

**Ballarpur Industries Limited**  
**Voting result for the items transacted at the 70th Annual General Meeting of the Company held on 30th September, 2015**

Date of Annual General Meeting	: 30th September, 2015		
Total no. of Shareholders on record date (cut off date i.e.23rd September, 2015)	: 78788		
No. of shareholders present in the meeting either in person or through proxy:			
➤ Promoter and Promoter Group	Present in person	Present through proxy	Total
➤ Public	3	1	4
	32	0	32
No. of shareholders attended the meeting through video conferencing	: N.A.		
The modes of voting for all the resolutions were:			
1. E-voting conducted from 27 <sup>th</sup> September, 2015 (9:00 a.m. IST) to 29 <sup>th</sup> September, 2015 (5:00 p.m. IST); and			
2. Poll conducted at the Annual General Meeting held on 30 <sup>th</sup> September, 2015.			
Number of votes polled excludes invalid votes			

**ORDINARY BUSINESS**

**Resolution No. 1: Ordinary Resolution**

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

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	324,010,667	322,799,469	99.626	322,799,469	-	100.000	0.000
Public - Institutional holders	198,173,111	87,683,859	44.246	87,688,745	25,114	99.971	0.029
Public-Others	133,340,061	5,919,488	4.439	5,905,333	14,155	99.761	0.239
<b>Total</b>	<b>655,523,839</b>	<b>416,402,816</b>	<b>63.522</b>	<b>416,363,547</b>	<b>39,269</b>	<b>99.991</b>	<b>0.009</b>



**Resolution No. 2: Ordinary Resolution  
Declaration of Dividend.**

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	324,010,667	322,799,469	99.626	322,799,469	-	100.000	0.000
Public -	198,173,111	92,883,859	46.870	92,883,859	-	100.000	0.000
Public-Others	133,340,061	5,919,488	4.439	5,905,333	14,155	99.761	0.239
<b>Total</b>	<b>655,523,839</b>	<b>421,602,816</b>	<b>64.315</b>	<b>421,588,661</b>	<b>14,155</b>	<b>99.997</b>	<b>0.003</b>

**Resolution No. 3: Ordinary Resolution  
Appointment of Mr. Gautam Thapar, Director retiring by rotation.**

	No. of shares	No. of votes polled	% of Votes Polled on	No. of Votes in favour	No. of Votes against	% of Votes in favour on	% of Votes against on
Promoter and Promoter Group	324,010,667	322,799,469	99.626	322,799,469	-	100.00	0.000
Public -	198,173,111	92,883,859	46.870	92,858,745	25,114	99.973	0.027
Public-Others	133,340,061	5,919,288	4.439	5,903,090	16,198	99.726	0.274
<b>Total</b>	<b>655,523,839</b>	<b>421,602,616</b>	<b>64.315</b>	<b>421,561,304</b>	<b>41,312</b>	<b>99.990</b>	<b>0.010</b>

**Resolution No. 4: Ordinary Resolution  
Appointment of Statutory Auditors**

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	324,010,667	322,799,469	99.626	322,799,469	-	100.000	0.000
Public - Institutional holders	198,173,111	92,883,859	46.870	87,683,859	5,200,000	94.402	5.598
Public-Others	133,340,061	5,919,488	4.439	5,903,183	16,305	99.725	0.275
<b>Total</b>	<b>655,523,839</b>	<b>421,602,816</b>	<b>64.315</b>	<b>416,386,511</b>	<b>5,216,305</b>	<b>98.763</b>	<b>1.237</b>



**Resolution No. 5: Ordinary Resolution  
Appointment of Branch Auditors**

	No. of shares held (1)	No. of votes polled (2)	% of votes polled (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	324,010,667	322,799,469	99.626	322,799,469	-	100.000	0.000
Public – Institutional holders	198,173,111	92,883,859	46.870	92,883,859	-	100.000	0.000
Public-Others	133,340,061	5,918,988	4.439	5,916,103	2,885	99.951	0.049
<b>Total</b>	<b>655,523,839</b>	<b>421,602,316</b>	<b>64.315</b>	<b>421,599,431</b>	<b>2,885</b>	<b>99.999</b>	<b>0.001</b>

**Resolution No. 6: Ordinary Resolution  
Ratification of remuneration to the Cost Auditor**

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	324,010,667	322,799,469	99.626	322,799,469	-	100.000	0.000
Public – Institutional holders	198,173,111	92,883,859	46.870	92,883,859	-	100.000	0.000
Public-Others	133,340,061	5,919,288	4.439	5,900,958	18,330	99.690	0.310
<b>Total</b>	<b>655,523,839</b>	<b>421,602,616</b>	<b>64.315</b>	<b>421,584,286</b>	<b>18,330</b>	<b>99.996</b>	<b>0.004</b>

**Resolution No. 7: Ordinary Resolution  
Appointment of Nominee Director – Mr. Bhaskaran Nayar Venugopal**

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	324,010,667	322,799,469	99.626	322,799,469	-	100.000	0.000
Public – Institutional holders	198,173,111	92,883,859	46.870	92,883,859	-	100.000	0.000
Public-Others	133,340,061	5,919,388	4.439	5,903,583	15,805	99.733	0.267
<b>Total</b>	<b>655,523,839</b>	<b>421,602,716</b>	<b>64.315</b>	<b>421,586,911</b>	<b>15,805</b>	<b>99.996</b>	<b>0.004</b>



**Resolution No. 8: Ordinary Resolution  
Appointment of Independent Director - Mr. Amrendra Pratap Singh**

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Group	324,010,667	322,799,469	99.626	322,799,469	-	100.000	0.000
Public - Institutional holders	198,173,111	92,883,859	46.870	92,858,745	25,114	99.973	0.027
Public-Others	133,340,061	5,919,038	4.439	5,903,140	15,898	99.731	0.269
<b>Total</b>	<b>655,523,839</b>	<b>421,602,366</b>	<b>64.315</b>	<b>421,561,354</b>	<b>41,012</b>	<b>99.990</b>	<b>0.010</b>



## Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Companies  
(Management and Administration) Rules, 2014 as amended]

To,  
The Chairman  
70<sup>th</sup> Annual General Meeting of M/s Ballarpur Industries Limited  
P.O. Ballarpur Paper Mills - 442 901,  
Distt. Chandrapur, Maharashtra

**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting at the 70<sup>th</sup> Annual General Meeting of M/s Ballarpur Industries Limited.**

Respected Sir,

I, Prashant Kumar Balodia, Partner - M/s. P. Balodia & Co. had been appointed as Scrutinizer by the Board of Directors of M/s. Ballarpur Industries Limited (the Company) for scrutinizing the remote e-voting and voting at the Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions passed at 70<sup>th</sup> AGM of the of the Company held on Wednesday, 30<sup>th</sup> September, 2015 at 12.00 noon at the Registered office of the Company at P.O. Ballarpur Paper Mills – 442 901 Distt. Chandrapur, Maharashtra.

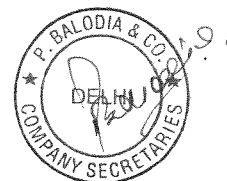
The Notice dated 10<sup>th</sup> July, 2015, convening the 70<sup>th</sup> AGM along with statement setting out material facts under Section 102 of the Companies Act 2013 were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company held on 30<sup>th</sup> September, 2015.

The Company has availed the remote e-voting facilities offered by NSDL (National Securities Depository Limited) for conducting remote e-voting by the members of the Company. The Company had also provided facility for voting through ballot paper to members present at the meeting and who had not cast their vote through remote e voting.

The members of the Company holding shares as on cut-off date 23<sup>rd</sup> September, 2015 were entitled to vote on the resolutions as contained in the Notice of the 70<sup>th</sup> AGM of the Company.

The remote e-voting period commenced on Sunday, 27<sup>th</sup> September, 2015 (9:00 A.M.) and concluded on Tuesday, 29<sup>th</sup> September 2015 (5:00 P.M.).

After the conclusion of voting at the AGM, the votes through remote e voting were unblocked in the presence of two witnesses i.e. Mr. Yogesh Gupta and Mr. Kamlesh Gedam, who are not in the employment of the Company.



The consolidated result of the remote e-voting as well as physical ballot on all the resolutions contained in the notice of AGM is as follows:

**Resolution-1**

**To Consider and Adopt (Ordinary Resolution and Ordinary Business)**

(a) Audited Financial Statements of the Company for the Financial Year ended on March 31, 2015 together with the Reports of the Board of the Directors and Auditors thereon.

(b) Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2015 together with the Report of the Auditors thereon:

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	111	410628966	99.990
Physical Ballot	31	5734581	100
<b>Total</b>	<b>142</b>	<b>416363547</b>	<b>99.990*</b>

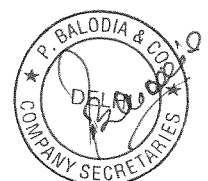
**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	4	39269	00.010
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>4</b>	<b>39269</b>	<b>00.010*</b>

\*This percentage has been computed after taking to account both e-voting and poll.

**(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



## **Resolution-2**

**To declare dividend on equity shares of the Company for the financial year ended 31st March, 2015. (Ordinary Resolution and Ordinary Business)**

### **(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	114	415854080	99.997
Physical Ballot	31	5734581	100
<b>Total</b>	<b>145</b>	<b>421588661</b>	<b>99.997*</b>

### **(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	3	14155	00.003
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>3</b>	<b>14155</b>	<b>00.003*</b>

\*This percentage has been computed after taking to account both e-voting and poll.

### **(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

## **Resolution-3**

**To Appoint a director in place of Mr. Gautam Thapar, who retire by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution and Ordinary Business)**



**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	107	415826723	99.990
Physical Ballot	31	5734581	100
<b>Total</b>	<b>138</b>	<b>421561304</b>	<b>99.990*</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	9	41312	00.010
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>9</b>	<b>41312</b>	<b>00.010*</b>

\*This percentage has been computed after taking to account both e-voting and poll.

**(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**Resolution-4**

**To Appoint aM/s K.K. Mankeshwar & Co., Chartered Accountants (FRN 106009W) as a Statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting up to the Conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration (Ordinary Resolution and Ordinary Business)**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	107	410651930	98.746
Physical Ballot	31	5734581	100
<b>Total</b>	<b>138</b>	<b>416386511</b>	<b>98.746*</b>





**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	10	5216305	1.254
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>10</b>	<b>5216305</b>	<b>1.254*</b>

\*This percentage has been computed after taking to account both e-voting and poll.

**(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**Resolution-5**

**To Appoint Branch Auditors. (Ordinary Resolution and Special Business)**

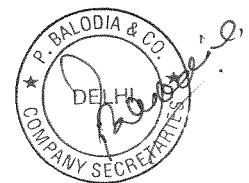
**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	110	415864850	99.999
Physical Ballot	31	5734581	100
<b>Total</b>	<b>141</b>	<b>421599431</b>	<b>99.999*</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	5	2885	00.001
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>5</b>	<b>2885</b>	<b>00.001*</b>

\*This percentage has been computed after taking to account both e-voting and poll.



**(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**Resolution-6**

**To Ratify the Remuneration of Cost Auditors M/s Bahadur Murao & Co., Cost Accountants. (Ordinary Resolution and Special Business)**

**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	106	415849705	99.996
Physical Ballot	31	5734581	100
<b>Total</b>	<b>137</b>	<b>421584286</b>	<b>99.996*</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	10	18330	00.004
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>10</b>	<b>18330</b>	<b>00.004*</b>

\*This percentage has been computed after taking to account both e-voting and poll.

**(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



### **Resolution-7**

To Appoint Mr. Bhaskaran Nayar Venugopal (Din-02638597) as Nominee Director of Life Insurance Corporation of India, not liable to retire by rotation. (Ordinary Resolution and Special Business)

#### **(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	109	415852330	99.996
Physical Ballot	31	5734581	100
<b>Total</b>	<b>140</b>	<b>421586911</b>	<b>99.996*</b>

#### **(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	7	15805	00.004
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>7</b>	<b>15805</b>	<b>00.004*</b>

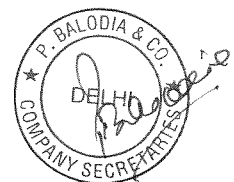
\*This percentage has been computed after taking to account both e-voting and poll.

#### **(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

### **Resolution-8**

To Appoint Mr. Amrendra Pratap Singh (DIN: 01725925) as an Independent Director, for 5 consecutive years from 10<sup>th</sup> July 2015 up to 9<sup>th</sup> July 2020, not liable to retire by rotation, who was appointed as additional director on 10.07.2015. (Ordinary Resolution and Special Business)



**(i) Voted in favour of the resolution:**

Particulars	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast (favour and against)
e-Voting	107	415826773	99.990
Physical Ballot	31	5734581	100
<b>Total</b>	<b>138</b>	<b>421561354</b>	<b>99.990*</b>

**(ii) Voted against the resolution:**

Particulars	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
e-Voting	9	41012	00.010
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>9</b>	<b>41012</b>	<b>00.010*</b>

\*This percentage has been computed after taking to account both e-voting and poll.

**(iii) Invalid votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
e-Voting	NIL	NIL
Physical Ballot	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

Thanking you,  
Yours faithfully,



(Prashant Kumar Balodia)  
Partner,

**M/s. P. Balodia & Co.**  
**Practicing Company Secretary**



**Place:** Delhi  
**Date:** 1<sup>st</sup> October, 2015