



Ballarpur Industries Limited

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

NOTICE

NOTICE is hereby given that the Sixty Eighth Annual General Meeting of the Members of Ballarpur Industries Limited will be held at 12.00 noon on Thursday, the 12th December, 2013, 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 Statement of Profit and Loss for the financial year ended 30th June, 2013 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, 2013.
3. To appoint a Director in place of Mr. Gautam Thapar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Labroo, 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 Ms. Jane Fields Wicker-Miurin 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 in supersession of the earlier resolution passed by the Members at the Extraordinary General Meeting of the Company held on 7th November, 2001 in terms of provisions of Companies Act, 1956, consent of the Company be and is hereby accorded pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 and any other applicable provisions thereof and the Companies Act, 1956 {including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force}, to the Board of Directors of the Company and / or a Committee thereof for borrowing monies on behalf of the Company from time to time for the purposes of the business of the Company either in foreign currency and / or in rupee currency, as may be deemed necessary, upto an aggregate amount (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) not exceeding the paid up share capital of the Company and its free reserves by Rs. 1,600.00 Crores (Rupees One Thousand and Six Hundred Crores).
RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."
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 : 12th November, 2013

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 vote instead of himself/herself on a poll. A proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of meeting.**
Corporate Members intending to send their authorized representative(s) are required to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the Annual General Meeting.
2. The Companies Act, 2013 (New Act) was notified in the Gazette of India on 30th August, 2013 whilst only certain Sections of the New Act became effective from 12th September, 2013. Accordingly, the New Act and the Companies Act, 1956 co-exist and both have been mentioned in the Notice, wherever applicable.
3. Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, brief profile of Directors proposed to be re-appointed is given in the Report on the Corporate Governance.
4. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
5. The Share Transfer Books and Register of Members of the Company shall remain closed from Thursday, the 28th November, 2013 to Thursday, the 12th December, 2013 (both days inclusive).
Dividend on equity shares for the financial year ended 30th June, 2013, if declared at the Annual General Meeting, shall be paid to those Members whose names (in case of shares held in dematerialised form) appear as Beneficial Owners as at close of business hours on Wednesday, the 27th November, 2013 and for shares held in physical form, whose names appear in the Register of Members on the date of the Annual General Meeting.
6. 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 Wednesday, the 27th November, 2013, 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

7. 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.

8. 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(s) for easier identification at the meeting.

9. 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, 2006 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 IEPF. The detail of unclaimed dividend is also available on the website of the Company (www.bilt.com).

10. 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.

11. 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 the above to claim the same.

12. The route map of the venue for the Annual General Meeting from Balharshah Railway Station and Nagpur is available on the website of the Company (www.bilt.com) under the Investor Relations Section.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

The Board of Directors of the Company have appointed Ms. Jane Fields Wicker-Miurin as an Additional Director w.e.f. 12th November, 2013. Ms. Wicker-Miurin is a Non-Executive Director of BNP Paribas (where she also serves on the Audit Committee), Scor (the world's 5th largest reinsurance company, where she is also on the Risk and Strategy Committees) and the CDC Group plc, where she chairs the Investment Evaluation Committee. She is co-founder and partner of Leaders' Quest, a social enterprise focused on leadership. Her executive experience includes serving as Director of Finance and Strategy at the London Stock Exchange (1994 - 1997), Managing Director of Vesta Capital Advisors (2000 - 2002), a pan-European venture capital firm and Partner, head of Global Markets at AT Kearney, a strategy consulting firm (1998 - 2000).

Ms. Wicker-Miurin's other experience includes service as a Non-Executive Director and Chairman of the Investment Committee of the UK Department of Business, Enterprise and Regulatory Reform and as a special advisor to the EU Parliament on financial regulation. Ms Wicker-Miurin has undergraduate and graduate degrees at the University of Virginia, L'Institut D'Études Politiques in Paris and the

Johns Hopkins School of Advanced International Studies.

Ms. Wicker-Miurin is also a Managing Director on the Management Board of Ballarpur International Graphic Paper Holdings B.V., The Netherlands, a step down subsidiary of the Company.

She was awarded Order of the British Empire (OBE) in 2007 for services to international business and was made a Fellow of King's College, London in 2010.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 130 of Articles of Association of the Company, Ms. Wicker-Miurin holds office upto the date of this Annual General Meeting. Ms. Wicker-Miurin does not hold any shares in the Company either in her individual capacity or beneficially for others.

The Company has received a notice from a member, as required under Section 257 of the Companies Act, 1956, proposing the candidature of Ms. Wicker-Miurin as Director.

The Board accordingly recommends the Ordinary Resolution as mentioned at item no. 6 of this Notice for your approval.

Except Ms. Wicker-Miurin, being an appointee, pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 7

The Members of the Company, at the Extraordinary General Meeting held on 7th November, 2001, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Company and / or a Committee thereof for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) not exceeding the paid up share capital of the Company and its free reserves by Rs. 1,600.00 Crores.

However, after the applicability of the provisions of Section 180(1) (c) of the Companies Act, 2013, a company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of Members of the Company by way of a Special Resolution.

The Board accordingly recommends the Special Resolution as mentioned at item no. 7 of this Notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 8

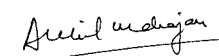
As per Section 228 of the Companies Act, 1956, the accounts relating to Branch Offices of the Company can be audited by a person other than the Statutory Auditors of the Company with the approval of the Members.

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 by the Board of Directors, 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 accordingly recommends the Ordinary Resolution as mentioned at item no. 8 of this Notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By order of the Board



Akhil Mahajan

Chief General Manager &
Company Secretary

Date : 12th November, 2013

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 Eighth 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 Thursday, 12th December, 2013

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 commencement 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 Eighth Annual General Meeting of the Company to be held at 12.00 noon on Thursday, 12th December, 2013, and at any adjournment(s) thereof.

As witness my/our hand(s) this day of 2013.

Signed by the said

Folio No./ DP & Client ID No.

Affix
30 paise
Revenue
Stamp

NOTE : Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.