

19th December, 2014

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

Dear Sir,

Sub: Disclosure of voting results as per Clause 35A of Listing Agreement

We enclose voting results for items transacted at the 69th Annual General Meeting (AGM) of the Company held on 19th December, 2014, at the registered office of the Company at P.O. Ballarpur Paper Mills - 442 901, Distt. Chandrapur, Maharashtra, for which voting was held by way of e-voting and poll at AGM.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For BALLARPUR INDUSTRIES LIMITED

AKHIL MAHAJAN

CHIEF GENERAL MANAGER & COMPANY SECRETARY

Encl: a/a



Voting result for the items transacted at the 69th Annual General Meeting of the Company held on 19th December, 2014

39 Total Present through : 19th December, 2014 : 82,553 39 2 Present in person .N.A. Date of Annual General Meeting
Total no. of Shareholders on record date
No. of shareholders present in the meeting either in person or through proxy: No. of shareholders attended the meeting through video conferencing Promoter and Promoter GroupPublic

1. E-voting conducted from 13th December, 2014 (9:00 a.m. IST) to 15th December, 2014 (6:00 p.m. IST); and The modes of voting for all the resolutions were:

2. Poll conducted at the Annual General Meeting held on 19th December, 2014.

Number of votes polled excludes invalid votes

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution
Adoption of audited financial statements for the financial year ended 30th June, 2014 together with the Reports of the Board of Directors and Auditors thereon.

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on No. of Votes outstanding shares favour (3)=[(2)/(1)]*100 (4)		No. of Votes - against (5)	No. of Votes - % of Votes in favour on % of Votes against on against (5) (5) [4]/(2)]*100 (7)=[(5)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and							
Promoter							130 16 20
Group	324,010,667	323,960,685	49.420	323,960,685		100.000	0.000
Public -							ă.
Institutional							
holders	200,492,517	82,596,325	12.600	82,596,325		100.000	0.000
Public-Others	131,020,655	10,900,605	1.663	10,897,985	2,620	92.976	0.024
Total	655,523,839	417,457,615	63.683	417,454,995	2,620	666.66	0.001

Resolution No. 2: Ordina Declaration of Dividend.	Resolution No. 2: Ordinary Resolution Declaration of Dividend.	u					
	No. of shares held (1)	No. of shares held No. of votes polled (1)	% of Votes Polled on No. of Votes outstanding shares favour (3)=[(2)/(1)]*100 (4)		No. of Votes - against (5)	in No. of Votes - % of Votes in favour on % of Votes against on against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and							
Promoter			CARTON COLUMN				
Group	324,010,667	323,960,685	49.420	323,960,685	•	100.000	0.000
Public –							
Institutional							THE DESIGNATION OF
holders	200,492,517	82,596,325	12.600	82,596,325		100.000	0.000
Public-Others	131,020,655	10,897,830	1.662	10,896,630	1,200	686.66	0.011
Total	655,523,839	417,454,840	63.683	417,453,640	1,200	100.000	0.000



Resolution No. 3: Ordinary Resolution
Appointment of Mr. R R Vederah as Director, retiring by rotation.

Appointment o	f Mr. R R Vederah as L	Appointment of Mr. R R Vederah as Director, retiring by rotation.	ation.				
	No. of shares held	No. of votes polled	% of Votes Polled on No. of Votes -		No. of Votes -	in No. of Votes - % of Votes in favour on % of Votes against on	% of Votes against on
	(1)	(2)	outstanding shares	favour	against (5)		votes polled
			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and							
Promoter							
Group	324,010,667	323,960,685	49.420	323,960,685		100.000	0.000
Public –							
Institutional			 ** 	AND EASIET O MEDICINE CONTROL		THE LEGISLAN AND REALTH	
holders	200,492,517	82,596,325	12.600	82,596,325		100.000	0.000
Public-Others	131,020,655	10,900,880	1.663	10,897,019	3,861	99.965	0.035
Total	655,523,839	417,457,890	63.683	417,454,029	3,861	666.66	0.001
	The state of the s	Company of the Compan		Company of the Compan			



% of Votes against on votes polled (7)=[(5)/(2)]*100 0.000 0.000 0.001 % of Votes in favour on % of votes polled (6)=[(4)/(2)]*100 100.000 99.981 **99.999** 100.000 (2) 2,120 No. of Votes against 10,898,260 **417,455,270** 82,596,325 323,960,685 No. of Votes -favour 4 49.420 12.600 1.663 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*10082,596,325 10,900,380 417,457,390 323,960,685 No. of votes polled (7) Resolution No. 4: Ordinary Resolution
Appointment of Statutory Auditors.

No. of shares held 200,492,517 131,020,655 **655,523,839** 324,010,667 Ξ Promoter and Promoter nstitutional Group

SPECIAL BUSINESS

% of Votes in favour on votes polled (6)=[(4)/(2)]*100 (2) No. of Votes against 82,596,325 10,898,560 **417,455,570** in 323,960,685 No. of Votes favour 4 12.600 % of Votes Polled on 49.420 outstanding shares (3)=[(2)/(1)]*100 82,596,325 10,900,880 417,457,890 323,960,685 No. of votes polled (2) Resolution No. 5: Ordinary Resolution
Appointment of Branch Auditors. 200,492,517 131,020,655 **655,523,839** 324,010,667 E Promoter and nstitutional Promoter ublic olders Group

0.000

100.000

% of Votes against on votes polled (7)=[(5)/(2)]*100 0.000

0.001

99.979 **99.999**

2,320

1.663

100.000

% of V	
No of Votes -	against (5)
o of Votes - in	favour
% of Votes Polled on IN	outstanding shares
No of votes noting	(2)
No of charge hold	(1)

	No of shares held	No. of votes polled	% of Votes Polled on No. of Votes -		No. of Votes -	in No. of Votes - 1% of Votes in favour on 1 % of Votes against on	% of Votes against on
	(1)		outstanding shares		against (5)	votes polled	votes polled
			(3)=[(2)/(1)]*100			٥	(7)=[(5)/(2)]*100
Promoter and							
Promoter							
Group	324,010,667	323,960,685	49.420	323,960,685	•	100.000	0.000
Public -	40						
Institutional							
holders	200,492,517	82,596,325	12.600	72,622,901	9,973,424	87.925	12.075
Public-Others	131,020,655	10,900,880	1.663	10,898,180	2,700	99.975	0.025
Total	655,523,839	417,457,890	63.683	407,481,766	9,976,124	97.610	2.390



% of Votes against on votes polled (7)=[(5)/(2)]*100 0.000 0.000 % of Votes in favour on % votes polled (6)=[(4)/(2)]*100 100.000 99.967 **99.999** 100.000 (2) 3,620 in No. of Votes against 82,596,325 10,897,260 417,454,270 323,960,685 No. of Votes favour (4) % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 12.600 49.420 1.663 63.683 Resolution No. 7: Ordinary Resolution
Appointment of Independent Director – Mr. A S Dulat.
No. of shares held
No. of shares held
(2) 82,596,325 10,900,880 417,457,890 323,960,685 131,020,655 **655,523,839** 324,010,667 200,492,517 Promoter and Promoter holders Public-Others Total nstitutional Group Public –

Resolution No.	Resolution No. 8: Ordinary Resolution	nr - Mr. Ashish Guha.					
	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100 (4)	50	No. of Votes - against (5)	No. of Votes - % of Votes in favour on % of Votes against on votes polled votes polled votes polled (5) (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	324,010,667	323,960,685	49.420	323,960,685		100.000	000'0
Public – Institutional holders	200,492,517	82,596,325	12.600	72,622,901	9,973,424	87.925	12.075
Public-Others	131,020,655	10,900,880	1.663	10,897,460	3,420	696'66	0.031
Total	655,523,839	417,457,890	63.683	407,481,046	9,976,844	97.610	2.390

	Me afabara hald	Pollog actor to all	" of Votes Dollad on INo of Votes		No of Votes	in No of Votes - 1% of Votes in favour on 1 % of Votes against on	1 % of Votes against on
	No. of snares neid	No. of votes poiled (2)	outstanding shares (3)=[(2)/(1)]*100		against (5)	(6)=[(4)/(2)]*100	votes polled (7)=[(5)/(2)]*100
Promoter and							
Promoter Group	324,010,667	323,960,685	49.420	323,960,685	•	100.000	0.000
Public –							
nstitutional				A CONTRACT OF THE PARTY OF THE			
holders	200,492,517	82,596,325	12.600	82,596,325	•	100.000	0.000
ublic-Others	131,020,655	10,900,880	1.663	10,898,380	2,500	22.66	0.023
Total	655.523.839	417,457,890	63.683	417,455,390	2,500	66.66	0.001



Resolution No. 10: Ordinary Resolution Alteration of Authorised Share Capital of the Compai

		Ī		ı			
res held No. of votes polled	No. of votes polled		% of Votes Polled on No. of Votes -		No. of Votes -	in No. of Votes - % of Votes in favour on % of Votes against on	% of Votes against on
(1)	(2)		outstanding shares	favour	against (5)	votes polled	votes polled
6 8	6.3		(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	2						
324,010,667 323,960,685	323,960,685		49.420	323,960,685	1	100.000	0.000
							0
200,492,517 82,596,325	82,596,325		12.600	72,622,901	9,973,424	87.925	12.075
131,020,655 10,900,880	10,900,880		1.663	10,899,580	1,300	886.66	0.012
655,523,839 417,457,890	417,457,890		63.683	407,483,166	9.974,724	97.611	2.389
		ı		Contraction of the last of the	Control of the last of the las	The second secon	

Resolution No. 11: Special Resolution Issue of Cumulative Non-Convertible Compulsority Redeemable Prefer

	T .	(2)		
% of Votes against on votes polled (7)=[(5)/(2)]*100	0000	12.075	0.033	2.390
No. of Votes - % of Votes in favour on % of Votes against on against (5) votes polled votes polled (5)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	100.000	87.925	296.66	97.610
No. of Votes - against (5)	·	9,973,424	3,636	9,977,060
	323,960,685	72,622,901	10,897,244	407,480,830
% of Votes Polled on No. of Votes - outstanding shares (3)=[(2)/(1)]*100 (4)	49.420	12.600	1.663	63.683
No. of votes polled (2)	323,960,685	82,596,325	10,900,880	417,457,890
No. of shares held (1)	324,010,667	200,492,517	131,020,655	655,523,839
	Promoter and Promoter Group	Public – Institutional holders	Public-Others	Total

0.000 0.033 0.001 0.000 in No. of Votes - % of Votes in favour on % of Votes against on against (5) votes polled votes polled (5)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 100.000 99.967 **99.999** 100,000 3,636 82,596,325 10,897,244 **417,454,254** 323,960,685 No. of Votes -favour 4 12.600 1.663 **63.683** % of Votes Polled on 49.420 outstanding shares (3)=[(2)/(1)]*100 Resolution No. 12: Special Resolution Issue of Non-convertible Debentures of upto Rs. 250 Crores.

| No. of shares held | No. of votes polled | 10,900,880 323,960,685 82,596,325 200,492,517 131,020,655 **655,523,839** 324,010,667 Promoter and Promoter Public-Others Total Public – Institutional



Resolution No. 13: Special Resolution Create mortgage / charge on assets of the Company.

Create mortga	create mortgage / charge on assets of the Company	or the Company.					
	No. of shares held	No. of votes polled	% of Votes Polled on No. of Votes -		No. of Votes -	in No. of Votes - % of Votes in favour on % of Votes against on	% of Votes against on
	(5)	(2)	outstanding shares	favour	against (5)	votes polled	votes polled
	2 6	<u>84</u>	(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and							
Promoter							
Group	324,010,667	323,960,685	49.420	323,960,685	•	100.000	0.000
Public -							
Institutional							Ŧ
holders	200,492,517	82,596,325	12.600	82,596,325	·	100.000	0.000
Public-Others	131,020,655	10,900,180	1.663	10,889,468	10,712	99.902	0.098
Total	655,523,839	417,457,190	63.683	417,446,478	10,712	99.997	0.003





19th December, 2014

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

Sub: Combined Voting Result for the 69th Annual General Meeting (AGM) of M/s Ballarpur Industries Limited (the Company).

Dear Sir,

Please find enclosed herewith the Combined Voting Result {E-voting and Poll pursuant to provisions of the Companies Act, 2013 read with relevant Rules of the Companies (Management and Administration) Rules, 2014} for the items transacted at the 69th AGM of the Company held on Friday, 19th December, 2014 at 12:00 noon at the Registered Office of the Company, P.O. Ballarpur Paper Mills – 442 901, Distt. Chandrapur, Maharashtra.

Please find also enclosed is a copy of Scrutinizer's Reports on results of E-voting and Poll in respect of the aforesaid AGM.

Based on the above, all the resolutions are approved with requisite majority.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For BALLARPUR INDUSTRIES LIMITED

AKHIL MAHAJAN

CHIEF GENERAL MANAGER & COMPANY SECRETARY

Encl: a/a

CIN: L21010MH1945PLC010337 Email: sectdiv@bilt.com



Ballarpur Industries Limited

Combined Voting Result (E-voting and Poll pursuant to provisions of the Companies Act, 2013 read with relevant Rules of the Companies (Management and Administration)
Rules, 2014) for the 69th Annual General Meeting of the Company held on Friday, 19th December, 2014 at 12:00 noon at the Registered Office of the Company, P.O. Ballarpur
Paper Mills – 442 901, Distt. Chandrapur, Maharashtra.

		E-voting Result	Result	AGM-Poll Result	Result		Combined Voting	Voting	
		For	Against	For	Against	For		Against	ıst
Resolution No.	Resolution Resolutions	VOTE	VOTE	VOTE COUNTS	VOTE COUNTS	VOTE	% аде	VOTE	% age
YOU A LAIGUE									
OKDINARY BUSINESS	BUSINESS								
Ordinary Resolutions	esolutions								
	Adoption of audited financial statements for the financial year								
-	ended 30th June, 2014 together with the Reports of the Board of								
	Directors and Auditors thereon.	409,723,701	2,620	7,731,294	0	417,454,995	99.999	2,620	0.001
2	Declaration of Dividend.	409,722,346	1,200	7,731,294	0	417,453,640	100.000	1,200	0.000
8	Appointment of Mr. R R Vederah as Director, retiring by rotation.	409,722,735	3,861	7,731,294	0	417,454,029	99.999	3,861	0.001
4	Appointment of Statutory Auditors.	409,723,976	2,120	7,731,294	0	417,455,270	99.999	2,120	0.001
SPECIAL BUSINESS	USINESS								
Ordinary Resolutions	ssolutions								
5	Appointment of Branch Auditors.	409,724,276	2,320	7,731,294	0	417,455,570	99.999	2,320	0.001
9	Appointment of Independent Director - Mr. Sanjay Labroo.	399,750,472	9,976,124	7,731,294	0	407,481,766	97.610	9,976,124	2.390
7	Appointment of Independent Director - Mr. A S Dulat.	409,722,976	3,620	7,731,294	0	417,454,270	99.999	3,620	0.001
8	Appointment of Independent Director – Mr. Ashish Guha.	399,749,752	9,976,844	7,731,294	0	407,481,046	97.610	9,976,844	2.390
6	Appointment of Independent Director - Ms. Nandini Adya.	409,724,096	2,500	7,731,294	0	417,455,390	99.999	2,500	0.001
10	Alteration of Authorised Share Capital of the Company.	399,751,872	9,974,724	7,731,294	0	407,483,166	97.611	9,974,724	2.389
Special Resolutions	colutions								
11	Issue of Cumulative Non-Convertible Compulsorily Redeemable								
	Preference Shares of upto Rs. 250.00 Crores.	399,749,536 9,977,060	9,977,060	7,731,294	0	407,480,830	97.610	9,977,060	2.390
12	Issue of Non-convertible Debentures of upto Rs. 250.00 Crores.	409,722,960	3,636	7,731,294	0	417,454,254	99.999	3,636	0.001
13	Create mortgage / charge on assets of the Company.	409,721,960	3,936	7,724,518	6,776	417,446,478	99.997	10,712	0.003



The aforesaid number of vote counts exludes invalid votes. Scrutinizer's reports on e-voting and poll are attached herewith. Based on the above, all the resolutions stand passed with requisite majority.



P. Balodia & Co.

COMPANY SECRETARIES

Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
69th Annual General Meeting of M/s. Ballarpur Industries Limited,
P.O. Ballarpur Paper Mills – 442 901,
Distt. Chandrapur, Maharashtra.

Respected Sir,

I, Prashant Kumar Balodia, Partner of M/s P Balodia & Co., Practicing Company Secretaries having its office at A-53, 1st Floor, Gurunanak Pura, Laxminagar, Delhi-110092, appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner and to report on the results on votes tendered on e-voting carried as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of resolutions proposed at the 69th Annual General Meeting to be held on 19th December 2014 at 12.00 noon at the registered office of the Company at P.O. Ballarpur Paper Mills – 442 901 Distt. Chandrapur, Maharashtra. I hereby, submit my report as under:

- The shareholders holding shares as on the "cut off" date i.e. 14th November, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 13 as set out in the Notice of the 69th Annual General Meeting).
- 2. The e-voting period remained open from 9:00 a.m. on Saturday the 13th December, 2014 to 6:00 p.m. on Monday the 15th December, 2014.

The votes were unblocked on 15th December, 2014 around 08.37 P.M in the presence of two witnesses, Ms. Kanika Kathuria R/o. 70C/8A/3A, Old Tezab Mill, Shahdara, Delhi – 110032 and Ms. Jyoti Aggarwal R/o E -15, 2nd Floor, Kalkaji, New Delhi – 110019, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: (Ms. Kanika Kathuria)

Name: (Ms. Jyoti Aggarwal)

3. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com). The result of the e-voting is as under:

Scrutinizer's Report (e-Voting)

Page 1 of 8

(a). Resolution 1 - Ordinary Resolution

Adoption of audited financial statements for the financial year ended 30th June, 2014 together with the Reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
60		409,723,701	99.9994

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
3	2,620	0.0006

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast	
Nil	Nil	

(b). Resolution 2 - Ordinary Resolution

Declaration of Dividend.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
62		409,722,346	99.9997

ii. Voted against the resolution:

Number of		Number of votes cast	
voted	through	against the resolution	valid votes cast
electronic system	voting		(favour and against)
1	The second of th	1,200	0.0003

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



(c). Resolution 3 - Ordinary Resolution

Appointment of Mr. R R Vederah as Director, retiring by rotation

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
59		409,722,735	99.9991

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
5	3,861	0.0009

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

(d). Resolution 4 – Ordinary Resolution

Appointment of Statutory Auditors.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
61		409,723,976	99.9995

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
2	2,120	0.0005

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



(e). Resolution 5 - Ordinary Resolution

Appointment of Branch Auditors.

i. Voted in favour of the resolution:

voted throug	Number of votes cast in favour of the resolution	
61	409,724,276	99.9994

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
3	2,320	0.0006

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

(f). Resolution 6 - Ordinary Resolution

Appointment of Independent Director - Mr. Sanjay Labroo.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes ca in favour of the resolution	st % of total number of e valid votes cast (favour and against)
47		399,750,472	97.5652

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
17	9,976,124	2.4348

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



(g). Resolution 7 - Ordinary Resolution

Appointment of Independent Director - Mr. A S Dulat.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
60		409,722,976	99.9991

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
4	3,620	0.0009

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

(h). Resolution 8 - Ordinary Resolution

Appointment of Independent Director - Mr. Ashish Guha

i. Voted in favour of the resolution:

voted through	Number of votes cast in favour of the resolution	
47	399,749,752	97.5650

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
17	9,976,844	2.4350

Total number of members whose votes were declared invalid	Total number of votes caste
Nil	Nil



(i). Resolution 9 - Ordinary Resolution

Appointment of Independent Director - Ms. Nandini Adya.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
62		409,724,096	99.9994

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
2	2,500	0.0006

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

(j). Resolution 10 - Ordinary Resolution

Alteration of Authorised Share Capital of the Company.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
48		399,751,872	97.5655

ii. Voted against the resolution:

Number of voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
16	9,974,724	2.4345

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



(k). Resolution 11 - Special Resolution

Issue of Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of upto Rs. 250.00 Crores.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of in favou resolution		the	valid		cast
44		399,749,53	6		97.564	9	

ii. Voted against the resolution:

Number of voted electronic system	against the resolution	% of total number of valid votes cast (favour and against)
20	9,977,060	2.4351

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

(l). Resolution 12 - Special Resolution

Issue of Non-convertible Debentures of upto Rs. 250.00 Crores.

i. Voted in favour of the resolution:

Number of voted electronic system	through	Number of votes cast in favour of the resolution	
58		409,722,960	99.9991

ii. Voted against the resolution:

Number of r voted electronic system	medical services and the	O	% of total number of valid votes cast (favour and against)
6		3,636	0.0009

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



(m). Resolution 13 - Special Resolution

Create mortgage / charge on assets of the Company.

i. Voted in favour of the resolution:

voted through	Number of votes cast in favour of the resolution	
56	409,721,960	99.9990

ii. Voted against the resolution:

Number of r voted electronic system	Number of votes cast against the resolution	% of total number of valid votes cast (favour and against)
7	3,936	0.0010

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

4. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Prashant Kumar Balodia
Partner
M/s. P. Balodia & Co.
Practicing Company Secretaries
Membership No. F6047
CP. No. 6153

Place: Delhi Date: 18.12.2014

FORM NO. MGT-13

Scrutinizer's Report
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
69th Annual General Meeting of the Equity Shareholders of **BALLARPUR INDUSTRIES LIMITED**Held on Friday the 19th December, 2014 at 12:00 noon
at its registered office at P.O. Ballarpur Paper Mills – 442 901
Distt. Chandrapur, Maharashtra

Dear Sir,

I, Prashant Kumar Balodia, Partner of M/s. P. Balodia & Co., Practicing Company Secretaries having its office at A – 53, 1st Floor, Gurunanak Pura, Laxminagar, Delhi – 110 092, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 69th Annual General Meeting of the Equity Shareholders of Ballarpur Industries Limited (The Company), held on 19th December, 2014 at 12.00 noon at its registered office at P.O. Ballarpur Paper Mills – 442 901, Distt. Chandrapur, Maharashtra, submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, i.e. between 1.30 p.m. to 1.45 p.m., the ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The results of the poll are as under:



a) Resolution 1- Ordinary Resolution

Adoption of audited financial statements for the financial year ended 30th June, 2014 together with the Reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

iii. Invalid votes:

Total number of members	Total number of votes cast by them
(in person or by proxy)	
whose votes were declared invalid	
2	1,12,500

b) Resolution 2- Ordinary Resolution Declaration of Dividend

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	1,12,500



c) Resolution 3- Ordinary Resolution

Appointment of Mr. R R Vederah as Director, retiring by rotation.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

iii. Invalid votes:

Total number of members	Total number of votes cast by them
(in person or by proxy) whose votes were declared invalid	
2	1,12,500

d) Resolution 4- Ordinary Resolution

Appointment of Statutory Auditors.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
2	1,12,500	



e) Resolution 5- Ordinary Resolution

Appointment of Branch Auditors.

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

i. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

ii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	1,12,500

f) Resolution 6- Ordinary Resolution

Appointment of Independent Director - Mr. Sanjay Labroo.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
2	1,12,500	

g) Resolution 7- Ordinary Resolution

Appointment of Independent Director - Mr. A S Dulat.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

iii. Invalid votes:

Total number of members	Total number of votes cast by them
(in person or by proxy) whose votes were declared invalid	
2	1,12,500

h) Resolution 8- Ordinary Resolution

Appointment of Independent Director - Mr. Ashish Guha.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

mvanu voics.	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	1,12,500



i) Resolution 9- Ordinary Resolution

Appointment of Independent Director - Ms. Nandini Adya.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

iii. Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them
whose votes were declared invalid 2	1,12,500

j) Resolution 10- Ordinary Resolution

Alteration of Authorised Share Capital of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

Total number of members (in person or by proxy)	Total number of votes cast by them	
whose votes were declared invalid 2	1,12,500	



Resolution 11- Special Resolution

Issue of Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of upto Rs. 250.00 Crores.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	1,12,500

Resolution 12-Special Resolution

Issue of Non-convertible Debentures of upto Rs. 250.00 Crores.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	77,31,294	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	N.A.	N.A.

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	1,12,500



k) Resolution 13- Special Resolution

Create mortgage / charge on assets of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	77,24,518	99.9124

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	6,776	0.0876

iii. Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them
whose votes were declared invalid	
2	1,12,500

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary.

Thanking you, Yours faithfully,

Prashant Kumar Balodia

Partner, M/s. P. Balodia & Co., Practicing Company Secretaries

Membership No. F6047

CP. No. 6153

Place: P.O. Ballarpur Paper Mill, Distt. Chandrapur, Maharashtra

Date: 19.12.2014