

NOTICE is hereby given that the **FIFTY-SEVENTH** Annual General Meeting of the shareholders of **ADITYA BIRLA NUVO LIMITED** will be held at the Registered Office of the Company at Indian Rayon Compound, Veraval - 362 266, Gujarat, on Thursday, the 11th September, 2014, at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date, the Report of the Directors and the Auditors thereon.
2. To declare and sanction the payment of Dividend on equity shares and on preference shares of the Company for the financial year 2013-14.
3. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires from office by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. B. L. Shah (DIN: 00017357), who retires from office by rotation and being eligible, offers himself for re-appointment.
5. To appoint Joint Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company and to fix their remuneration and for that purpose, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Khimji Kunverji & Co. (Reg. No. 105146W), Chartered Accountants, the retiring Joint Statutory Auditors, be and are hereby appointed as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company to be held in the year 2015 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period

and reimbursement of actual out-of-pocket expenses, as may be incurred in the performance of their duties."

6. To appoint Branch Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass the following Resolution as an **Ordinary Resolutions**:
 - (i) **"RESOLVED THAT** pursuant to the provisions of sections 139, 143 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Khimji Kunverji & Co. (Reg. No. 105146W), Chartered Accountants, the retiring Branch Auditors, be and are hereby appointed as the Branch Auditors of the Company to audit the accounts in respect of the Company's Insulators Division at Rishra and Halol, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company to be held in the year 2015 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period and reimbursement of actual out-of-pocket expenses, as may be incurred in the performance of their duties."
 - (ii) **"RESOLVED THAT** pursuant to the provisions of sections 139, 143 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Khimji Kunverji & Co. (Reg. No. 105146W), Chartered Accountants and M/s. K. S. Aiyar & Co. (Reg. No. 100186W) Chartered Accountants, the retiring Joint Branch Auditors, be and are hereby, appointed as the Joint Branch Auditors of the Company to audit the accounts in respect of the Company's Indian Rayon Division at Veraval, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company to be held in the year 2015 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period and

reimbursement of actual out-of-pocket expenses, as may be incurred in the performance of their duties.”

- (iii) **“RESOLVED THAT** pursuant to the provisions of sections 139, 143 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells (Reg. No. 008072S), Chartered Accountants, the retiring Branch Auditors, be and are hereby, appointed as the Branch Auditors of the Company to audit the accounts in respect of the Company's Madura Fashion & Lifestyle Division at Bengaluru to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company to be held in the year 2015 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period and reimbursement of actual out-of-pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:

7. To appoint Auditor other than the retiring Auditor and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT in place of S. R. Batliboi & Co. LLP., Chartered Accountants (Reg. No. 301003E), the retiring auditors of the Company who have expressed their inability to continue, and pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, S R B C & Co. LLP., Chartered Accountants (Registration No. 324982E), be and are hereby, appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the fifty-eighth Annual General Meeting of the Company to be held in the year 2015, and in respect of whom the Company has received a special notice from a Member, pursuant to the provisions of section 115 read with section 140 of the Companies Act, 2013, signifying its intention to propose the appointment of S R B C & Co. LLP as Joint Statutory Auditors

of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period and reimbursement of actual out-of-pocket expenses, as may be incurred in the performance of their duties.”

8. To appoint Branch Auditor other than the retiring Branch Auditor and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Reg. No. 301003E), the retiring Branch Auditors who have expressed their inability to continue, and pursuant to the provisions of sections 139, 143 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, S R B C & Co. LLP, Chartered Accountants (Registration No. 324982E), be and are hereby, appointed as the Branch Auditors of the Company to audit the accounts in respect of the Company's Jaya Shree Textiles (JST) Division, Rishra and Indo Gulf Fertilisers (IGF) Division, Jagdishpur, to hold office from the conclusion of this Annual General Meeting till the conclusion of the fifty-eighth Annual General Meeting of the Company to be held in the year 2015, and in respect of whom the Company has received a special notice from a Member, pursuant to the provisions of section 115 read with section 140 of the Companies Act, 2013, signifying its intention to propose the appointment of S R B C & Co. LLP as Branch Auditors of JST & IGF and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period and reimbursement of actual out-of-pocket expenses, as may be incurred in the performance of their duties.”

9. To appoint Ms. Tarjani Vakil (DIN: 00009603), as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of

the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Tarjani Vakil (DIN: 00009603), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and who has given a notice in writing under section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 10th September, 2019."

10. To appoint Mr. P. Murari (DIN: 00020437), as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. Murari (DIN: 00020437), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and who has given a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 10th September, 2019."

11. To appoint Mr. Subhash Chandra Bhargava (DIN: 00020021), as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subhash Chandra Bhargava (DIN: 00020021), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and who has given a notice in writing under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 10th September, 2019."

12. To appoint Mr. Gian Prakash Gupta (DIN: 00017639), as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gian Prakash Gupta (DIN: 00017639), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, and who is eligible for appointment, and who has given a notice in writing under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 10th September, 2019."

13. To appoint Mr. Baldev Raj Gupta (DIN: 00020066), as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Baldev Raj Gupta (DIN: 00020066), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, and who is eligible for appointment, and who has given a notice in writing under section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 10th September, 2019.”

14. To appoint Mr. Lalit Naik (DIN: 02943588), as the Managing Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Lalit Naik (DIN: 02943588) as the Managing Director of the Company for the period and upon the following terms and conditions including remuneration, with further liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include any committee constituted or to be constituted by the Board) from time to time to

alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. Lalit Naik and as may be permissible by law:

A. Period:

Five years w.e.f. 1st July, 2014 with the liberty to either party to terminate the appointment on three months' notice in writing to the other and neither party will have any claim against the other for damages or compensation by reason of such termination.

The term of the office of the Managing Director of the Company shall be subject to retirement by rotation. Such reappointment shall not affect the tenure of Mr. Lalit Naik as the Managing Director of the Company, which shall continue to be for a period of five years commencing from 1st July, 2014.

B. Remuneration:

- a) Basic Salary: ₹ 7,79,200/- (Rupees Seven Lakh Seventy Nine Thousand Two Hundred) only, per month with such increment(s) as the Board may decide from time to time, subject, however, to a ceiling of ₹ 14,00,000/- (Rupees Fourteen Lakh) only, per month as Basic Salary;
- b) Special Allowance: ₹ 7,53,000/- (Rupees Seven Lakh Fifty Three Thousand) only, per month with such increment(s) as the Board may decide from time to time, subject, however, to a ceiling of ₹ 20,00,000/- (Rupees Twenty Lakh) only, per month. This allowance, however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment;
- c) Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 3,00,00,000/- (Rupees Three Crore) only per annum;

- d) Long-term Incentive Compensation/ Employee Stock Option as per the plan applicable to the Senior Executives of the Company/Aditya Birla Group including that of any parent/subsidiary company as may be decided by the Board from time to time.

C. Perquisites:

- (a) Housing: Free furnished accommodation or House Rent Allowance in lieu of the Company provided accommodation;
- (b) Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation, as per the policy of the Company;
- (c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred in India for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the policy of the Company;
- (d) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company;
- (e) Club Fees: Fees of one corporate club in India (including admission and membership fee);
- (f) Two cars for use for Company's business as per the policy of the Company for Executive Directors;
- (g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company. Travelling expenses of spouse accompanying the Managing Director on any official overseas or inland trip will be governed as per the policy of the Company;

- (h) Leave and Encashment of Leave: As per the policy of the Company;
- (i) Personal Accident Insurance Premium: As per the policy of the Company;
- (j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, as per the policy of the Company;
- (k) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company;
- (l) Other Allowances, Benefits, Perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide; and
- (m) Annual remuneration review is effective from 1st July each year, as per the policy of the Company.

- D. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time;
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the services of Mr. Lalit Naik, Managing Director, will be considered as continuous service with the Company from the date of joining the Aditya Birla Group;
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under section 197, section 198 and other applicable provisions of the Companies Act, 2013 (the Act), read with Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible by law;
- G. **Minimum Remuneration:** Notwithstanding anything herein above stated, where in any financial year, the Company has no

profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Lalit Naik in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required;

- H. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment;
 - I. Though considering the provisions of section 188 of the Companies Act, 2013, and the applicable Rules and the Schedule of the Act, Mr. Lalit Naik would not be holding any office or place of profit by his being a mere director of the Company's subsidiaries/joint ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/commission paid/payable to other directors for attending meetings of the Board(s) of Directors/Committee(s) of subsidiaries/joint ventures of the Company or companies promoted by the Aditya Birla Group."
15. To partially modify/amend the Special Resolution passed at the 54th Annual General Meeting of the Company for appointment of Mr. Sushil Agarwal as the Whole-time Director of the Company, so as to make him a director liable to retire by rotation. Accordingly, to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT the Special Resolution passed at Item No. 11 at the 54th Annual General Meeting of the Company held on 28th September, 2011, for the appointment of Mr. Sushil Agarwal as the Whole-time Director of the Company for a period of five years with effect from 1st June, 2011, be and is hereby partially modified/amended to the effect that the appointment of Mr. Sushil Agarwal shall be subject to retirement by rotation; provided further that such retirement shall not affect the tenure of his appointment as the Whole-time Director of the Company, which continues to be for a period of five years with effect from

1st June, 2011, as provided in the said Special Resolution passed at the 54th Annual General Meeting."

16. To re-appoint Mr. Sushil Agarwal (the Whole-time Director of the Company) (DIN: 00060017) as a Director of the Company. Mr. Sushil Agarwal retires by rotation at this Annual General Meeting and being eligible, offers himself for being re-appointed as the Director of the Company liable to retire by rotation. Accordingly, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sushil Agarwal, the Whole-time Director of the Company, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT such re-appointment shall not affect the tenure of Mr. Sushil Agarwal as the Whole-time Director of the Company, which shall continue to be for a period of five years commencing from 1st June, 2011."

17. To approve the payment of remuneration to Non-Executive Directors of the Company and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution previously passed by the shareholders in this regard and pursuant to the provisions of sections 197 and 198 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Non-Executive Directors of the Company (i.e. directors other than the Managing Director and / or the Whole-time Directors) be paid, remuneration by way of commission, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the Net Profits or such other percentage of

Net Profits of the Company for each financial year, as computed in the manner laid down in section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, for each relevant financial year for a period of five years commencing from 1st April, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

18. To approve the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis, and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded to the Board of Directors of the Company for making one or more offer(s) or invitation(s) to subscribe to Non-Convertible Debentures ("NCDs") in one or more series/tranches, during a period of one year from the date of this Annual General Meeting, i.e. till 10th September, 2015, within the overall borrowing limits of the Company as approved by the members from time to time, on a private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such

steps as may be necessary, proper or expedient to give effect to this Resolution."

19. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013, and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting duly initialed by the Company Secretary be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

20. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded, to the Board of Directors of the Company to create a mortgage and/or charge on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's undertakings or of all the undertakings, including the present and/or future properties, whether movable or immovable as may be agreed to in favour of the Banks/Financial Institutions/Trustees/Other Investors, hereafter referred to as lenders and/or debenture trustees and/or trustees up to an

aggregate amount not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore) only, over and above the aggregate of the paid up capital and free reserves, to secure the term loan facility/debentures/bonds, to be issued in one or more tranches, other instrument(s) including foreign currency borrowings tied up/to be tied up by the Company together with interest on the principal amounts, compound interest, additional interest, liquidated damages, accumulated interest, premium on prepayment or on redemption, commitment charges, costs, charges, expenses, remuneration of agent(s)/trustee(s) at the respective agreed rates, if any, and all other monies payable by the Company to the concerned Banks/Financial Institutions/Trustees/Other investors under the respective debenture trust deed/loan agreement/other relevant agreements entered into/to be entered into by the Company.

RESOLVED FURTHER THAT the security to be created by the Company as aforesaid may rank prior to/pari passu/subservient with the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any Committee thereof, or persons authorized by the Board/Committee, be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required, and to accept any modification(s) to, or to modify, alter, vary, the terms and conditions thereof and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the mortgage/charge as aforesaid or otherwise considered to be in the best interests of the Company."

21. To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT supplemental to the Ordinary Resolution passed under section 293(1)(d) of the Companies Act, 1956, at the Extra-ordinary General Meeting of the Company held on 3rd January, 1994, and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company (hereinafter referred to as the "Articles"), consent of the Company be and is hereby granted to the Board of Directors of the Company, to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency, from any bank(s) or financial institution(s), other person or persons and whether the same be unsecured or secured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, or in respect of all or any of the Company's assets and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) notwithstanding that the monies so borrowed together with the monies, already borrowed, if any, by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up capital and free reserves i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore) only, over and above the aggregate of the paid-up capital and free reserves".

22. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2015, and in this regard to consider and if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration as set out in the statement annexed to the Notice convening this meeting plus service tax including cess as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2015, as approved by the Board of Directors of the Company, to be paid to the respective Cost Auditors, for the conduct of cost audit of the

Company's manufacturing units, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board



Hutokshi Wadia

Vice President & Company Secretary

Place: Mumbai

Date: 26th June, 2014

NOTES FOR MEMBERS' ATTENTION:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 57th ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of limited companies, societies, etc.

must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to depute their authorised representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution/ Power of Attorney authorising their representatives to attend and vote on their behalf at the Meeting.
3. The relevant explanatory statements pursuant to section 102 of the Companies Act, 2013 (the Act), in respect of the businesses under Item Nos. 7 to 22 of the Notice set out above, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 30th August, 2014 to 11th September, 2014 (both days inclusive), for the purpose of payment of dividend, if any, approved by the Members.
5. The Annual Report of the Company for the year 2013-14, circulated to the members of the Company, will be made available on the Company's website (www.adityabirlanuvo.com).
6. Subject to the provisions of section 126 of the Companies Act, 2013, dividend as recommended by the Board, if declared at the Annual General Meeting will be paid to those equity shareholders whose names appear:

- (a) As Member in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company on or before 29th August, 2014; and

- (b) In respect of the shares in electronic form on the basis of beneficial ownership furnished by National Securities Depositories Ltd. (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose as at the end of 29th August, 2014.

Dividend will be paid within a period of 30 days from the date of approval by the shareholders in this meeting.

7. In terms of the provisions of the section 125 (2)(c) of the Act, the amount of dividend, which has remained unclaimed and unpaid for a period of 7 years from its due date of payment, is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Further, the proviso to section 125(3) of the Act provides that the persons whose amount has been transferred to IEPF shall be entitled to get refund out of the Fund in respect of such claims in accordance with the rules made under this section.
8. The details of unpaid/unclaimed dividend for the year 2007-08 onwards are as under:-

Year	Amount in ₹	Due Date of Transfer
2007-08	3,679,661	16.08.2015
2008-09	2,978,448	17.08.2016
2009-10	3,845,340	13.09.2017
2010-11	4,434,260	05.10.2018
2011-12	5,237,658	08.09.2019
2012-13	6,423,717	13.10.2020

Unpaid / unclaimed dividend for the year 2006-07 amounting to ₹ 3,307,309 has been transferred to IEPF on 8th May, 2014.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the

problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006-07, as on the date of the 56th Annual General Meeting held on 6th September, 2013, on the website of the IEPF, viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.adityabirlanuvo.com

9. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members/Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the meeting.

12. Members may also note that the Notice of the 57th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.adityabirlanuvo.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Indian Rayon Compound, Veraval - 362 266, Gujarat for inspection during normal business hours on working days, except Saturdays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, Members may also send requests to the Company's investor email id: abnlsecretarial@adityabirla.com.
13. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, the facility to exercise their right to vote at the 57th Annual General Meeting by electronic means. The instructions in this behalf are stated on the attendance slip and forms part of this Notice.

By Order of the Board



Hutokshi Wadia

Vice President & Company Secretary

Place: Mumbai

Date: 26th June, 2014

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Item Nos. 7 and 8**

S. R. Batliboi & Co. LLP, the retiring Joint Statutory Auditors of the Company and the Branch Auditors for Indo Gulf Fertilisers Division at Jagdishpur and for Jaya Shree Textiles Division at Rishra, have expressed their inability to continue as auditors/branch auditors for the financial year 2014-15. A special notice has been received from a member holding 5 lakh shares under section 115 of the Companies Act, 2013 signifying its intention to propose resolutions for appointment of S R B C & Co. LLP as the Joint Statutory Auditors of the Company and Branch Auditors as aforesaid, from the conclusion of this Annual General Meeting to the conclusion of the fifty eighth Annual General Meeting to be held in the year 2015.

S R B C & Co. LLP has provided their written consent and a certificate confirming their eligibility to be appointed as Joint Statutory Auditors/Branch Auditors of the Company in accordance with the provisions of section 139 (1) of the Companies Act, 2013.

Accordingly, the resolution as set out in this item of the accompanying Notice is commended for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolutions at Item Nos. 7 and 8 of the accompanying Notice.

Item Nos. 9 to 13

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges appointed Ms. Tarjani Vakil, Mr. P. Murari, Mr. Subhash Chandra Bhargava, Mr. Gian Prakash Gupta, Mr. Baldev Raj Gupta and Mr. Tapasendra Chattopadhyay (Nominee Director) as Independent Directors of the Company, in compliance with the requirements of the said Clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act), read with the revised Clause 49 of the Listing Agreement which will be effective from 1st October, 2014, every listed

public Company, where the non-executive Chairman is a promoter of the Company, is required to have at least one-half of the directors as independent directors (not including nominee directors).

On the recommendation of the Nomination and Remuneration Committee, the Board has subject to the approval of the members approved the appointment of Ms. Tarjani Vakil, Mr. P. Murari, Mr. S. C. Bhargava, Mr. G. P. Gupta, Mr. B. R. Gupta as Independent Directors of the Company for a term of five years from the date of this Annual General Meeting i.e. 11th September, 2014 to 10th September, 2019 .

These Directors are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of the requisite amount under section 160 of the Act proposing the candidatures of each of Ms. Tarjani Vakil, Mr. P. Murari, Mr. Subhash Chandra Bhargava, Mr. Gian Prakash Gupta and Mr. Baldev Raj Gupta for the office of Directors of the Company.

The Company has also received declarations from Ms. Tarjani Vakil, Mr. P. Murari, Mr. Subhash Chandra Bhargava, Mr. Gian Prakash Gupta and Mr. Baldev Raj Gupta that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 of the Act, read with Schedule IV of the Act, the appointment of these Directors as Independent Directors is now being placed before the Members for their approval.

Brief resume of Ms. Tarjani Vakil, Mr. P. Murari, Mr. S. C. Bhargava, Mr. G. P. Gupta and Mr. B. R. Gupta, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.

Copy of the draft letters for the respective appointments of Ms. Tarjani Vakil, Mr. P. Murari, Mr. S. C. Bhargava, Mr. G. P. Gupta and Mr. B. R. Gupta as Independent Directors setting out the terms and conditions of their appointment are available for inspection by the members at the Registered Office of the Company during normal business working hours on any working day, except Saturdays.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Ms. Tarjani Vakil, Mr. P. Murari, Mr. S. C. Bhargava, Mr. G. P. Gupta and Mr. B. R. Gupta are interested in the Resolutions set out respectively at Item Nos. 9 to 13 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 9 to 13 of the Notice for approval by the shareholders.

Item No. 14

The Board of Directors of the Company (the 'Board'), at its meeting held on 26th June, 2014 has, subject to the approval of members, appointed Mr. Lalit Naik as Managing Director of the Company, for a period of 5 (five) years with effect from 1st July, 2014, as recommended by Nomination and Remuneration Committee of the Board.

Mr. Lalit Naik satisfies all the conditions as set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of section 196 of the Companies Act, 2013 (the Act) for being eligible for his appointment. Mr. Naik is not disqualified from being appointed as a Director in terms of section 164 of the Act.

Mr. Lalit Naik is a B. Tech. in Chemical Engineering from the Indian Institute of Technology (IIT) Kanpur and Master of Business Administration from IIM, Ahmedabad. He has been with the Aditya Birla Group since November, 2009 and has more than two-and-a-half decades of rich professional experience and has worked in leadership positions in many companies.

Considering the background, competence and experience of Mr. Lalit Naik and also his association with the Aditya Birla Group for the last several years and compared to the remuneration packages of similarly placed personnel of other corporate bodies in the country, the terms of his remuneration as set out in the Resolution are considered to be fair, just and reasonable,

Brief resume of Mr. Lalit Naik, nature of his expertise, names of companies in which he holds directorships and memberships / chairmanships of Board / Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.

Mr. Lalit Naik may be deemed to be concerned or interested, financially or otherwise, as it relates to his re-appointment and remuneration payable to him.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in this item of the Notice.

The Resolution as set out in this item of the accompanying Notice is accordingly commended for the approval of Members.

Item Nos. 15 & 16

Mr. Sushil Agarwal was appointed as Whole-time Director of the Company at the Annual General Meeting of the Company held on 28th September, 2011.

The resolution passed at the aforesaid Annual General Meeting in respect of the appointment of Mr. Sushil Agarwal provided that he is not liable to retire by rotation.

The shareholders whilst approving the appointment and remuneration payable to Mr. Sushil Agarwal at the aforesaid Annual General Meeting also authorized the Board of Directors to revise the terms of such appointment and remuneration.

As per section 152 of the Companies Act, 2013, at least two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. As per the provisions of this section, independent directors are not included to ascertain directors liable to retire by rotation.

The Board of Directors at its meeting held on 26th June, 2014, took note of the aforesaid provisions of the Companies Act, 2013 and approved the modification in the terms of appointment of Mr. Sushil Agarwal to include him in the directors liable to retire by rotation.

All other terms and conditions relating to his appointment and remuneration as approved at the said Annual General Meeting of the Company shall remain unchanged.

Mr. Sushil Agarwal is required to be re-appointed as a Director, as his appointment is now subject to retirement by rotation. Accordingly, a resolution to approve the re-appointment of Mr. Sushil Agarwal as Director of the Company is proposed as Item No. 16 of the Notice.

Save and except Mr. Sushil Agarwal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 15 and 16 of the accompanying Notice.

The resolutions as set out in these items of the accompanying Notice are accordingly commended for the approval of the Members.

Item No. 17

The members of the Company at the 55th Annual General Meeting held on 9th August, 2012 approved by way of a Special Resolution under section 309 of the Companies Act, 1956, the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956, for a period of five years commencing 1st April, 2012.

In view of sections 197, 198 and other relevant provisions of the Companies Act, 2013 coming into effect from 1st April, 2014 and taking into account the roles and responsibilities of the directors, it is proposed that remuneration by way of commission be paid to the Non-Executive Directors of the Company, of a sum not exceeding one percent of the net profits or such other percentage of net profits of the Company as may be permissible from time to time, calculated in accordance with the provisions of the Companies Act, 2013, for each

relevant financial year for a period of five years commencing from 1st April, 2014.

The quantum of remuneration payable to each of the Non- Executive Directors shall be fixed and decided by the Board of Directors considering attendance, type of meeting, preparations required, etc.

This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013, for payment of remuneration by way of commission to the Non-Executive Directors as set out in the Resolution at Item No. 17 of the Notice.

Non-Executive Directors may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out in this item of the Notice.

Item No.18

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, the company shall obtain the previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long-term resources for financing, *inter alia*, the ongoing capital expenditure and for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series /tranches on private placement basis, issuable / redeemable at par.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 18 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

The Board commends the Special Resolution set out at Item No. 18 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 18 of the Notice.

Item No. 19

The existing Articles of Association (AoA) of the Company are based on the Companies Act, 1956, and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act).

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 19 of the Notice.

The Board commends the Special Resolution set out at Item No. 19 of the Notice for approval by the members.

Item No. 20

In view of the significant growth in the operations of the Company and in order to meet the requirement of working capital (including by way of non-fund based limits, such as limits for letter of credit and limits for bank guarantees), the Company has sought the approval of shareholders to borrow over and above the aggregate of paid-up share capital and free reserves of the Company.

It is considered necessary to pass an enabling resolution to authorise the Directors to create a mortgage and / or charge on the properties of the Company in favour of Banks, Financial Institutions, Trustees and Other Investors etc. for securing the requisite finances.

Since mortgaging and / or charging of the assets, properties and / or undertakings of the Company may be regarded as disposal thereof, consent of the members of the Company is sought under section 180(1)(a) of the Companies Act, 2013, as set out in Item No. 20 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 20 of the Notice.

The Board commends the Special Resolution set out at Item No. 20 of the Notice for approval by the members.

Item No. 21

The members of the Company at their Extra-ordinary General Meeting held on 3rd January, 1994, approved by way of an Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid-up share capital and free reserves of the Company, provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore) only over and above of the aggregate of the paid-up capital of the Company and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that

the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 21 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money up to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore) only, in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 21.

Item No. 22.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, as per the following details:

In accordance with the provisions of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014,

Name of the Auditors	Unit	Product	Proposed Fees (2014-15) (₹)
M/s. Ashwin Solanki & Associates	Indian Rayon, Veraval	VFY	60,000
		Chemicals	60,000
M/s. R. Chakraborty & Co.	Jaya Shree Textiles, Rishra	Textiles	60,000
M/s. K. G. Goyal & Associates	Indo Gulf Fertilisers, Jagdishpur	Fertilisers/ Chemicals (Argon Gas & Surplus Ammonia)	85,000
M/s. G. N. V. & Associates	Madura Fashion and Life Style, Bengaluru	Ready Made Garments	1,10,000
M/s. S. S. Puranik & Associates	Aditya Birla Insulators - Halol & Rishra Units	Insulators	1,10,000

remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 22 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 22 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 22 of the Notice for approval by the members.

By Order of the Board



Hutokshi Wadia

Vice President & Company Secretary

Place: Mumbai

Date: 26th June, 2014

Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 11th September, 2014.

Name of the Director	Mrs. Rajashree Birla	Mr. P. Murari	Mr. S.C. Bhargava	Ms. Tarjani Vakil	Mr. G. P. Gupta	Mr. B. R. Gupta	Mr. Lalit Naik	Mr. Sushil Agarwal	Mr. B. L. Shah
Date of Birth	15.09.1945	19.08.1934	20.07.1945	30.10.1936	11.01.1941	15.02.1940	18.10.1961	13.06.1963	31.03.1921
Date of Appointment	14.03.1996	28.01.2000	29.04.2004	27.07.2000	27.04.2005	28.01.2000	01.01.2013	01.06.2011	15.04.1975
Qualification	B.A.	M.A. (Economics)	B.Com (Hons), F.C.A.	M.A.	M.Com.	M.A. (English), LL.B., FIII	IIT (Kanpur), IIM	M.Com. C.A.	B.Com.
Expertise in specific Functional Area	Industrialist	IAS (Retd.) having rich administrative experience	Ex-Executive Director (Investment) of LIC, having rich experience in investments, treasury management, finance and accounts.	Former Chairperson of EXIM Bank and is recognised as one of the distinguished Indian Banker.	Rich experience in the areas of general management, banking, industrial and financial restructuring	Ex-Executive Director (Investments) of LIC, having rich experience as an Investment Consultant	Business Executive	Business Executive	Retired Business Executive
List of Public Limited Companies (in India) in which outside Directorships are held	<ol style="list-style-type: none"> Grasim Industries Limited Hindalco Industries Limited Idea Cellular Limited Essel Mining and Industries Limited Aditya Birla Health Services Limited UltraTech Cement Limited 	<ol style="list-style-type: none"> Aban Offshore Limited Adayar Gate Hotel Limited Xpro India Limited HEG Limited Great Eastern Energy Corporation Limited Bajaj Auto Limited Bajaj Holding and Investment Limited Fortis Malar Hospital Limited Idea Cellular Limited Pantaloon Fashion and Retail Limited 	<ol style="list-style-type: none"> A. K. Capital Services Limited OTCEI Securities Limited Escorts Limited Swaraj Engines Limited Jaiprakash Associates Limited Cox & Kings India Limited Jaiprakash Power Ventures Limited Asahi Industries Limited Swaraj Auto-motives Limited Industrial Investment Trust Limited 	<ol style="list-style-type: none"> Birla Sun Life Insurance Co. Limited Alkyl Amines Chemical Limited Idea Cellular Limited 	<ol style="list-style-type: none"> Swaraj Engines Limited Birla Sun Life Insurance Co. Limited Emkay Global Financial Services Limited Landmark Property Development Co. Limited Idea Cellular Limited Emkay Investment Managers Limited Dighi Port Limited Aditya Birla Retail Limited 	<ol style="list-style-type: none"> HOV Services Limited JBF Petrochemicals Limited 	<ol style="list-style-type: none"> Aditya Birla Chemicals (I) Limited TANFAC Industries Limited Aditya Birla Science and Technology Limited 	<ol style="list-style-type: none"> ABNL Investment Limited Aditya Birla Insurance Brokers Limited Aditya Birla Money Mart Limited Aditya Birla Power Company Limited BGH Exim Limited Pantaloon Fashion & Retail Limited 	<ol style="list-style-type: none"> Aditya Birla Health Services Limited Trapti Trading and Investments Limited
Chairman/ Member of Committee(s) of Board of Directors of the Company	—	<ol style="list-style-type: none"> Chairman of Investor Relations and Finance Committee and Member of Audit Committee 		Chairperson of Audit Committee	Member of Audit Committee	Member of Audit Committee	—	—	Member of Investor Relations and Finance Committee

Details of the Directors seeking re-appointment in the Annual General Meeting to be held on 11th September, 2014. (Cont)

Name of the Director	Mrs. Rajashree Birla	Mr. P. Murari	Mr. S. C. Bhargava	Ms. Tarjani Vakil	Mr. G. P. Gupta	Mr. B. R. Gupta	Mr. Lalit Naik	Mr. Sushil Agarwal	Mr. B. L. Shah
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he/ she is a Director a) Audit Committee	—	As a Chairman 1. Aban Offshore Limited 2. Adayar Gate Hotel Limited As a Member 1. Great Eastern Energy Corporation Limited 2. Xpro India Limited 3. Fortis Malar Hospitals Limited 4. Pantaloons Fashion & Retail Limited	As a Chairman Industrial Investment Trust Limited. As a Member 1. Swaraj Engines Limited 2. Cox & Kings Limited 3. Asahi Industries Limited 4. Jaiprakash Associates Limited 5. Escorts Limited	As a Member 1. Idea Cellular Limited 2. Birla Sun Life Insurance Co. Limited	As a Chairman 1. Swaraj Engines Limited 2. Idea Cellular Limited 3. Birla Sun Life Insurance Co. Limited 4. Landmark Property Development Co. Limited As a Member 1. Emkay Global Financial Services Limited 2. Aditya Birla Retail Limited	As a Chairman 1. HOV Services Limited 2. JBF Petro- chemicals Limited	—	As a Member Aditya Birla Money Mart Limited	—
b) Investors Grievance/ Relations Committee	—	As a Chairman Bajaj Holdings and Investment Limited	As a Member 1. Cox & Kings Limited 2. Escorts Limited	—	—	As a Chairman HOV Services Limited	—	—	—

Note: Pursuant to Clause 49 of the Listing Agreement, only two committees, viz., Audit Committee and Shareholders/Investor Grievance Committee, are considered.