



ADITYA BIRLA CHEMICALS (INDIA) LIMITED

Registered Office: 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822 124 Distt. Palamau (Jharkhand)
Tel No.: (06584) 262 211, 262 221, 262 488 Fax : (06584) 262 205 Email : abcil.investors@adityabirla.com
Website : www.adityabirlachemicalsindia.com CIN : L24100JH1976PLC001255

MINUTES OF THE 39TH ANNUAL GENERAL MEETING OF ADITYA BIRLA CHEMICALS (INDIA) LIMITED HELD ON 24TH SEPTEMBER 2015 FROM 10:30 A.M. TO 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT GHANSHYAM KUNJ, GARHWA ROAD, P.O. REHLA - 822 124, DIST. PALAMAU (JHARKHAND)

Present -

Directors : Mr. Biswajit Choudhuri, Independent Director and Chairman of Audit Committee of Directors of the Company
Mr. P. P. Sharma, Director
Mr. H. K. Panda, Chief Financial Officer
Mr. Akash Mishra, Company Secretary

Invitee : Mr. Yashwant Kumar Patel, representing the Statutory Auditors of the Company M/s. Khimji Kunverji & Co., Chartered Accountants, and Mr. Raju Chowdhury, representing the Scrutinizer M/s. A. K. Labh & Co., Company Secretaries.

Members : 33 Members present in person

The Chairman's office being vacant, the Members present were requested to elect one of the Directors present at the meeting as the Chairman of the Meeting in terms of the Articles of Association of the Company. Mr. Vishwajit Samaddar, a member of the Company, proposed the name of Mr. Biswajit Choudhuri, Independent Director of the Company as the Chairman of the meeting and Mr. Yohannan M. G., a member of the Company, seconded the proposal. Mr. Biswajit Choudhuri was unanimously elected as the Chairman of the meeting.

Mr. Biswajit Choudhuri occupied the Chair and thanked all the members for electing him as the Chairman of the meeting.

The Chairman, after confirming the Attendance records, declared that the required quorum was present and the meeting was open.

The Chairman informed the members that no proxy was received and further informed that following documents and Registers of the Company were placed on the table and were available for inspection by any member of the Company :

- Audited Accounts with Auditors' Report thereon for the financial year ended 31st March 2015
- Directors' Report for the financial year ended 31st March 2015
- Proxy Register
- Register of Directors and Key Managerial Personnel and their shareholding (remained open for inspection during the meeting)
- Register of Contracts or arrangements in which Directors and Key Managerial Personnel are interested (remained open for inspection during the meeting)

With the consent of the members, the Notice dated 28th July 2015, convening the 38th Annual General Meeting and Directors' Report for the year ended 31st March 2015, as circulated to the shareholders, were taken as read. The Chairman further informed that there was no adverse remark or qualification in the Statutory Auditors' Report and Secretarial Audit Report for the financial year ended 31st March 2015.

The Chairman delivered a short speech to the members about brief observations on the current economic scenario and affairs and activities of the Company.

The Chairman informed the members that -

- the representatives of Statutory Auditors M/s. Khimji Kunverji & Co. and the Scrutinizer were present here in the meeting,
- in compliance of provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting facility was provided to the members of the Company in connection with all the resolutions as proposed in the notice of the



- Annual General Meeting. The Company had also provided the facility for voting through physical ballot in case any shareholders desired to do so instead of voting electronically,
- The voting period commenced on 21st September 2015 at 9:00 A.M. and ended on 23rd September 2015 at 5:00 P.M. All the other members who have not voted earlier either electronically or through physical ballot paper and have come to attend the meeting will be provided with the ballot paper at this meeting to enable the voting facility,
 - Mr. A. K. Labh, Practicing Company Secretary was appointed as an Independent Scrutinizer for conducting the entire voting process in a transparent and smooth manner and he had submitted his Report to that effect and
 - results declared along with the scrutinizer's report shall be placed on the websites of CDSL and the Company within three days of this AGM and also shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and a copy of the report will also be displayed at the notice board of the Company's registered office.

The Chairman then requested the members to propose and second all the resolutions as move in the notice and accordingly the following resolutions were proposed and seconded by the members :

Resolution 1 : Ordinary Resolution

Adoption of the Audited Financial Statements for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon

Proposed by : Mr. Murari Prasad
Seconded by : Mr. Priyabrat Prasad

"Resolved that the Audited Balance Sheet of the Company as at 31st March 2015 and the Statement of Profit & Loss for the year ended 31st March 2015 together with the Directors' Report and the Auditors' Reports thereon, as circulated to the Members and laid before the meeting, be and are hereby received, approved and adopted."

Resolution 2 : Ordinary Resolution

Declaration of Dividend

Proposed by : Mr. Ranjan Kumar Mishra
Seconded by : Mr. Niranjan Kumar Pathak

"Resolved that pursuant to the recommendation made by the Board of Directors of the Company, a dividend @ 50%, i.e., Rs. 5.00/- per share on the paid up equity share of Rs. 10/- each of the Company be and is hereby approved and declared out of the current profits of the Company for the year ended 31st March 2015."

Resolution 3 : Ordinary Resolution

Appointment of Director in place of Mr. Askaran Agarwala (DIN: 00023684) who retires by rotation and being eligible offers herself for re-appointment

Proposed by : Mr. Brijesh Kumar
Seconded by : Mr. Punit Kumar Agarwal

"Resolved that Mr. Askaran Agarwala (DIN: 00023684), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company".

Resolution 4 : Ordinary Resolution

Re-appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W), the retiring Statutory Auditors of the Company & fix their remuneration

Proposed by : Mr. Arun Kumar Mishra
Seconded by : Mr. Deobrat Tiwary

"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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W), the retiring Statutory auditors of the Company, be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 39th Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."



Resolution 5 : Ordinary Resolution

Appointment of Ms. Preeti Gupta (DIN: 07118798) as Director of the Company, in the capacity of non-independent, non-executive Director, liable to retire by rotation

Proposed by : Mrs. Shalini Prasad
Seconded by : Mrs. Rekha Mishra

"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Listing Agreement with Stock Exchanges and Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Preeti Gupta (DIN: 07118798), who was appointed as an Additional Director of the Company with effect from 12th March 2015 under provisions of Section 161 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Listing Agreement with Stock Exchanges and Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time being in force) be and is hereby appointed as Director of the Company, in the capacity of non-independent, non-executive Director, liable to retire by rotation."

Resolution 6 : Ordinary Resolution

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 2016

Proposed by : Mr. Pramod Kumar Singh
Seconded by : Mr. Niranjana Kumar Pandey

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, 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 Cost Auditors viz. M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Registration No. 7464), as appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2016 be paid the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus service tax as applicable and reimbursement of out-of-pocket expenses."

Resolution 7 : Special Resolution

Issue of Redeemable Non-convertible Debentures on private placement basis upto an amount of Rs. 1200 Crores

Proposed by : Mr. Rajesh Rathi
Seconded by : Mr. Vikram Kumar Verma

"Resolved that pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities (including any statutory modification (s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Associations of the Company, the consent of the Members be and is hereby accord to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer, invite or issue Redeemable Non-Convertible Debentures ("NCDs), secured or unsecured, during a period of one year from the date of this 39th Annual General Meeting of the Company, in Indian currency and/or foreign currency, in domestic and/or overseas market, in one or more series/tranches, as per the structure and within the limits permitted by the Reserve Bank of India, SEBI, Companies Act, 2013 and other regulatory authorities, aggregating upto an amount not exceeding Rs. 1200 crores (Rupees one thousand two hundred crores only) on private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs 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 finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give effect to this resolution."

The Chairman then invited the members to raise their queries, clarifications or suggestions, if any across all the resolutions. Some of the Members participated in the discussions and raised points, which were duly explained and answered by the Chairman.



The Chairman then requested the representative of the Scrutinizer to distribute the ballot papers and thereafter present and eligible members casted their votes and the Scrutinizers took charge of sealed ballot box to scrutinize the Poll Papers and submit their report.

The Chairman announced that the said Scrutinizers' report shall be treated as a part of the concluding proceedings of this Annual General Meeting only and the results on the resolutions in terms of the Scrutinizers' Report shall be construed as the passing of the respective resolutions accordingly in this Annual General Meeting itself.

The Chairman thanked the members present in the meeting for their participation.

The meeting concluded at 12:00 P.M. with a vote of thanks to the chair.

The following 7 (seven) resolutions as proposed vide Notice dated 28th July 2015, which were approved in terms of the Report dated 24th September 2015 in respect of result of the e-voting and the ballot papers combining with the result of the polling papers, as submitted by Shri A. K. Labh, Practicing Company Secretary and the Scrutinizer appointed for the said purpose are hereby construed to be passed in this Annual General Meeting in the manner as written here-in-under :

ORDINARY BUSINESS

Resolution 1 : Ordinary Resolution

Adoption of the Audited Financial Statements for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon

"Resolved that the Audited Balance Sheet of the Company as at 31st March 2015 and the Statement of Profit & Loss for the year ended 31st March 2015 together with the Directors' Report and the Auditors' Reports thereon, as circulated to the Members and laid before the meeting, be and are hereby received, approved and adopted."

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 15472897 | 15472897 (100.00%) | 0 (0.00%) |

Resolution 2 : Ordinary Resolution

Declaration of Dividend

"Resolved that pursuant to the recommendation made by the Board of Directors of the Company, a dividend @ 50%, i.e., Rs. 5.00/- per share on the paid up equity share of Rs. 10/- each of the Company be and is hereby approved and declared out of the current profits of the Company for the year ended 31st March 2015."

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 15472897 | 15472897 (100.00%) | 0 (0.00%) |

Resolution 3 : Ordinary Resolution

Appointment of Director in place of Mr. Askaran Agarwala (DIN: 00023684) who retires by rotation and being eligible offers herself for re-appointment

"Resolved that Mr. Askaran Agarwala (DIN: 00023684), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company".

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 15472689 | 13172689 (85.14%) | 2300000 (14.86%) |



Resolution 4 : Ordinary Resolution**Re-appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W), the retiring Statutory Auditors of the Company & fix their remuneration**

"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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No.: 105146W), the retiring Statutory auditors of the Company, be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 39th Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 15472897 | 15472897 (100.00%) | 0 (0.00%) |

SPECIAL BUSINESS:**Resolution 5 : Ordinary Resolution****Appointment of Ms. Preeti Gupta (DIN: 07118798) as Director of the Company, in the capacity of non-independent, non-executive Director, liable to retire by rotation**

"Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Listing Agreement with Stock Exchanges and Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Preeti Gupta (DIN: 07118798), who was appointed as an Additional Director of the Company with effect from 12th March 2015 under provisions of Section 161 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Listing Agreement with Stock Exchanges and Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time being in force) be and is hereby appointed as Director of the Company, in the capacity of non-independent, non-executive Director, liable to retire by rotation."

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 15472689 | 15472689 (100.00%) | 0 (0.00%) |

Resolution 6 : Ordinary Resolution**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 2016**

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, 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 Cost Auditors viz. M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Registration No. 7464), as appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2016 be paid the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus service tax as applicable and reimbursement of out-of-pocket expenses."

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 15472897 | 15472897 (100.00%) | 0 (0.00%) |

Resolution 7 : Special Resolution**Issue of Redeemable Non-convertible Debentures on private placement basis upto an amount of Rs. 1200 Crores**

“Resolved that pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there-under, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities (including any statutory modification (s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Associations of the Company, the consent of the Members be and is hereby accord to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to offer, invite or issue Redeemable Non-Convertible Debentures (“NCDs), secured or unsecured, during a period of one year from the date of this 39th Annual General Meeting of the Company, in Indian currency and/or foreign currency, in domestic and/or overseas market, in one or more series/tranches, as per the structure and within the limits permitted by the Reserve Bank of India, SEBI, Companies Act, 2013 and other regulatory authorities, aggregating upto an amount not exceeding Rs. 1200 crores (Rupees one thousand two hundred crores only) on private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs 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 finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give effect to this resolution.”

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|--------------------------------------|------------------------------------|
| 15472897 | 15470964 (99.99%) | 1933 (0.01%) |

All the resolutions proposed hereinabove have been passed with requisite majority.

Date : 12.10.2015
Place : Kolkata

--sd--
(CHAIRMAN)

Certified to be true



For Aditya Birla Chemicals (India) Ltd.


(Akash Mishra)
Company Secretary