



ADITYA BIRLA CHEMICALS (INDIA) LIMITED

Registered Office: 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822 124 Distt. Palamau (Jharkhand)

CIN : L24100JH1976PLC001255

Tel No.: (06584) 262211, 262221, 262488 Fax : (06584) 262205 Email : abcil.investors@adityabirla.com

Website : www.adityabirlachemicalsindia.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th 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 Thursday, 24th September 2015 at 10:30 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 financial statements of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March 2015.
3. To appoint a Director in place of Mr. Askaran Agarwala (DIN: 00023684), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, 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 39th Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS

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

"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Listing Agreement with Stock Exchanges and Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Preeti Gupta (DIN: 07118798), who was appointed as an Additional Director of the Company with effect from 12th March 2015 under provisions of Section 161 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Listing Agreement with Stock Exchanges and Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time

being in force) be and is hereby appointed as Director of the Company, in the capacity of non-independent, non-executive Director, liable to retire by rotation.”

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 Cost Auditors viz. M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Registration No. 7464), as appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2016 be paid the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus service tax as applicable and reimbursement of out-of-pocket expenses.”

“Resolved further that Board of Directors of the Company be and is hereby authorised to 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 the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities (including any statutory modification (s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Associations of the Company, the consent of the Members be and is hereby accord 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) to offer, invite or issue Redeemable Non-Convertible Debentures (“NCDs), secured or unsecured, during a period of one year from the date of this 39th Annual General Meeting of the Company, in Indian currency and/or foreign currency, in domestic and/or overseas market, in one or more series/tranches, as per the structure and within the limits permitted by the Reserve Bank of India, SEBI, Companies Act, 2013 and other regulatory authorities, aggregating upto an amount not exceeding Rs. 1200 crores (Rupees one thousand two hundred crores only) on private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto”.

“Resolved further that the Board of Directors of the Company be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give 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 : July 28, 2015

NOTES :

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 39TH 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 SHALL 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) If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
- 4) 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 registered office of the Company duly certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting.
- 5) 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.
- 6) 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.
- 7) Members are requested to bring their Attendance Slip along with their copy of Annual Report while attending the Meeting.
- 8) 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.
- 9) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18th September 2015 to Thursday, 24th September 2015 (both days inclusive) for the purpose of payment of dividend, if any, approved by the members.
- 10) The dividend, as recommended by the Board, if sanctioned at the meeting, will be paid on or after 25th September 2015 to those members or their mandates whose names stand registered in the Company's Register of Members :
 - i) as Beneficial Owners as at the close of the business hours on 17th September 2015, as per the lists to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) 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 the close of the business hours on 17th September 2015
- 11) *Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Unpaid / Unclaimed dividend for the financial year 2006 – 2007 has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.*
- 12) *Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year 2007-08 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 2007-08 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>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>
<i>2013-14</i>	<i>29.09.2014</i>	<i>28.10.2021</i>

- 13) *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*

- 14) 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.
- 15) 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 the Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.

- 16) (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**

- 17) 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.
- 18) 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.
- 19) 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.
- 20) The Annual Report of the Company for the year 2014-15, being circulated to the Members of the Company, is available on the Company's website viz. www.adityabirlachemicalsindia.com.
- 21) *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.*
- 22) *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.*
- 23) Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
- the change in the Residential status on return to India for permanent settlement.
 - the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.

- 24) 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.**

- 25) The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is that it is near the Garhwa Road railway station.

26) **Instruction for Remote e-voting :**

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Clause 35B of the Listing Agreement, the Company is providing facility to members to exercise their right to vote on the resolutions proposed to be considered at the 39th Annual General Meeting (AGM) 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 Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting"). In order to enable the Members, who do not have the access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for remote e-voting are given herein below.

The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting or by Ballot form shall be able to exercise their right at the AGM. The Members who have cast their vote by remote e-voting or by Ballot form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for remote e- voting to shareholders are as under:

- (i) **The voting period begins on Monday, 21st September 2015 at 9:00 A.M. and ends on Wednesday, 23rd September 2015 at 5:00 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 17th September 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Aditya Birla Chemicals (India) Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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.
- (xx) 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.

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 17th September 2015. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date). The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

A Member may participate in the AGM even after exercising his right to vote through remote e-voting or Ballot form but shall not be allowed to vote again at the AGM. 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, voting through Ballot form as well as voting at the AGM.

The Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS - 4848 / CP - 3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata, as Scrutinizer the remote e-voting process (including the Ballot form received from the Member(s) who do not have access to the remote e-voting process) and voting at the AGM in a fair and transparent manner.

Members who do not have access to remote e-voting facility may send duly completed Ballot form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Atul Kumar Labh, Practicing Company Secretary not later than Wednesday, 23rd September 2015 (5:00 P.m.). Ballot form(s) received after this date will be treated as invalid.

A Member can opt for only one mode of voting, i.e. either through remote e-voting or by Ballot form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot form shall be treated as invalid.

At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman of the meeting shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and also votes cast Ballot form, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the AGM or Managing Director of the Company, who shall countersign the same and declare the result of the voting forthwith.

The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company www.adityabirlachemicalsindia.com and on the website of CDSL after the result declared and the same shall be communicated to the Stock Exchanges where the Company's Shares are Listed, i.e. National Stock Exchange of India Ltd. and BSE Ltd.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Agreement with Stock Exchanges and to have representation of women in the Board of the Company, appointed Ms. Preeti Gupta as an Additional Director of the Company effective from 12.03.2015, in the capacity of non-independent, non-executive Director, to hold office upto the date of next Annual General Meeting of the Company. According to the provisions of the Act, she will hold Office upto the date of ensuing Annual General Meeting.

Ms. Gupta has a post graduate degree in Personnel Management and Industrial relations from XLRI and an Executive MBA (Advanced Management Program) from the Harvard Business School having 25 years of experience in Human Resource function. She is currently President Rewards & Performance Management, Aditya Birla Group.

The Company has received notice pursuant to the provision of Section 160 of the Act along with amount of requisite deposit from a Member signifying his intention to propose the candidature of Ms. Gupta as Director of the Company.

Ms. Gupta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Directors. Ms. Gupta is not related to any other Director and Key Managerial Personnel of the Company. Considering her experience, her presence on the Board will add value to the Company.

Memorandum of Concern or Interest

None of the Directors/manager/key managerial personnel or any of the relatives of such, other than Ms. Preeti Gupta in her personal capacity and her relatives, is/are interested or deemed to be interested or concerned financially or otherwise in the above resolution.

The resolution as set out in Item no. 5 of this Notice is accordingly commended for your approval.

Item No. 6

The Board of Directors of your Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2016.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing the resolution as set out in item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

Memorandum of Concern or Interest

None of the Directors/manager/key managerial personnel or any of the relatives of such, is/are interested or deemed to be interested or concerned financially or otherwise, in the above resolutions.

The resolution as set out in Item no. 6 of this Notice is accordingly commended for your approval.

Item No. 7

Section 42 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 requires any offer or invitation for subscription of redeemable Non Convertible Debentures (NCDs) and its issuance on a private placement basis to be approved by the members by way of a special resolution. The Rules provides that the said special resolution must be passed in respect of all offers / invitations for the NCDs to be issued during a year.

In order to augment resources for inter alia, the ongoing capital expenditure and/or refinancing repayment/prepayment of existing loans and/or for general corporate purposes, the Company may offer or invite subscription for secured/unsecured redeemable NCDs, in one or more series/tranches on private placement, issuable/redeemable at par/discount/premium.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of the Notice. This resolution enables the Board of Directors of the Company (which term shall include any Committee of the Board) to offer or invite subscription for non-convertible debentures, on such terms and conditions, including the issue price of the NCDs, as may be appropriate considering the prevailing money market conditions at the time of issuance, upto an amount not exceeding Rs. 1200 crores (Rupees one thousand two hundred crores only), during a period of one year from the date of this Annual General Meeting.

Memorandum of Concern or Interest

None of the Directors/manager/key managerial personnel or any of the relatives of such, is/are interested or deemed to be interested or concerned financially or otherwise, in the above resolutions.

The resolution as set out in Item no. 7 of this Notice is accordingly commended for your approval.

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

**Akash Mishra
Company Secretary**

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

Place : Mumbai
Dated : July 28, 2015

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
IN THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY**

Name of Director	Mr. Askaran Agarwala	Ms. Preeti Gupta
Date of Birth	01.07.1933	28.02.1968
Date of Appointment	09.05.2001	12.03.2015
Expertise in specific functional areas	Industry and Finance	Human Resource Management
Qualifications	B.Com., F.C.A., L.L.B.	Post Graduate in Personnel Management and Industrial relations (XLRI), Executive MBA (Advanced Management Program) from the Harvard Business School
List of outside Company Directorships held in Indian Public Limited Company excluding Alternate Directorship	<ol style="list-style-type: none"> 1. Hindalco Industries Limited 2. Tanfac Industries Limited 3. Udyog Services Limited 4. Aditya Birla Insurance Brokers Limited 5. Aditya Birla Power Co. Ltd. 6. Aditya Birla Health Services Limited 	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil	Nil
Chairman/ Member of the Committee of the Board of Directors of other Companies in which he/ she is a Director.		
a. Audit Committee	Nil	Nil
b. Stakeholders' Relationship Committee	Nil	Nil
No. of Shares Held in the Company as on 31.03.2015	8512	Nil



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Website : www.adityabirlachemicalsindia.com CIN : L24100JH1976PLC001255

39th Annual General Meeting : Thursday, 24th September 2015

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name of the First named Shareholder :

Postal Address :

Folio No. / DPID No. and Client ID* :
(* Applicable to Shareholders holding shares in electronic form)

Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed at the 39th Annual General Meeting of the Company, to be held on Thursday, 24th September 2015 at 10:30 A.M. at the Registered Office of the Company at 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822 124 Distt. Palamau (Jharkhand) in respect of businesses as stated in the Notice of the Company dated 28th July 2015 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Description of businesses as set out in the Notice of the Annual General Meeting	No. of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Adoption of the Audited Financial Statements for the financial year ended 31 st March 2015 and the Reports of the Board of Directors and Auditors thereon			
2.	Declaration of Dividend			
3.	Appointment of Director in place of Mr. Askaran Agarwala (DIN: 00023684) who retires by rotation and being eligible offers herself for re-appointment			
4.	Re-appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W), the retiring Statutory Auditors of the Company & fix their remuneration			
5.	Appointment of Ms. Preeti Gupta (DIN: 07118798) as Director of the Company, in the capacity of non-independent, non-executive Director, liable to retire by rotation			
6.	Ratification of payment of remuneration to the Cost Auditors viz. M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai for the financial year ending 31 st March 2016			
7.	Issue of Redeemable Non-convertible Debentures on private placement basis upto an amount of Rs. 1200 crores			

Place :

Date :

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Signature of the Member/ Beneficial Owner

INSTRUCTIONS FOR FILLING THE BALLOT FORM

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Company viz. Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848 & C. P. No. 3238) at M/s. A. K. Labh & Co., 40, Weston Street, 3rd Floor, Kolkata – 700 013.
2. In case of shares held by Companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority/Power of Attorney (POA).
3. Unsigned ballot forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than 5:00 p.m. on Wednesday, 23rd September 2015 at the address mentioned in point no. 1 above.
6. The Scrutinizer's decision on the validity of a Ballot Form will be final.