



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 POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

NOTICE is hereby given to the members of the Company pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force that the Company proposes to pass a Special Resolution pursuant to Section 13 of the Companies Act, 2013 for alteration in the Object Clause of the Memorandum of Association of the Company. The Company is, therefore, seeking your approval in the form of Special Resolution as appended below. An Explanatory Statement in terms of Section 102 of the Companies Act, 2013 pertaining to the said Resolution setting out material facts and the reasons for such Resolution is annexed.

Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 provides that the consent of the Members for such resolution be obtained by means of Postal Ballot. Accordingly, the said draft of the Special Resolution and the Explanatory Statement are being sent to you alongwith a Postal Ballot Form for your consideration. The Company has appointed Shri Atul Kumar Labh, Practicing Company Secretary (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.

You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed, in all respects, in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the closing of working hours on Friday, the 10th day of October 2014.

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 is pleased to provide facility to members to exercise their right to vote for the resolutions proposed to be passed through postal ballot vide electronic means and the voting may be done through e-voting services provided by Central Depository Services (India) Limited (CDSL). However, the e-voting is optional for the members. 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. 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 postal ballot forms. The Scrutinizer's decision on the validity of the vote shall be final and binding. The e-voting instructions are separately enclosed. Members are requested to read the instructions printed therein carefully to cast their votes through electronic mode.

The scrutinizer, after completion of the scrutiny, will submit his report to the Chairman and the results of the postal ballot will be declared at the Registered Office of the Company on Wednesday, the 15th day of October 2014 at 4:00 P.M.

SPECIAL RESOLUTION :

To consider and, if thought fit, to pass the following Resolution as a 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".

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Email : abcil.investors@adityabirla.com
Website : www.adityabirlachemicalsindia.com
CIN : L24100JH1976PLC001255

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

Akash Mishra
Company Secretary

Place : Mumbai
Dated : August 6, 2014



ADITYA BIRLA CHEMICALS (INDIA) LIMITED

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ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

It is proposed to add new Object in Object Clause of Memorandum of Association of the Company to capture the present and future business opportunities in trade. The Company is enabling itself to diversify and grab the commercial opportunities in new activities at an appropriate time. Further, in order to align the contents of the Memorandum of Association of the Company with that of the new provisions of the Companies Act, 2013 it is proposed to confine the clauses in the Memorandum of Association of the Company in terms of the new provisions of the new Act.

The resolution is proposed for your approval.

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 resolution.

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E-Voting instructions for postal ballot

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 is pleased to provide facility to members to exercise their right to vote for the resolution proposed to be passed through Postal Ballot vide electronic means and the voting may be done through E-voting services provided by Central Depository Services (India) Limited (CDSL). However, the E-voting is optional for the members.

The instructions for shareholders voting electronically are as under:

- (i) **The voting period begins on Thursday, 11th September 2014 at 9:00 A.M. and ends on Friday, 10th October 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.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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. Example: <ol style="list-style-type: none"> (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
DOB	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.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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 - 140814046)** 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 10th October 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 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 conduct the entire postal ballot process in a fair and transparent manner.

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 postal ballot forms.

The Scrutinizer’s decision on the validity of the vote shall be final and binding. The scrutinizer, after completion of the scrutiny, will submit his report to the Chairman and the results of the postal ballot will be declared at the Registered Office of the Company on Wednesday, the 15th day of October, 2014 at 4:00 P.M. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL within two (2) days of declaration of the Result 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 proposed shall be deemed to be passed on the date of the declaration of the result of the postal ballot. i.e., Wednesday, 15th day of October 2014.



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POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) :
(in block letters)
(including joint holders, if any)

2. Registered address of the Sole/First
named Shareholder :

3. (i) Registered Folio No. :
(ii) DP ID NO. :
(iii) Client ID No. :

4. Number of shares held :

5. I / We hereby exercise my/our vote in respect of the Special Resolution to be passed through
Postal Ballot for the business stated in the Notice of the Company by sending my/our assent
or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

(Please put a tick mark ✓ in the appropriate box)

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (AGAINST)
1.	Special Resolution pursuant to Section 13 of the Companies Act, 2013 for alteration in the Object clause of the Memorandum of Association of the Company in terms of the resolution and related explanatory statement thereto vide notice dated 06.08.2014			

Place : _____

Date : _____

(Signature of the Shareholder)



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INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be filled up and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned postal ballot forms will be rejected.
5. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on Friday, the 10th day of October 2014. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 7 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date (22-08-2014).
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. 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 is pleased to provide facility to members to exercise their right to vote for the resolutions proposed to be passed through postal ballot vide electronic means and the voting may be done through e-voting services provided by Central Depository Services (India) Limited (CDSL). However, the e-voting is optional for the members.
12. 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.
13. 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 conduct the entire postal ballot process in a fair and transparent manner.
14. 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 postal ballot forms.
15. The Scrutinizer's decision on the validity of the vote shall be final and binding.