

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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SCRUTINIZER'S REPORT

To

The Managing Director
ADITYA BIRLA CHEMICALS (INDIA) LIMITED
Garhwa Road
Rehla – 822 124
Distt. Palamu (Jharkhand)

Dear Sir,

- (1) The Board of Directors of the Company have appointed us as Scrutinizer for conducting the postal ballot voting process vide the circular resolution dated 5th day of January, 2015 as passed by them in this regard.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolution contained in the Notice of the postal ballot dated the 6th day of January, 2015. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through postal ballots as provided by CB Management Services Private Limited, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of physical postal ballot forms along with postage prepaid business reply envelope and postal ballot via electronic mode by 13th day of January, 2015 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 09th day of January, 2015.
 - (b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - (c) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes commencing the scrutiny of such postal ballot forms.
 - (d) The ballot boxes were opened after the closure of the working hours of the Company on the 17th day of February, 2015, in our presence.
 - (e) The postal ballot forms were duly opened in our presence and scrutinized.





- (f) All postal ballot forms received upto the closure of working hours of the Company on the 17th day of February, 2015, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after the closure of the working hours of the Company on the 17th day of February, 2015, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Summary of the Postal Ballot votes casted through Physical Mode is as follows :-

1.	Total No. of Postal Ballot Forms Received	180
2.	Total No. of Invalid Postal Ballot Forms	11
3.	Total No. of Valid Postal Ballot Forms	169
4.	Total No. of Valid Postal Ballot Forms in favour of the Resolution	167
5.	Total No. of Valid Postal Ballot Forms against the Resolution	2
6.	Total No. of Postal Ballot Forms not casting the Votes	0
7.	Total No. of valid Votes / Shares casted	30799
8.	Total No. of valid Votes / Shares in favour of the Resolution	30639 (99.48%)
9.	Total No. of valid Votes / Shares against the Resolution	160 (0.52%)

- (j) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (k) The e-voting period remained open from 9:00 A.M. IST on Monday, the 19th day of January, 2015 up to 6:00 P.M. IST on Tuesday, the 17th day of February, 2015.





- (l) The Shareholders holding shares as on the “cut off” date, i.e. 9th day of January, 2015 were entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot dated 6th day of January, 2015.
- (m) The result of the electronic voting was downloaded after the closure of the working hours of the Company on the 17th day of February, 2015 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unlocked in the presence of Mr. Narayan Chandra Saha and Mr. Raju Chowdhury (not being the employees of the Company) and has been included in our report.
- (n) Summary of the votes casted through Electronic Voting System [EVSN: 150107007] is as follows :-

Total Folios Voted	19
Total No. of Votes / Shares casted through e-voting system	15547608
Total No. of Votes / Shares casted in favour of the Resolution	15472607 (99.52%)
Total No. of Votes / Shares casted against the Resolution	75001 (0.48%)

- (o) Hence, final summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows :-

Resolution No. 1 (Special Resolution)***Alteration in the Object clause of the Memorandum of Association of the Company***

Sr. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Votes / Shares	%
1.	Favour	30639	15472607	15503246	99.52
2.	Against	160	75001	75161	0.48
Total				15578407	100.00

4. We have handed over the postal ballot forms, e-voting register and other related papers / registers and records for safe custody to Mr. Akash Mishra, Company Secretary, authorised by the Board to supervise the postal ballot process.



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5. The proposed resolution has therefore been approved by the Shareholders of the Company with the requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 19.02.2015

