



Ballarpur Industries Limited

(CIN: L21010MH1945PLC010337)

Regd. Office: P.O. Ballarpur Paper Mills - 442 901, Distt. Chandrapur, Maharashtra

Email:sectdiv@bilt.com, Website: www.bilt.com

Phone: +91 07172 240200, Fax: +91 07172 240548

NOTICE

NOTICE is hereby given that the Seventieth Annual General Meeting of the Members of Ballarpur Industries Limited will be held at 12.00 noon on Wednesday, the 30th September, 2015, at P.O. Ballarpur Paper Mills - 442 901, Distt. Chandrapur, Maharashtra, to transact the following business:

ORDINARY BUSINESS

- To consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
 - the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 together with the Report of the Auditors thereon.
- To declare dividend on the equity shares of the Company for the financial year ended 31st March, 2015.
- To appoint a Director in place of Mr. Gautam Thapar, who retires by rotation and being eligible, offers himself for re-appointment.
- 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

- 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 143(8) and other applicable provisions, if any, of the Companies Act, 2013, 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."
- To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014, a remuneration of Rs. 45,000 plus applicable taxes and reimbursement for out-of-pocket expenses for the financial year ending 31st March, 2016, to be paid to Messrs Bahadur Murao and Company, Cost Accountants, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

- 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 161(3) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereto read with Article 124A of the Articles of Association of Company, Mr. Bhaskaran Nayar Venugopal (Director Identification Number 02638597) be and is hereby appointed as a Nominee Director of Life Insurance Corporation of India (LIC) on the Board of Directors of the Company, not liable to retire by rotation."

- 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Amrendra Pratap Singh (Director Identification Number 01725925), who was appointed as an Additional Director (Independent) on 10th July, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 & the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the aforesaid date of appointment upto 9th July 2020, not liable to retire by rotation."

By order of the Board

Akhil Mahajan

Chief General Manager &
Company Secretary

Date : 10th July, 2015

Place : New Delhi

NOTES:

- 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. A person can act as a proxy on behalf of members not more than 50 and such number of members holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of**

the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Proxies submitted on behalf of limited companies, societies, partnership firms, trusts etc. must be supported by appropriate duly certified copy of resolution/authority as applicable, issued by the member authorising representative(s) to attend and vote at the Annual General Meeting.

2. Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, brief profile of Director proposed to be re-appointed is given in the Report on the Corporate Governance.
3. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
4. The Share Transfer Books and Register of Members of the Company shall remain closed from Thursday, the 24th September, 2015 to Wednesday, the 30th September, 2015 (both days inclusive).

Dividend on equity shares for the financial year ended 31st March, 2015, if declared at the Annual General Meeting, shall be paid to those Members whose names (in case of shares held in dematerialized form) appear as Beneficial Owners as at close of business hours on Wednesday, the 23rd September, 2015 and for the 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, 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(s).

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(s).**
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(s) 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, 2008 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 details of unclaimed dividend is also available on the website of the Company (www.bilt.com).

9. Pursuant to Section 72 of the Companies Act, 2013, 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 SH 13 (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 the above to claim the same.
11. 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.
12. Voting through Electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Sunday, the 27th September, 2015 (9:00 am) and ends on Tuesday, the 29th September, 2015 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, the 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - [Login](#)
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of the Company.
 - (viii) Now you are ready for remote 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 to pbalodia@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM/communication for voting through electronic means [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) EVEN [E-Voting Event Number], User Id, Password [Initial], E-voting Period/other details etc. have been provided in the communication for voting through electronic means.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) of A. above, to cast your vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote 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.
- VII. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 cut-off date of Wednesday, the 23rd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, the 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in
- If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Prashant Kumar Balodia, Practising Company Secretary (Membership No. F6047 and CP No. 6153), Partner, M/s P. Balodia & Co., Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.bilt.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

As per Section 143(8) of the Companies Act, 2013, the accounts relating to Branch Offices of the Company can be audited by a person other than Statutory Auditors of the Company with the approval of the Members.

The Resolution under item no. 5 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 ("the Board"), 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. 5 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 are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6

The Board, on recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors, M/s Bahadur Murao & Co., Cost Accountants, as the Cost Auditor for auditing the cost records being maintained the Company for the financial year 2015 - 2016, relating to Paper being manufactured at Unit ShreeGopal.

In accordance with provisions of Section 148 of Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014, the remuneration of Rs. 45,000/- (plus applicable taxes and reimbursement of out of pocket expenses) payable to the Cost Auditors is to be approved by the shareholders of the Company.

The Board accordingly recommends the Ordinary Resolution as mentioned at item no. 6 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 are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7

Life Insurance Corporation of India (LIC), vide its letter dated 25th June, 2015, had informed that Mr. Amrendra Pratap Singh, Nominee Director on the Board of Directors of the Company ("Board"), has resigned from the Board vide his letter dated 27th May, 2015 (on account of his completion of 2 terms of 3 years each as Nominee Director of LIC) and has proposed Mr. Bhaskaran Nayar Venugopal (Director Identification Number 02638597), as its Nominee on the Board.

Accordingly, pursuant to the provisions of Section 161(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules thereto read with Article 124A of the Articles of Association of Company, the Board in its meeting held on 10th July, 2015, appointed Mr. Venugopal as Nominee Director of LIC on the Board.

Mr. B. Venugopal, aged 56 years, is an alumnus of the University of Kerala and Asian Institute of Management, Manila. He joined LIC on November, 1983, as Direct Recruit Officer. Prior to taking charge as Zonal Manager-In-Charge, Western Zone, Mumbai, in April, 2015, he held the positions of Executive Director (IT/BPR) since April, 2012, and Executive Director (IT/Software Development) from April, 2008 to April, 2012.

During his career in LIC, he has been associated with most of the path breaking initiatives taken by LIC in the field of Information Technology and business process re-engineering.

He had also been the Marketing Manager, Madurai, and Senior Divisional Manager-In-Charge of LIC's Divisions at Madurai and Coimbatore (which achieved the 2nd position in the country in achievement of FP budget during his tenure), besides being the Regional Manager (Estates & Office Services) in Chennai. He has active interest in sports, reading and classical music.

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

Except Mr. Venugopal, pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial

Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8

To strengthen the leadership at the Board level with independent professionals, the Board of Directors of the Company ("Board"), in its meeting held on 10th July, 2015, had appointed Mr. Amrendra Pratap Singh (Director Identification Number 01725925), as an Additional Director (Independent). Mr. Singh was Nominee of LIC on the Board from the year 2009 upto 25th June, 2015.

Mr. Amrendra Pratap Singh, aged 61 years, is a Post Graduate in English Literature from Allahabad University with Post Graduate Diploma in Human Resource Management. Mr. Singh, a direct recruit LIC officer of 10th batch, has held various important positions in Life Insurance Corporation of India such as Chief Executive Officer & Managing Director, LIC Nepal Ltd and Joint Director, Management Development Centre. He was Director & Chief Executive of LICHLFL Care Homes Ltd. from 2007 to 2010. He was also Zonal Manager incharge of Central and Northern Zone.

Mr. Singh was also associated with Professor Ishwar Dayal, founder Director of Indian Institute of Management, Lucknow for 5 years with regard to Corporate initiatives of LIC relating to Human Resource Development and Organisational Development LIC & is an expert in Organisational Behaviour & Organisational Development.

Mr. Singh is a voracious reader and an active practitioner of meditation and believes in exploring the self with the ultimate aim of self realisation.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 130 of Articles of Association of the Company, Mr. Singh holds office upto the date of this Annual General Meeting. Mr. Singh does not hold any shares in the Company either in his individual capacity or beneficially for others and is not related to any Director of the Company.

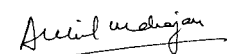
In the opinion of the Board, Mr. Singh fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder as well as Clause 49 of the Listing Agreement with Stock Exchanges and he is independent of the Management. Copy of the draft letter for appointment of Independent Director setting out the terms and conditions of appointment would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto the Annual General Meeting and is also posted on the Company's website www.bilt.com.

The Company has received a notice from a member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Singh as a Director.

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

Except Mr. Singh, pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

By order of the Board



Akhil Mahajan

Chief General Manager &
Company Secretary

Date : 10th July, 2015
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 Seventieth 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 Wednesday, 30th September, 2015.

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.



Ballarpur Industries Limited

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

Proxy Form

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ we, being the member(s) holding shares of the above named company, hereby appoint:

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
E-mail Id:	E-mail Id:	E-mail Id:
Signature :, or failing him/her	Signature :, or failing him/her	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70th Annual General Meeting of the Company, to be held on the Wednesday, 30th September, 2015, at 12:00 noon at P.O. Ballarpur Paper Mills - 442 901, Distt. Chandrapur, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



Sr. No.	Resolutions
Ordinary Business	
1	Consider and adopt : a) Audited Financial Statements, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statements and Reports of the Auditors
2	Declaration of Dividend
3	Reappointment of Mr. Gautam Thapar, Director retiring by rotation
4	Appointment of Statutory Auditors
Special Business	
5	Appointment of Branch Auditors
6	Ratification of remuneration to Cost Auditor
7	Appointment of Nominee Director – Mr. Bhaskaran Nayar Venugopal
8	Appointment of Independent Director – Mr. Amrendra Pratap Singh

Signed this day of 2015

.....
Signature of shareholder

Please Affix Revenue Stamp

.....
Signature of 1st Proxy holder

.....
Signature of 2nd Proxy holder

.....
Signature of 3rd Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.