed, National Securities Depository Limited (NSDL), engaged by the Company for facilitating e-voting on that date.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

It may be noted that upon the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company at its meeting held on 1st August, 2017, inter alia, decided to appoint Miss Avani Birla, a relative of Shri C. K. Birla, Director and Chairman of the Company to the place of profit being the office of the Senior Executive of Orient Electric, a division of Orient Paper & Industries Limited.

Miss Avani Birla, aged 32 years is a B.A. from University of Cambridge, UK and has completed MBA from Harvard Business School in Cambridge, Massachusetts, USA. She has valuable work experience in major companies having business interest in India and abroad.

Miss Avani Birla is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval of the Company. Hence, approval of members is sought for her appointment and payment of remuneration as proposed in the resolution.

The information as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

- (a) Name of the related party: Miss Avani Birla;
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. Chandra Kant Birla, Director and Chairman of the Company;
- (c) Nature of relationship: Miss Avani Birla is daughter of Mr. Chandra Kant Birla;
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement:

It is proposed to appoint Miss Avani Birla to the place of profit being the office of the Senior Executive of Orient Electric, a division of Orient Paper & Industries Limited at an annual remuneration of Rs. 75,11,020/- (Rupees Seventy Five Lacs Eleven Thousand Twenty Only) consisting of basic salary, special allowance, medical reimbursement, annual bonus, provident fund contribution, contribution to superannuation fund and gratuity apart from other benefits, amenities and facilities, as applicable to the other employees occupying similar position in the Company as per the applicable rules, which is commensurate with her qualification and experience and as per prevalent industry standards, provided that the annual remuneration shall not exceed Rs. 1,50,00,000 (Rupees One Core Fifty Lacs Only) inclusive of all other benefits, perquisites, allowances, amenities and facilities.

- (e) Any other information:

Miss Avani Birla is holding 1,30,000 equity shares of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is any way concerned or interested in the said resolution except Shri C K Birla who is of the relative of Miss Avani Birla to the extent of the remuneration and benefits that Miss Avani Birla may get by holding the said office or place of profit in the Company upon her appointment.

The Board recommends the resolution set forth in the notice for approval of the Members.

