31st August, 2019

The Secretary The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, G Block Bandra - Kurla Complex, Bandra (E) MUMBAI - 400 051	Department of Corporate Services BSE Limited 1st Floor, New Trading Ring, Rotunda Building P J Towers, Dalal Street, Fort, MUMBAI – 400 001

Re: Annual General Meeting, Book Closure and E voting.

Dear Sir,

This is to inform you that the 74th Annual General Meeting (AGM) of M/s Ballarpur Industries Limited (The Company) shall be held on Thursday, 26th September, 2019 at 12:00 noon at the Registered Office of the Company at P.O. Ballarpur Paper Mills - 442 901, Distt. Chandrapur, Maharashtra. The Share Transfer Books and Register of Members of the Company for the purpose of AGM shall remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive).

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the notice of AGM and Annual Report of the Company for the financial year ended 31st March, 2019 is enclosed herewith.

Further, Pursuant to Regulation 44 Listing Regulations and Section 108 of the Companies Act, 2013, read with relevant Rules made thereunder, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means which shall be provided by M/s National Securities Depository Limited (NSDL). The e-voting on the resolutions to be passed at the said AGM of the Company shall begin on Monday, 23rd September, 2019 (9:00 a.m. IST) and end on Wednesday, the 25th September, 2019 (5:00 p.m. IST). During this period, members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date of 19th September, 2019, may cast their vote electronically.

You are requested to take the information on record.

Thanking You,

Yours Faithfully
For **BALLARPUR INDUSTRIES LIMITED**

AKHIL MAHAJAN
CHIEF GENERAL MANAGER & COMPANY SECRETARY
Encl: a/a

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 240200/211/215, Fax: +91 07172 240548

NOTICE

NOTICE is hereby given that the Seventy Fourth Annual General Meeting of the Members of Ballarpur Industries Limited will be held at 12.00 noon on Thursday, the 26th September, 2019, at P.O. Ballarpur Paper Mills - 442901, Distt. Chandrapur, Maharashtra, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:

   (a) the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon; and

   (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Bhuthalingam Hariharan (DIN 00012432), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, 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."

4. To consider and if thought fit, 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, remuneration of Rs. 50,000 plus applicable taxes and reimbursement for out-of pocket expenses for auditing the cost records being maintained by the Company relating to Paper manufactured at Unit Shree Gopal and Rs. 25,000 plus applicable taxes and reimbursement for out-of pocket expenses for auditing the cost records maintained by the Company relating to Pulp, if any, manufactured at Unit Kamalapuram, for the financial year ending 31st March, 2020, 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."

5. To consider and if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajeev Ranjan Vederah (DIN 00012252), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 28th March, 2019 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, 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 office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years, for a term upto 27th March, 2024, not liable to retire by rotation."

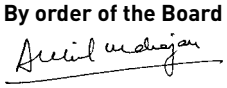
6. To consider and if thought fit, pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment and/or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Bhuthalingam Hariharan (DIN 00012432) as Whole-time Director of the Company designated as Executive Director, liable to retire by rotation, for a period of three years with effect from 1st April 2019 upto 31st March, 2022.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient

in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

By order of the Board



Akhil Mahajan
Chief General Manager &
Company Secretary

Date: 28th August, 2019
Place: Gurugram

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. 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 may appoint a single person as a proxy and such person 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. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.

3. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, brief profile of Directors proposed to be appointed / re-appointed is given in the explanatory statement.

   Mr. Krishan Varma (DIN 06428524) was appointed as an Additional Director (Independent) w.e.f. 16th May, 2019 to hold office upto the date of this Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. The Board of Directors at its meeting held 16th May, 2019 had recommended his appointment as an Independent Director of the Company, for 5 (five) consecutive years, for a term upto 15th May, 2024, not liable to retire by rotation. Mr. Varma vide his letter dated 28th August, 2019 has resigned as an Independent Director of the Company on account of personal and other preoccupations. Accordingly, matter relating to appointment of Mr. Varma as aforesaid is not for consideration at the AGM.

4. The Share Transfer Books and Register of Members of the Company shall remain closed from Friday, the 20th September, 2019 to Thursday, the 26th September, 2019 (both days inclusive).

5. **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 Depository Participant(s).**

6. Members are requested to produce enclosed attendance slip duly signed as per the specimen signature recorded with the Company / Depositories, for admission to the meeting hall. Members, who hold shares in dematerialised form, are requested to bring their Client-ID and DP-ID for easier identification at the meeting.

7. Members are again informed that in terms of Section 124 of the Companies Act, 2013, 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 for unclaimed / unencashed dividend amount, if any, upon transfer. Accordingly, all dividends declared upto December, 2011 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 "Information for Shareholder" forming part of the Corporate Governance Report.

   In view of the above, the Members are advised to encash or claim the dividend before transfer to the IEPF. The details of unclaimed dividend is also available on the website of the Company (www.bilt.com).

   In terms of Section 124(6) of Companies Act, 2013 and the Rules notified thereunder, the shares in respect of which the dividend has not been paid or claimed for a period of seven consecutive years or more, have been transferred by the Company to the IEPF.

   The Company had sent individual communication to Members whose shares are liable to be transferred under the Rules at their registered address informing them of the above and for taking appropriate action.

   No claim shall lie against the Company in respect of unclaimed dividend amounts and the corresponding shares transferred to IEPF, pursuant to relevant Rules.

   The Shareholders may note that both the unclaimed dividend and the shares transferred to IEPF can be claimed back by them from IEPF in accordance with the prescribed procedure. The details of unclaimed shares are also available on website of the Company (www.bilt.com).

   It may be noted that all subsequent corporate benefits accruing on the said shares shall be credited to IEPF and voting rights on such shares shall be frozen until the shares are transferred back in the name of the shareholder.

8. **The Securities and Exchange Board of India (SEBI) had amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to provide that except in case of transmission or transposition of securities, w.e.f. 1st April, 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a depository {National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL)}.**

This measure is interalia aimed at making transfers easy, speedier, eliminate fraud and reduce paper work.

In view of the aforesaid, Members holding shares in physical form are requested to convert their holding(s) to dematerialized form for enabling transfers.

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 (Nomination Form) to the Company. Members holding shares in electronic mode may contact their Depository Participant for availing this facility.

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 Airport is available on the website of the Company (www.bilt.com) under the Investor Relations Section and overleaf.

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 venue 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 Monday, the 23rd September, 2019 (9:00 a.m.) and ends on Wednesday, the 25th September, 2019 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, the 19th September, 2019, 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:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are given below:

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

1. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

3. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID: For example if your Beneficiary ID is 12********** then your user ID is12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

    a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

    b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password' enter the 'initial password' and the system will force you to change your password.

    c) How to retrieve your 'initial password'?

        (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you

on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your registered address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of the Company (111968) to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

9. **General Guidelines for shareholders**

   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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pbalodia@gmail.com with a copy marked to evoting@nsdl.co.in.

   It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

   In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

13. The voting rights of Members shall be in proportion to the paid up equity share capital as on the cut-off date of Thursday, the 19th September, 2019.

    Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, the 19th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

14. 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.

15. Mr. Prashant Kumar Balodia, Practising Company Secretary (Membership No. F6047 and CP No. 6153), Partner, M/s PDS & Co., Practising Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting on ballot and remote e-voting process in a fair and transparent manner.

16. 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.

17. The Scrutinizer shall after the conclusion of voting at the AGM, 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 forty eight hours 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.

18. 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 and displayed on the Notice Board of the Company at its Registered Office and Head Office immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

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. 3 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. 3 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. 4

The Board, on recommendation of the Audit Committee had approved the appointment and remuneration of the Cost Auditors, M/s Bahadur Murao & Co., Cost Accountants, as the Cost Auditors for auditing the cost records being maintained by the Company for the financial year 2019 - 2020, relating to Paper being manufactured at Unit Shree Gopal and pulp, if any, manufactured at Unit Kamalapuram.

In accordance with provisions of Section 148 of Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014, remuneration for auditing the cost records being maintained by the Company for the financial year 2019 - 2020, relating to Paper being manufactured at Unit Shree Gopal and pulp, if any, payable to the Cost Auditors is to be approved by the Members of the Company.

The Board accordingly recommends the Ordinary Resolution as mentioned at item no. 4 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. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Rajeev Ranjan Vederah as an Additional Director (Independent) of the Company w.e.f. 28th March, 2019.

Mr. Vederah, aged 69 years, is a Bachelor of Technology (Chemical) from the Indian Institute of Technology, New Delhi (India) and Masters Degree in Chemical Engineering from the University of Ashton (U.K.).

Mr. R. R. Vederah has more than 47 years of experience in the paper and other industries, and had been part of the Senior Management of several paper companies, including more than 35 years with BILT. Mr. Vederah is also Director on the boards of subsidiaries of Avantha Group and BILT. Further, Mr. Vederah is the Chairman of Thapar University, Patiala (India). Mr. Vederah is an Independent Director of Talbros Automotive Components Limited (India), a company listed at BSE Limited and the National Stock Exchange of India Limited.

Mr. Vederah began his career at M/s Larsen & Toubro Ltd in 1971, where his last position with the company was Senior Manager. In 1981, Mr. Vederah joined BILT, and served in various positions of increasing responsibility. Mr. Vederah was a Non Executive Director of the Company upto 28th March 2019.

Mr. Vederah was named as Asian CEO for the Year 2011 by RISI, the definitive source for information on the global forest products industry and was consecutively ranked in Global Pulp and Paper Industry Power 50 list of RISI from 2009 to 2012.

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. Vederah holds office upto the date of this Annual General Meeting.

Mr. Vederah does not hold any shares in the Company either in his individual capacity or beneficially for others and is not related to any Director or Key Managerial Personnel of the Company. The number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards is contained in the Corporate Governance Report.

In the opinion of the Board, Mr. Vederah fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder as well as Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management. The terms and conditions of his appointment as an Independent Director shall be open 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. Vederah as a Director. The Board accordingly recommends the Ordinary Resolution as mentioned at item no. 5 of this Notice for your approval. Except Mr. Vederah, 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 term of appointment of Mr. B. Hariharan - Group Director (Finance) was expiring on 31st March, 2019. In view of his contributions and ongoing restructuring of the Company and its subsidiaries, the Board of Directors of the Company at its meeting held on 28th March, 2019 based on recommendation

of the Nomination and Remuneration Committee, subject to approval of Members of the Company reappointed Mr. B. Hariharan for a further period of 3 years i.e. from 1st April, 2019 upto 31st March, 2022 designated as Executive Director. Mr. Hariharan was also appointed as Chairman in the aforesaid Board Meeting w.e.f. 1st April, 2019.

Mr. B. Hariharan aged 62 years, is a Member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India. He has been associated with the BILT Group since 1985. In June 2001, he was inducted as a member of the Board of Directors of BILT and designated as Group Director (Finance). He has over 36 years of experience in various positions of increasing responsibilities including finance, treasury, mergers and acquisitions. His expertise lies in the field of finance and corporate planning. Mr. Hariharan has contributed significantly in the successful foray of BILT in the international capital markets, notably the Global Depositary Receipt, Foreign Currency Convertible Bonds and Subordinated Perpetual Capital Securities.

He has also contributed significantly to the Group's strategic mergers and acquisitions roadmap. Mr. Hariharan is a member of the Avantha Management Board, which formulates the strategy of the Avantha Group.

He is also on the Board of various companies which are part of the Avantha Group.

Mr. Hariharan holds 8040 shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company of the Company. The number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards is contained in the Corporate Governance Report.

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

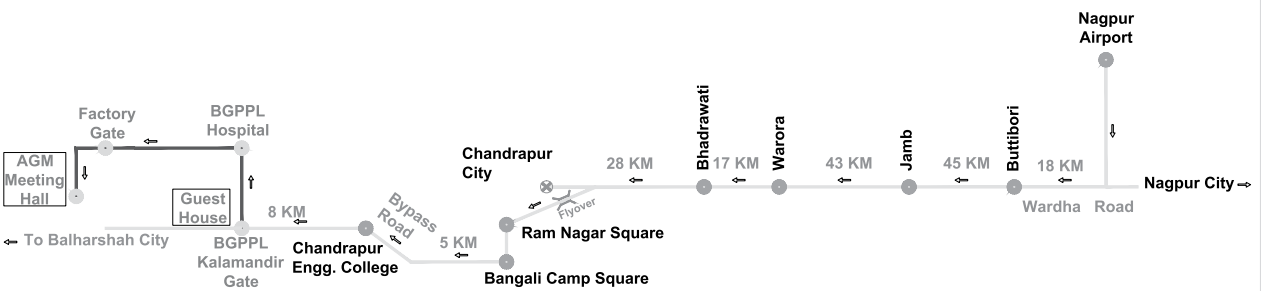
Except Mr. Hariharan, pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the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

By order of the Board

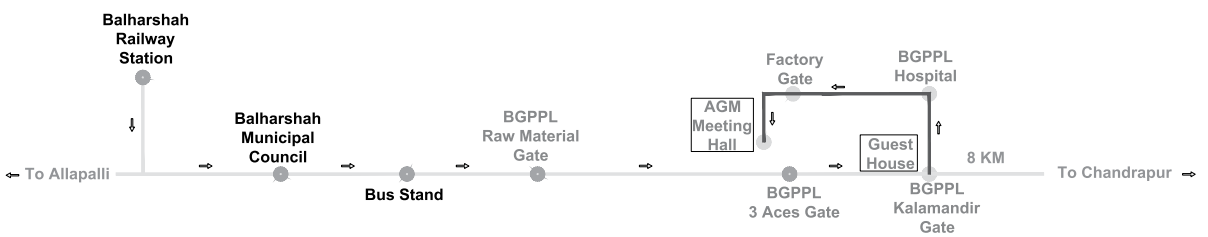
Akhil Mahajan
Chief General Manager &
Company Secretary

Date: 28th August, 2019
Place: Gurugram

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING OF BALLARPUR INDUSTRIES LIMITED



NAGPUR AIRPORT TO MEETING HALL



BALHARSHAH RAILWAY STATION TO MEETING HALL

Ballarpur Industries Limited

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

Attendance Slip

I hereby record my presence at the Seventy Fourth 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, 26th September, 2019.

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 74th Annual General Meeting of the Company, to be held at 12.00 noon on Thursday, 26th September, 2019, 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 Standalone Financial Statements, Reports of the Board of Directors and Auditors
	b) Audited Consolidated Financial Statements and Report of the Auditors
2	Reappointment of Mr. Bhuthalingam Hariharan, Director retiring by rotation
Special Business	
3	Appointment of Branch Auditors
4	Ratification of remuneration to Cost Auditor
5	Appointment of Independent Director – Mr. Rajeev Ranjan Vederah
6	Reappointment of Mr. Bhuthalingam Hariharan as Whole-time Director of the Company designated as Executive Director

Signed this ..... day of 2019

Please Affix Revenue Stamp

.....
Signature of shareholder

.....	.....	.....
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.