

**POSTAL BALLOT FORM**

(Please read the Instructions carefully before exercising the vote by completing this form)

1. Name and Registered address of :  
 sole/first named Member  
 (including joint holder(s) (if any)  
 (in Block letters)
2. Registered Folio No./DP & Client ID No.\*  
 (\*Applicable to investors holding shares  
 in Dematerialised form)
3. No. of shares held :
4. I/We hereby exercise my/our votes in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated 24<sup>th</sup> May, 2017 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

Description	No. of equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
<p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30 November 2015, the observation letters issued by each of the BSE Limited and the National Stock Exchange of India Limited, both dated 15 March 2017 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Kolkata Bench (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between <b>Orient Paper &amp; Industries Limited and Orient Electric Limited and their respective shareholders and creditors (“Scheme”)</b> placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”</p>			

Place : \_\_\_\_\_  
 Date : \_\_\_\_\_  
Signature(s) of Shareholder(s)/  
 Authorised Representative

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions printed overleaf carefully before exercising your vote.

Printed By Calcutta Marketing



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## INSTRUCTIONS FOR VOTING BY POSTAL BALLOT

1. Shareholder(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and seal the same and send it to the Scrutinizer, Mr. Pawan Kumar Sarawagi, *Company Secretary in whole-time practice, c/o, Orient Paper & Industries Limited* in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or by any other mode at the expense of the Shareholder(s) will also be accepted.
2. The self-addressed business reply envelopes bear the name and postal address of the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the Shareholder, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Shareholder shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter, with the specimen signature(s) of the authorized signatory(ies) duly attested.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of despatch of the notice. Postal Ballot Form received after 5.00 p.m. on Wednesday, the 28<sup>th</sup> day of June 2017 will be strictly treated as if the reply from such Shareholder(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
9. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
  - (a) It has not been signed by or on behalf of the shareholder;
  - (b) Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
  - (c) It is not possible to determine without any doubt the assent or dissent of the shareholder;
  - (d) Neither assent nor dissent is mentioned;
  - (e) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
  - (f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (g) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - (h) Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Shareholder whose name appears in the Register of Members/Record of Depositories as on 19<sup>th</sup> day of May, 2017.
12. A Shareholder may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.



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