

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman

ADITYA BIRLA CHEMICALS (INDIA) LIMITED

'Ghanshyam Kunj', Garhwa Road

P.O. Rehla - 822 124

Distt. Palamu (Jharkhand)

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS - 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the Scrutinizer in connection with the 38th Annual General Meeting of the members of "ADITYA BIRLA CHEMICALS (INDIA) LIMITED" ("the Company") held on Monday, the 29th day of September, 2014 at 10.00 AM at the Registered Office of the Company at 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822 124, Distt. Palamu (Jharkhand), for the purpose of scrutinizing the voting process in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 9.00 AM (IST) on Monday, the 22nd day of September, 2014 up to 6.00 PM (IST) on Wednesday, the 24th day of September, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. 22nd day of August, 2014 were entitled to vote on the proposed 14 (Fourteen) resolutions as mentioned in the notice dated 6th day of August, 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 25th day of September, 2014 at 11.00 AM (IST) in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108 Sarat Chatterjee Road, Howrah-711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata - 700 021 who are not in employment of the company.



Certified Filing Center for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. Of India
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4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)
5. The result of the e-voting [EVSN : 140812042] is as under :

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

b) Resolution 2

Declaration of Dividend on equity shares for the year ended 31st March, 2014

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority



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c) **Resolution 3**

Appointment of Director in place of Shri Lalitkumar Shantaram Naik (DIN: 02943588) who retires by rotation and being eligible offers herself for re-appointment

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

d) **Resolution 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.

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

 SPECIAL BUSINESS:

e) **Resolution 5**

Approval of the appointment of Shri Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director of the Company

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority



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f) **Resolution 6**

Ratification of payment of remuneration to the Cost Auditors viz. M/s R. Nanabhoy & Co., Cost Accountants, Mumbai for the financial year ending 31st March, 2015

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

g) **Resolution 7**

Approval of the Borrowing Limits of the Company under section 180(1)(c) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

h) **Resolution 8**

Approval for creation of Charges/mortgages pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority



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i) **Resolution 9**

Appointment of Shri Girish Mohanlal Dave (DIN: 00036455) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

j) **Resolution 10**

Appointment of Shri Biswajit Choudhuri (DIN: 00149018) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

k) **Resolution 11**

Appointment of Shri Jagdish Chandar Chopra (DIN: 00041143) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority



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- l) **Resolution 12**
Appointment of Shri Prem Prakash Sharma (DIN: 00788601) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	13171297 (84.92%)	2338900 (15.08%)	Carried by majority

- m) **Resolution 13**
Approval & adoption of new set of Articles of Association of the Company

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority

- n) **Resolution 14**
Approval of material related party transaction(s) with M/s. Hindalco Industries Limited pursuant to the provisions of Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15510197	15509897 (99.99%)	300 (0.01%)	Carried by majority



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6. The Company has also issued the ballot forms to enable the shareholders to cast the votes physically instead of electronically. All the physical ballot forms received up to the closure of working hours on 24th day of September, 2014 were taken into record for the said purpose.
7. The result of the voting through physical ballot forms are as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

b) Resolution 2

Declaration of Dividend on equity shares for the year ended 31st March, 2014

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously



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c) **Resolution 3**

Appointment of Director in place of Shri Lalitkumar Shantaram Naik (DIN: 02943588) who retires by rotation and being eligible offers herself for re-appointment

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

d) **Resolution 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.

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

 SPECIAL BUSINESS:

e) **Resolution 5**

Approval of the appointment of Shri Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director of the Company

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously



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f) **Resolution 6**

Ratification of payment of remuneration to the Cost Auditors viz. M/s R. Nanabhoy & Co., Cost Accountants, Mumbai for the financial year ending 31st March, 2015

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

g) **Resolution 7**

Approval of the Borrowing Limits of the Company under section 180(1)(c) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

h) **Resolution 8**

Approval for creation of Charges/mortgages pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously



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i) **Resolution 9**

Appointment of Shri Girish Mohanlal Dave (DIN: 00036455) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

j) **Resolution 10**

Appointment of Shri Biswajit Choudhuri (DIN: 00149018) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

k) **Resolution 11**

Appointment of Shri Jagdish Chandar Chopra (DIN: 00041143) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously



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- l) **Resolution 12**
Appointment of Shri Prem Prakash Sharma (DIN: 00788601) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

- m) **Resolution 13**
Approval & adoption of new set of Articles of Association of the Company

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously

- n) **Resolution 14**
Approval of material related party transaction(s) with M/s. Hindalco Industries Limited pursuant to the provisions of Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
1000	1000 (100%)	NIL	Carried unanimously



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8. The Company also offered the facility of casting votes through polling papers to the shareholders present at the Annual General Meeting and who have neither casted their votes electronically or through ballot papers as sent to them alongwith the annual report.
9. The result of the voting through polling paper are as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.

<i>Total No. of votes casted</i>	<i>Total No. of votes casted in favour</i>	<i>Total No. of votes casted against</i>	<i>Result</i>
555	555 (100%)	NIL	Carried unanimously

b) Resolution 2

Declaration of Dividend on equity shares for the year ended 31st March, 2014

<i>Total No. of votes casted</i>	<i>Total No. of votes casted in favour</i>	<i>Total No. of votes casted against</i>	<i>Result</i>
555	555 (100%)	NIL	Carried unanimously



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c) Resolution 3

Appointment of Director in place of Shri Lalitkumar Shantaram Naik (DIN: 02943588) who retires by rotation and being eligible offers herself for re-appointment

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
555	555 (100%)	NIL	Carried unanimously

d) Resolution 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.

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
555	555 (100%)	NIL	Carried unanimously

** SPECIAL BUSINESS:**

e) Resolution 5

Approval of the appointment of Shri Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director of the Company

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
555	555 (100%)	NIL	Carried unanimously



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f) Resolution 6

Ratification of payment of remuneration to the Cost Auditors viz. M/s R. Nanabhoy & Co., Cost Accountants, Mumbai for the financial year ending 31st March, 2015

Type of Resolution: Ordinary Resolution

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555	555 (100%)	NIL	Carried unanimously

g) Resolution 7

Approval of the Borrowing Limits of the Company under section 180(1)(c) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
555	555 (100%)	NIL	Carried unanimously

h) Resolution 8

Approval for creation of Charges/mortgages pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
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- i) **Resolution 9**
Appointment of Shri Girish Mohanlal Dave (DIN: 00036455) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

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- j) **Resolution 10**
Appointment of Shri Biswajit Choudhuri (DIN: 00149018) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

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- k) **Resolution 11**
Appointment of Shri Jagdish Chandar Chopra (DIN: 00041143) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
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- l) **Resolution 12**
Appointment of Shri Prem Prakash Sharma (DIN: 00788601) as an Independent Director of the Company

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Type of Resolution: Special Resolution

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Approval of material related party transaction(s) with M/s. Hindalco Industries Limited pursuant to the provisions of Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
555	555 (100%)	NIL	Carried unanimously



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e-mail aklabh@aklabh.com / aklabhcs@gmail.com
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10. Thus, the combined result of the e-voting [EVSN: 140812042], physical ballot forms and polling papers are as under:

<A> **ORDINARY BUSINESS:**

a) **Resolution 1**

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

b) **Resolution 2**

Declaration of Dividend on equity shares for the year ended 31st March, 2014

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

c) **Resolution 3**

Appointment of Director in place of Shri Lalitkumar Shantaram Naik (DIN: 02943588) who retires by rotation and being eligible offers herself for re-appointment

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority



A. K. LABH

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



A. K. LABH & Co.

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d) **Resolution 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.

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

 SPECIAL BUSINESS:

e) **Resolution 5**

Approval of the appointment of Shri Kailash Chandra Jhanwar (DIN: 01743559) as Managing Director of the Company

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

f) **Resolution 6**

Ratification of payment of remuneration to the Cost Auditors viz. M/s R. Nanabhoy & Co., Cost Accountants, Mumbai for the financial year ending 31st March, 2015

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority



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g) **Resolution 7**

Approval of the Borrowing Limits of the Company under section 180(1)(c) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

h) **Resolution 8**

Approval for creation of Charges/mortgages pursuant to section 180(1)(a) and other applicable provisions of the Companies Act, 2013

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

i) **Resolution 9**

Appointment of Shri Girish Mohanlal Dave (DIN: 00036455) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority



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- j) **Resolution 10**
Appointment of Shri Biswajit Choudhuri (DIN: 00149018) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

- k) **Resolution 11**
Appointment of Shri Jagdish Chandar Chopra (DIN: 00041143) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

- l) **Resolution 12**
Appointment of Shri Prem Prakash Sharma (DIN: 00788601) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	13172852 (84.92%)	2338900 (15.08%)	Carried by majority



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- m) **Resolution 13**
Approval & adoption of new set of Articles of Association of the Company

Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

- n) **Resolution 14**
Approval of material related party transaction(s) with M/s. Hindalco Industries Limited pursuant to the provisions of Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014


Type of Resolution: Special Resolution

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
15511752	15511452 (99.99%)	300 (0.01%)	Carried by majority

11. The Registers, all other papers and relevant records relating to electronic voting, ballot papers and polling papers are returned herewith.

Thanking You.

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


(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP - 3238



Place: Kolkata
Dated: 29.09.2014