



## ADITYA BIRLA CHEMICALS ( INDIA) LIMITED

Registered Office: 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822124 Distt. Palamau (Jharkhand)  
Tel No.: (06584) 262211, 262221, 262488 Fax : (06584) 262205 Email : [abcil.investors@adityabirla.com](mailto:abcil.investors@adityabirla.com)  
Website : [www.adityabirlachemicalsindia.com](http://www.adityabirlachemicalsindia.com) CIN : L24100JH1976PLC001255

**MINUTES OF THE PROCEEDINGS HELD ON WEDNESDAY THE 15<sup>TH</sup> OCTOBER 2014 AT 4:00 PM AT THE REGISTERED OFFICE OF ADITYA BIRLA CHEMICALS (INDIA) LIMITED AT GHANSHYAM KUNJ, GARHWA ROAD, P.O. REHLA – 822 124, DIST. PALAMAU (JHARKHAND) RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEREUNDER ON THE SPECIAL RESOLUTION UNDER SECTIONS 13 OF THE COMPANIES ACT, 2013 AS SET OUT IN THE NOTICE DATED 6<sup>TH</sup> AUGUST 2014**

### Present

- |                                |                                  |
|--------------------------------|----------------------------------|
| 1. Shri R. D. Sao              | A.V.P. (O & M)                   |
| 2. Shri J. N. Bapat            | A.V.P. (HR)                      |
| 3. Shri Hemanta Kr. Panda      | Chief Financial Officer & Member |
| 4. Shri Brijesh Kumar          | D.G.M. (F & A) & Member          |
| 5. Shri Pramod Kr. Singh       | } Members                        |
| 6. Shri Niranjana Kr. Pathak   |                                  |
| 7. Shri Rajesh Rathi           |                                  |
| 8. Shri Priyabrat Prasad       |                                  |
| 9. Shri Islam Ansari           |                                  |
| 10. Shri Niranjana Kr. Pandey  |                                  |
| 11. Shri Ranjan Kr. Mishra     |                                  |
| 12. Shri Punit Kr. Agarwal     |                                  |
| 13. Shri Sanjiv Kr. Maheshwari |                                  |
| 14. Shri Narendra Kr. Mishra   |                                  |
| 15. Shri Vikram Kr. Verma      |                                  |
| 16. Shri Arvind Kr. Tiwari     |                                  |
| 17. Shri Murari Prasad         |                                  |

Shri Murari Prasad, Member proposed the name of Shri Hemanta Kr. Panda, C.F.O. & Member of the Company as the Chairman to conduct the proceedings, which was seconded by Shri Priyabrat Prasad, Member. The other present members and officials unanimously approved the proposal and thereafter Shri Hemanta Kr. Panda was elected and presided as the Chairman to conduct the proceedings. The Chairman thanked and welcomed all the present members and officials.

The Chairman stated that the Company had dispatched the Notice dated 6<sup>th</sup> August 2014 to all the Shareholders, as on the cut-off date (record date) of 22<sup>nd</sup> August 2014, by 5<sup>th</sup> September 2014 for obtaining the consent of the Shareholders to the following Special Resolution by means of Postal Ballot :



**SPECIAL RESOLUTION :**

“Resolved that pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and related rules thereto, the Object Clause of Memorandum of Association of the Company be altered in the following manner :

- (i) Following sub-clause be inserted as sub-clause (6) after the existing sub-clause (5) in Part – A of Clause III of the Memorandum of Association of the Company :
- (A) 6. To do business of commodity (including commodity derivatives) broking, trading, hedging and arbitrating as brokers and traders in all commodities and commodity derivatives including electricity trading either on the power exchange or bilateral transactions for which license may be obtained/approved by CERC under the Electricity Act 2003 and /or any amendments or re-enactment there and to act as makers, sub-brokers, underwriters, sub-underwriters, indentors, packers, processors, stockists, providers of service for commodity related activities and to buy, sell, take, hold, deal in convert, modify and value, transfer or otherwise dispose of commodities and commodity derivatives and to carry on the above business in India and/or abroad for and on behalf of the Company as well as for others and to apply for and obtain registration as commodities brokers or members of any and/or more than one commodities exchange anywhere in India and/or abroad and to do the business of commodity warehousing, processing, consumption and depository.
- (ii) The existing sub-clauses (1) to (6) in Part – C of Clause III be inserted and read as sub-clauses (7) to (12) in Part – A of Clause III of the Memorandum of Association of the Company accordingly.
- (iii) Part – C of Clause III of the Memorandum of Association of the Company be and is hereby deleted.
- (iv) Part – B of Clause III of the Memorandum of Association of the Company be read as “Matters which are necessary for furtherance of the objects specified in Part – A of Clause III :” and the existing sub-clauses (1) to (31) in Part – B of Clause III be treated as the sub-clauses (1) to (31) in the new Part – B of Clause III of the Memorandum of Association 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 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”.

The Chairman further informed that pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided facility to members to exercise their right to vote for the resolutions proposed to be passed through postal ballot vide electronic means through e-voting services provided by Central Depository Services (India) Limited, in addition to the physical mode of Postal Ballot.

The Chairman thereafter stated that the Company had appointed Shri Atul Kumar Labh, Practicing Company Secretary, having membership no. as FCS-4848 / CP-3238, of M/s A. K. Labh & Co. Company Secretaries, Kolkata as Scrutinizer for conducting the Postal Ballot process in a fair and transparent



manner and after carrying out of the scrutiny of all the Postal Ballot Forms received upto the close of working hours on 10<sup>th</sup> October 2014 through physical and electronic mode, Shri Atul Kumar Labh had submitted his Report dated 14<sup>th</sup> October 2014 and that same had been accepted.

The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report :

(a) Summary of the Postal Ballot votes casted through Physical Mode :

1.	Total No. of Postal Ballot Forms received	72
2.	Total No. of Invalid Postal Ballot Forms	04
3.	Total No. of Valid Postal Ballot Forms	68
4.	Total No. of Valid Postal Ballot Forms in favour of the Resolution	66
5.	Total No. of Valid Postal Ballot Forms against the Resolution	02
6.	Total No. of Valid Postal Ballot Forms not casting the Votes	00
7.	Total No. of Valid Votes/Shares casted	8410
8.	Total No. of Valid Votes/Shares casted in favour of the Resolution	8110
9.	Total No. of Valid Votes/Shares casted against the Resolution	300

(b) Summary of the Postal Ballot votes casted through Electronic Voting System :

1.	Total Folios voted	22
2.	Total No. of Votes/Shares casted through e-voting system	15599040
3.	Total No. of Votes/Shares casted in favour of the Resolution	15598621
4.	Total No. of Votes/Shares casted against the Resolution	419

(c) Summary of total votes casted (aggregate of Physical & Electronic Voting System) :

**Resolution no. 1 (Special Resolution) – Alteration in Memorandum of Association of the Company**

Sr. No.	Votes casted	By Physical Ballot	By Electronic voting	Total No. of votes/shares	%
1.	Favour	8110	15598621	15606731	99.99
2.	Against	300	419	719	0.01
			<b>Total</b>	<b>15607450</b>	<b>100</b>

The Chairman thereafter stated that the Special Resolution set out in the Notice dated 6<sup>th</sup> August 2014 was duly approved and passed by requisite majority and the date of declaration of result i.e. Wednesday, 15<sup>th</sup> October 2014 was the date of passing of the said Resolution.

Place : Rehla  
Date : 15.10.2014

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(CHAIRMAN)

**Certified to be true**

For Aditya Birla Chemicals (India) Ltd.

*(Signature)*  
(Akash Mishra)  
Company Secretary

