



ADITYA BIRLA CHEMICALS (INDIA) LIMITED

Registered Office: 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822 124 Distt. Palamau (Jharkhand)
Tel No.: (06584) 262 211, 262 221, 262 488 Fax : (06584) 262 205 Email : abcil.investors@adityabirla.com
Website : www.adityabirlachemicalsindia.com CIN : L24100JH1976PLC001255

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of members of Aditya Birla Chemicals (India) Limited ("the Company") will be held at the Registered Office of the Company at 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla – 822 124, Distt. Palamau (Jharkhand) on Monday 29th September 2014 at 10:00 A.M. to transact with or without modifications, as may be permissible, the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit & Loss for the financial year ended 31st March 2014 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March 2014.
3. To appoint a Director in place of Shri Lalitkumar Shantaram Naik (DIN: 02943588), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W), the retiring Statutory auditors of the Company, be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 38th Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorized to fix the remuneration of Statutory auditors of the Company for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as Special Resolution :

“Resolved that in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 (earlier as pursuant to Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956) including any statutory modifications or re-enactment thereof, for the time being in force, the approval of the Company be and is hereby accorded to the appointment of Shri Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director of the Company, for a period of 3 (three) years effective from 1st March 2014, on the terms and conditions as set out below and in Explanatory Statement annexed to the Notice convening this meeting, with the liberty to the Board of Directors (which term shall include any Committee

constituted or to be constituted by the Board) from time to time to alter/enhance/vary the said terms and remuneration in such manner as may be agreed to between the Board and Shri Jhanwar, and as may be permissible at law.

- Period of Appointment : 3 (three) years w.e.f. 1st March 2014
- Shri Jhanwar will not be paid any remuneration by the Company for the time being. Consequently, provisions of Section 202 of the Companies Act, 2013 will not be applicable in the event of the termination of the appointment of Shri Jhanwar as Managing Director of the Company till the time no remuneration is paid to him. However, the Board reserves the right to remunerate him with recommendation of the Remuneration Committee of the Company in accordance with the applicable statutes.
- Shri Jhanwar shall be entitled to reimbursement of all expenses, actually and properly incurred in the course of and for the legitimate business of the Company.
- If Shri Jhanwar wishes to leave the position and services as the Managing Director of the Company at any time during his tenure with the Company, he will be released from the position and services as the Managing Director of the Company subject to the approval of the Board in terms of the applicable statutes.
- Shri Jhanwar will not be paid any sitting fee for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.
- Shri Jhanwar will not be liable to retire by rotation.
- The other terms, responsibilities, authorities etc. are usual and as per the prevailing practices.

“Resolved further that the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution”.

6. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution :

“Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 55,000/- plus service tax as applicable and reimbursement of out-of-pocket expenses for the financial year ending 31st March 2015, as approved by the Board of Directors of the Company, to be paid to M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Registration No. 7464) for the conduct of the audit of the cost records of the Company, be and is hereby ratified and confirmed”.

“Resolved further that the Audit Committee / Board of Directors of the Company be and is hereby authorised to decide and revise the aforesaid remuneration, in case required, and do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

7. To consider and, if thought fit, to pass the following resolution as Special Resolution :

“Resolved that pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow any sum or sums of money from time to time at their discretion, as deem fit, by way of loans, advances, issue of any kind of security(ies) or instruments including Commercial Papers, even if the borrowing(s) together with the monies already borrowed by the Company, including the borrowings in foreign currencies, (apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business), exceeds the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, and to determine,

fix, negotiate, arrange or agree to the terms and conditions of all such monies borrowed / to be borrowed from time to time, provided however, that the money or monies to be borrowed by the Company together with the money already borrowed and outstanding shall not, at any time, exceed Rs. 2500 crores (Rupees two thousand five hundred crores only) over and above the aggregate of the paid up Share Capital and free reserves of the Company.”

“Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to implement the Resolution, as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Company or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by authority of this resolution”.

8. To consider and, if thought fit, to pass the following resolution as Special Resolution :

“Resolved that the consent of the Company be and is hereby granted in terms of Section 180 (1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called “the Board”), which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or person(s), to mortgage and / or charge any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage and / or charge, on such terms and conditions at such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertakings or all of the undertakings of the Company in favour of any Lenders, Agents and / or trustees, bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, for securing the long term, short term and medium term borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debenture and / or non-convertible debentures / bonds/ any other nature of debt instruments, etc.) issued / to be issued by the Company as also deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the overall limits approved / as may be approved by the members under Section 180(1)(c) of the Companies Act, 2013 as also the interest on the principal amounts at the respective agreed rates, additional interest, compound interest in the case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, remuneration of agents(s) / trustees(s) / all other cost, charges and expenses, including any increase as a result of devaluation/ revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement, debenture trust deed(s) and / or any other deed(s) or document(s) entered in to / to be entered into between the Company and the lender(s) / agent(s) / Trustees(s) / state government(s) / agency(ies) representing various state governments / bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not and / other agencies, etc in respect of the said loans / borrowings / debentures/ securities / deferred sales tax loans and containing such specific term and conditions and covenants in respect of the enforcement of the security as may be stipulated in that behalf and agreed to between the Board and the lender(s) / agent(s) / Trustees(s) / bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, etc.”

“Resolved further that the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created

or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“Resolved further that the Board be and is hereby authorized to finalize, settle and execute any and all; agreements, documents, deeds, writings and papers as may be necessary for creating the mortgages and / or charges as aforesaid and to do all such acts, deeds, matters and things as it/ they may, in its / their absolute discretion consider necessary, desirable or expedient for implementing this resolution and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interests of the Company.”

9. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution :

“Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri Girish Mohanlal Dave (DIN: 00036455), an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting of the Company, not liable to retire by rotation.”

10. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution :

“Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri Biswajit Choudhuri (DIN: 00149018), an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting of the Company, not liable to retire by rotation.”

11. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution :

“Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri Jagdish Chandar Chopra (DIN: 00041143), an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting of the Company, not liable to retire by rotation.”

12. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution :

“Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and 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 pursuant to the provisions of Clause 49 of the Listing Agreement, including any modification or amendment thereof, Shri Prem Prakash Sharma (DIN: 00788601), an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting of the Company, not liable to retire by rotation.”

13. To consider and, if thought fit, to pass the following resolution as Special Resolution :

“Resolved that pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Article of Association of the Company.”

“Resolved further that the Board of Directors of the Company (which term shall include any Committee constituted or to be constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

14. To consider and, if thought fit, to pass the following resolution as Special Resolution :

“Resolved that pursuant to the provisions of Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) with M/s. Hindalco Industries Limited, Holding Company of the Company for sale of Caustic Soda and other products & services, purchase of Aluminium ingots and other products & services and Payment of Dividend, which are commercial transactions in the ordinary course of the business and are at arm’s length, being material in nature as detailed in the explanatory statement to the Notice.”

“Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

**By Order of the Board,
For ADITYA BIRLA CHEMICALS (INDIA) LIMITED**

Registered Office:
‘Ghanshyam Kunj’, Garhwa Road,
P.O. Rehla - 822 124 Distt. Palamau
(Jharkhand)
Tel No.: (06584) 262211, 262221,
262488 Fax : (06584) 262 205
Email : abcil.investors@adityabirla.com
Website : www.adityabirlachemicalsindia.com
CIN : L24100JH1976PLC001255

**Akash Mishra
Company Secretary**

Place : Mumbai
Dated : August 6, 2014

NOTES :

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 38TH ANNUAL GENERAL MEETING OF THE COMPANY ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2) **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
- 3) Corporate members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company duly certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting.
- 4) Disclosure pursuant to Clause 49 of the Listing Agreement with respect to Directors seeking re-appointment/appointment at the Annual General Meeting is attached hereto.
- 5) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) Members are requested to bring their Attendance Slip along with their copy of Annual Report while attending the Meeting.
- 7) Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 10:30 A.M. and 12:30 P.M. upto the date of the Meeting.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 24th September 2014 to Monday 29th September 2014 (both days inclusive) for the purpose of payment of dividend, if approved by the members.
- 9) The dividend, as recommended by the Board, if sanctioned at the meeting, will be paid on or after 30th September 2014 to those members or their mandates whose names stand registered in the Company's Register of Members :
 - i) as Beneficial Owners as at the end of the business hours on 23rd September 2014, as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - ii) as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar and Transfer Agent (RTA), M/s. C. B. Management Services (P) Limited, Kolkata on or before 23rd September 2014.
- 10) *Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Unpaid / Unclaimed dividend for the financial year 2005 – 2006 has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.*
- 11) *Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year 2006-07 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2006-07 are requested to make their claim to the Secretarial Department at the Registered Office of the Company or the office of the RTA accordingly, failing which the unpaid / unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid / unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the IEPF in respect of such amount by the member. The due date for transfer of Unpaid/Unclaimed Dividend are given hereinbelow :*

<i>Dividend For F.Y.</i>	<i>Date of Annual General Meeting</i>	<i>Date due for transfer to "Investor Education & Protection Fund"</i>
<i>2006-07</i>	<i>11.08.2007</i>	<i>10.09.2014</i>
<i>2007-08</i>	<i>21.08.2008</i>	<i>20.09.2015</i>
<i>2008-09</i>	<i>29.06.2009</i>	<i>28.07.2016</i>
<i>2009-10</i>	<i>06.08.2010</i>	<i>05.09.2017</i>
<i>2010-11</i>	<i>08.08.2011</i>	<i>07.09.2018</i>
<i>2011-12</i>	<i>08.08.2012</i>	<i>07.09.2019</i>
<i>2012-13</i>	<i>10.09.2013</i>	<i>09.10.2020</i>

- 12) *The Ministry of Corporate Affairs (MCA), Government of India, through its circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the Company's website information regarding unpaid and unclaimed dividend. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.adityabirlachemicalsindia.com*
- 13) Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
- 14) Members are requested to notify immediately any change of address :
- to the their Depository Participants(DPs) in respect of shares held in electronic form, and
 - to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
- In case the mailing address mentioned on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
- 15) (a) Members are advised to avail of the facility for receipt of dividend through National Electronic Clearing Service (NECS). The NECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs for availing NECS facility. Members holding shares in physical form are requested to download the NECS form from the website of the Company viz. www.adityabirlachemicalsindia.com and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or to its RTA.
- (b) The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors:-
- For securities held in demat mode, companies shall seek relevant bank details from the Depositories.
 - For securities held in physical mode, companies shall maintain updated bank details received from the investors.
- (c) To avoid the incidence of fraudulent encashment of dividend warrants, members are requested to intimate the Company under the signature of the Sole / First Joint holder, the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:
- 1) Name of Sole/first Joint holder and Folio No.**
 - 2) Particulars of Bank Account, viz.**
 - i) Name of the Bank**
 - ii) Name of Branch**
 - iii) Complete address of the Bank with Pin code Number**
 - iv) Account Type, whether Savings (SB) or Current Account (CA)**
 - v) Bank Account Number**
- 16) Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by DPs to the Company.
- 17) As per the provisions of Section 72 of the Companies Act 2013, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or its RTA or can download the form from the Company's website viz. www.adityabirlachemicalsindia.com Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
- 18) Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.

- 19) The Annual Report of the Company for the year 2013-14, being circulated to the Members of the Company, is available on the Company's website viz. www.adityabirlachemicalsindia.com.
- 20) In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
- 21) *The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.*
- 22) Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
- a) the change in the Residential status on return to India for permanent settlement.
 - b) the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
- 23) In line with the measures of Green Initiative taken by SEBI, Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. **Members holding shares in physical mode are requested to register their e-mail ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).**

If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

A 'Green Initiative' form is available on the Company's website viz. www.adityabirlachemicalsindia.com for registering the email ID by the members.

24) **Voting through electronic means :**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to members to exercise their right to vote at the 38th Annual General Meeting by electronic means and the business may be transacted through E-Voting services provided by Central Depository Services (India) Limited (CDSL). The E-voting is optional for the members.

The instructions for shareholders voting electronically are as under:

- The voting period begins on 22nd September 2014 at 9:00 A.M. and ends on 24th September 2014 at 6:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date (record date) of 22nd August 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- Click on "Shareholders" tab.
- Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-Line Company Ltd. and Folio Number is C-0052 the PAN will be 4L000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of 22nd August 2014.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN (E-voting Sequence Number - 140812042)** for the relevant **"Aditya Birla Chemicals (India) Limited"** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Institutional Members / Bodies Corporate (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 through e-mail at aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September 2014, upto 6:00 P.M. without which the vote shall not be treated as valid.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd August 2014.

The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 22nd August 2014.

The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 22nd August 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

Shri Atul Kumar Labh, Practising Company Secretary (FCS - 4848 / CP - 3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Company has provided an option to its Members who do not have access to the e-voting facility, to cast their votes by way of a Ballot. The Ballot Form is enclosed with the Annual Report. Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri Atul Kumar Labh, Practising Company Secretary (FCS - 4848 / CP - 3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata not later than close of working hours (6:00 P.M.) on 24th September 2014. Ballot Form received after this date and time will be treated as invalid.

Members are hereby informed that the votes casted electronically shall be treated as final, in case, votes are casted by any member through both the modes, i.e., electronically as well as by exercising the votes vide ballot forms.

The Scrutinizer's decision on the validity of the vote shall be final and binding.

The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to the Stock Exchanges where the Company's Shares are Listed, i.e. National Stock Exchange Ltd. and BSE Ltd.

The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of e-voting, Ballot and voting held at the AGM.