



Ballarpur Industries Limited

Regd. Office: P.O. Ballarpur Paper Mills - 442901, Distt. Chandrapur, Maharashtra

NOTICE

NOTICE is hereby given that the Sixty Seventh Annual General Meeting of the Members of Ballarpur Industries Limited will be held at 12.00 noon on Tuesday, the 18th December, 2012, at P.O. Ballarpur Paper Mills - 442 901, Distt. Chandrapur, Maharashtra, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Profit and Loss Account for the financial year ended 30th June, 2012 and the Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on the equity shares of the Company for the financial year ended 30th June, 2012.
3. To appoint a Director in place of Mr. B. Hariharan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. A.S. Dulat, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. K. K. Mankeshwar & Co., Chartered Accountants (FRN 106009W), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. P.V. Bhide be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such sanctions and approvals as may be required, Mr. R. R. Vederah be and is hereby reappointed as Managing Director & Executive Vice Chairman of the Company with effect from 1st July, 2012 for a period of 2 years, not liable to retire by rotation.
RESOLVED FURTHER THAT Mr. Vederah shall carry out all his duties subject to supervision, control and direction of the Board of Directors of the Company and shall be entitled to remuneration, perquisites and benefits, as enumerated in the annexed Explanatory Statement with effect from 1st July, 2012.
RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the remuneration as set out in the Explanatory Statement be paid to Mr. Vederah as minimum remuneration, subject to necessary approval(s), as may be required."
8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :
"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors for auditing the Accounts pertaining to the various Units and / or Branch Offices of the Company, whether existing and / or to be opened / acquired in future and to fix their remuneration.
RESOLVED FURTHER THAT the acts, deeds and things already done by the Board of Directors in this regard be and are hereby confirmed, approved and ratified."

By order of the Board

Akhil Mahajan

Chief General Manager &
Company Secretary

Date : 29th August, 2012

Place : New Delhi

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of himself. A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the meeting.**
Corporate Members intending to send their authorized representatives are required to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
2. Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, brief profile of Directors proposed to be re-appointed are given in the Report on the Corporate Governance.
3. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956, in respect of Special Business is annexed hereto.
4. The Share Transfer Books and Register of Members of the Company shall remain closed from Wednesday, 5th December, 2012 to Tuesday, the 18th December, 2012 (both days inclusive).
Dividend on equity shares for the financial year ended 30th June, 2012, if declared at the Annual General Meeting, shall be paid to those Members whose names (in case of shares held in electronic form) appear as Beneficial Owners as at close of business hours on Tuesday, 4th December, 2012, and for shares held in physical form, whose names appear in the Register of Members on the date of the Annual General Meeting.
5. In order to provide protection against fraudulent encashment of dividend warrants, the Members holding shares in physical form are requested to provide, if not already provided, their bank account number, name and address of the bank and branch latest by 4th December, 2012, to enable the Company to incorporate the same in the dividend warrants.
In case the shares are held in dematerialised form, the above intimation, alongwith any request for effecting changes in the details provided earlier, should only be forwarded to the respective Depository Participant.
6. **Members are requested to immediately notify the Company their change of address, mandate, bank particulars etc. To ensure prompt action, Members are requested to clearly mention their Registered Folio Number in every correspondence with the Company. In case the shares are held in dematerialised form, the above mentioned intimation is to be forwarded to the respective Depository Participant.**
7. Members are requested to produce enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall. Members, who hold shares in dematerialised form, are requested to bring their Client-ID and DP-ID statement for easier identification at the meeting.
8. Members are once again informed that in terms of Sections 205A and 205C of the Companies Act, 1956, dividends which

remain unclaimed / unencashed for a period of 7 years are to be transferred by the Company to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. No claim lies against the Company or IEPF, for unclaimed / unencashed dividend amount, if any, upon transfer.

Accordingly, all dividends declared upto January, 2005 which remained unclaimed / unencashed, have already been transferred to the IEPF.

The tentative schedule for transfer of remaining unclaimed / unencashed dividend to the IEPF in respective years is given in the Section "Additional Shareholders' Information" forming part of the Report on Corporate Governance.

In view of the above, the Members are advised to encash or claim the dividend before transfer to the Investor Education and Protection Fund. The detail of unclaimed dividend is also available on Company's website.

9. Pursuant to Section 109A of the Companies Act, 1956, Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Company.
10. Consequent to the Scheme of Arrangement and Reorganization, the Company had despatched new Share Certificates (post split and buyback) and Buyback consideration in the year 2008. Members are requested to notify the Company of non receipt of above to claim the same.

The Registrar and Transfer Agent of the Company has sent an intimation and reminder to the concerned Members to claim the aforesaid Share Certificate(s). If the same remain unclaimed after two additional intimations, the Company shall transfer the Equity Shares to a separate dematerialised account viz. Unclaimed Share Certificates, after following the prescribed procedure and voting rights shall be suspended thereon. However, Members may write to the Company to claim the said Share Certificates which shall be despatched, after completion of documentation.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

The Board of Directors of the Company had appointed Mr. P.V. Bhide as an Additional Director w.e.f. 7th February, 2012.

Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Article 130 of Articles of Association of the Company, Mr. Bhide holds office upto the date of this Annual General Meeting.

Necessary notice as required under Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Bhide as Director has been received by the Company. The Board recommends the Resolution for your approval.

None of the Directors of the Company, except Mr. Bhide, is concerned or interested in the resolution.

ITEM NO. 7

At the Sixty Fifth Annual General Meeting of the Company held on 1st December, 2010, the Members had approved the appointment and remuneration of Mr. R. R. Vederah as Managing Director of the Company for a period of 2 years w.e.f. 1st July, 2010. Further, the Board of Directors had re-designated Mr Vederah as Managing Director & Executive Vice Chairman of the Company w.e.f. 1st July, 2011.

The tenure of Mr. Vederah expired on 30th June, 2012 and the Board of Directors on 28th June, 2012, had re-appointed him as Managing Director & Executive Vice Chairman of the Company, for a further period of two years with effect from 1st July, 2012, subject to the approval of members of the Company in the ensuing Annual General Meeting.

Mr. Vederah, an Engineer from IIT, New Delhi and a Masters of Sciences in Chemical Engineering from University of Ashton (U.K.), has 42 years of rich and varied experience and has been with the group for more than 25 years. He drives the implementation of the Company's overall business strategy. He is also the key driver of new technology and quality initiatives aimed at taking the Company towards leadership

position in the South Asian Region. He is a key member of the Avantha Management Board.

Mr. Vederah was ranked 8th in the global pulp and paper industry's top 50 power list for 2011 by RISI, the definitive source for information on the global forest products industry. RISI also named him Asian CEO for the Year 2011.

The Company became a global player with its first international acquisition of Sabah Forest Industries Sdn. Bhd., Malaysia (SFI) in 2007 led by Mr. Vederah.

Under the able guidance of Mr. Vederah, the Company implemented its expansion plans at Units Bhigwan, Ballarpur and SFI. At Unit Bhigwan, the project to increase the capacity of producing coated wood-free paper from 125,000 metric tonnes per annum (MTPA) to 315,000 MTPA was completed successfully and commercial production commenced in March, 2009. At Unit Ballarpur, the project to increase the capacity of producing uncoated wood-free paper from 125,000 MTPA to 290,000 MTPA was completed successfully and commercial production commenced in December, 2009. The project to increase 120,000 AD tonnes of pulp per annum at SFI has been completed successfully and commercial production commenced in June, 2012. At Unit Ballarpur, the project to increase 170,000 AD tonnes of pulp per annum is underway.

The remuneration to be paid to Mr. Vederah is enumerated below:

Salary

Rs. 1,46,42,000/- (Rupees One Crore Forty Six Lacs and Forty Two Thousand Only) per annum .

Performance Incentive

Upto Rs. 2,50,00,000/- (Rupees Two Crores and Fifty Lacs Only) per annum

Perquisites & Allowances

In accordance with the rules of the Company or as may be decided by the Chairman of the Company.

The monetary value of such perquisites & allowances will be limited to Rs. 86,01,000/- (Rupees Eighty Six Lacs and One Thousand Only) per annum and shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same be evaluated at actual cost.

Mr. Vederah will also be entitled to Housing Loan as per the Housing Loan Scheme of the Company.

Contribution to Provident Fund upto 12% of salary shall not be included in the aforesaid perquisite limit.

The Board recommends the Resolution for your approval.

None of the Directors of the Company, except Mr. Vederah, is concerned with or interested in the Resolution.

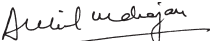
ITEM NO. 8

As per Section 228 of the Companies Act, 1956, the accounts relating to Branch Offices of the Company can be audited otherwise than by the Statutory Auditors of the Company with the approval of the Members.

The Resolution under item no. 8 of this Notice is being proposed, in terms of the above mentioned Section, for seeking approval of the Members for appointment / re-appointment of Branch Auditors for Auditing the Accounts pertaining to the various Units and / or Branch Offices of the Company, whether existing and / or to be opened / acquired in future and for fixing their remuneration.

The Board recommends the Resolution for your approval.

None of the Directors of the Company are concerned with or interested in the Resolution.

By order of the Board


Akhil Mahajan
Chief General Manager &
Company Secretary

Date : 29th August, 2012
Place : New Delhi



Ballarpur Industries Limited

Regd. Office: P.O. Ballarpur Paper Mills - 442901, Distt. Chandrapur, Maharashtra

Attendance Slip

I hereby record my presence at the Sixty Seventh Annual General Meeting of the Company at its Registered Office at P.O. Ballarpur Paper Mills - 442901, Distt. Chandrapur, Maharashtra at 12.00 Noon on Tuesday, 18th December, 2012

Member's Folio No./ DP & Client ID No.

Name of the attending Member
(in block letters)

Name of Proxy (In block letters, to be filled in if the proxy attends instead of the member)

No. of Equity Shares held

Signature of the attending Member/Proxy

NOTES :

1. If you intend to appoint a proxy, please complete the Proxy Form below and deposit it at the Company's Registered Office, at least 48 hours before the time of the meeting
2. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly filled up and signed.



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Proxy Form

I / We
of being a member of Ballarpur Industries Limited
holding Equity Share(s) hereby appoint
..... of
or failing him/her of
as my/our proxy to vote for me/us on my/our behalf at the Sixty Seventh Annual General Meeting of the Company to be held at 12.00 noon on Tuesday, 18th December, 2012, and at any adjournment(s) thereof.

As witness my/our hand(s) this day of 2012.

Signed by the said

Folio No./ DP & Client ID No.

Affix
30 paise
Revenue
Stamp

NOTES : The proxy, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of the meeting.