

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
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SCRUTINIZER'S REPORT

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

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

Dear Sir,

I, Atul Kumar Labh, Practicing 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 39th Annual General Meeting of the members of **Aditya Birla Chemicals (India) Limited** ("Company") held on Thursday, 24th day of September, 2015 at 10:30 A.M at 'Ghanshyam Kunj', Garhwa Road, P.O. Rehla - 822 124, Distt. Palamu (Jharkhand) for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 28th July, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) the agency engaged by the Company to provide e-voting facilities and of voting through physical ballots as provided by M/s C.B Management Services (P) Ltd, the Registrar of the Company.

I submit my report as under :

1. The remote e-voting period remained open from 09:00 AM IST on Monday, the 21st September, 2015 up to 05.00 PM IST on Wednesday, the 23rd September, 2015.



Certified Filing Center for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. Of India
Certified Filing Center for e-filing under ACES (Central Excise & Service Tax)



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2. The Shareholders holding shares as on the "cut off" date, i.e. 17th September, 2015 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 28th day of July, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24th day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Ms. Suchita Tiwari, 7/20, Kings Road, Howrah – 711 101 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", under e- voting system were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150814039] is as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
15472496	15472496	0

b) Resolution 2

Declaration of Dividend

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
15472496	15472496	0



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c) Resolution 3

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
15472288	13172288	2300000

d) Resolution 4

Type of Resolution : 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*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
15472496	15472496	0

** SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution : 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*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
15472288	15472288	0



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f) Resolution 6**Type of Resolution : 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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
15472496	15472496	0

g) Resolution 7**Type of resolution: Special Resolution**

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
15472496	15470563	1933

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.

7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1**

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

*Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
401	401	0



**b) Resolution 2*****Declaration of Dividend***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
401	401	0

c) Resolution 3

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

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
401	401	0

d) Resolution 4**Type of Resolution : Ordinary Resolution**

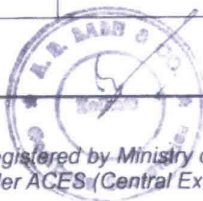
***Re-appointment of M/s. Khimji Kunverji & Co., Chartered Accountants,
Mumbai (Registration No.: 105146W), the retiring Statutory Auditors of the
Company & fix their remuneration***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
401	401	0

** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : 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.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
401	401	0



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f) Resolution 6**Type of Resolution : 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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
401	401	0

g) Resolution 7**Type of resolution: Special Resolution**

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
401	401	0

8. Thus, the combined result of the remote e-voting [EVSN : 150814039] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

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

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%)



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b) Resolution 2***Declaration of Dividend***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
15472897	15472897 (100.00%)	0 (0.00%)

c) Resolution 3

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

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
15472689	13172689 (85.14%)	2300000 (14.86%)

d) Resolution 4**Type of Resolution : 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***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
15472897	15472897 (100.00%)	0 (0.00%)



** SPECIAL BUSINESS:****e) Resolution 5****Type of Resolution : 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***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
15472689	15472689 (100.00%)	0 (0.00%)

f) Resolution 6**Type of Resolution : 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***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
15472897	15472897 (100.00%)	0 (0.00%)

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

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
15472897	15470964 (99.99%)	1933 (0.01%)



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

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

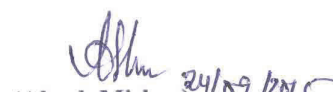
Yours truly
For A. K. LABH & Co.
Company Secretaries


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



Place: Kolkata
Dated: 24.09.2015

Verified the contents and received the Report of the Scrutinizer
For Aditya Birla Chemicals (India) Limited


(Akash Mishra) 24/09/2015
Company Secretary

