



ADITYA BIRLA CHEMICALS (INDIA) LIMITED

Registered Office: 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822124 Distt. Palamau (Jharkhand)
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MINUTES OF THE PROCEEDINGS HELD ON THURSDAY 19TH FEBRUARY 2015 AT 4:00 P.M. 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 6TH JANUARY 2015

Present

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

Shri Priyabrat Prasad, Member proposed the name of Shri Brijesh Kumar, D.G.M. (F & A) & Member of the Company as the Chairman to conduct the proceedings, which was seconded by Shri Rajesh Rathi, Member. The other present members and officials unanimously approved the proposal and thereafter Shri Brijesh Kumar 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 6th January 2015 to all the Shareholders, as on the cut-off date (record date) of 9th January 2015, by 13th January 2015 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 (13) after the existing sub-clause (12) in Part – A of Clause III of the Memorandum of Association of the Company :

(A) 13. To carry on business of planning, establishing, developing, manufacturing, buying, selling, supplying, operating, managing, advising and providing services of every description and kind including but not limited to telecommunication towers, telecommunication systems and related infrastructure, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices, including surveying the site for feasibility, engineering, construction, erection, installation, commissioning, alteration, repair, takeover of the site for complete operation, and generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, managing, advising, supplying, maintenance, providing energy management services through diversified conventional or non-conventional power sources, general housekeeping, caretaker services, security, site optimization, supply of hydrogen and other incidental products, and all other related, concerned and consequential services as required in this respect, whether covered hereinabove or not, including arrangement and provision of any of the abovementioned services by any other party(ies) on hire, rental, commission based or any other system and to carry on the above services 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 required."

"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 17th February 2015 through physical and electronic mode, Shri Atul Kumar Labh had submitted his Report dated 19th February 2015 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	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	02
6.	Total No. of Valid Postal Ballot Forms not casting the Votes	00
7.	Total No. of Valid Votes/Shares casted	30799
8.	Total No. of Valid Votes/Shares casted in favour of the Resolution	30639 (99.48%)
9.	Total No. of Valid Votes/Shares casted against the Resolution	160 (0.52%)

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

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

(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	30639	15472607	15503246	99.52
2.	Against	160	75001	75161	0.48
	Total			15578407	100

The Chairman thereafter stated that the Special Resolution set out in the Notice dated 6th January 2015 was duly approved and passed by requisite majority and the date of declaration of result i.e. Thursday, 19th February 2015 was the date of passing of the said Resolution.

Place : Rehla
Date : 19.02.2015


(CHAIRMAN)