



ABCIL/Secy/SE/2015-16

July 2, 2015

To,
BSE Ltd.,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001
Fax No. (022) 2272 2039
Scrip Code : 500057
E-mail : corp.relations@bseindia.com

To,
National Stock Exchange of India Ltd.,
Listing Department,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051
Fax No. (022) 2659 8237/38
Scrip Code : ABCIL
E-mail : neaps@nseindia.co.in
cmist@nseindia.co.in

Dear Sirs,

Sub : Minutes of the proceedings of declaration of results on the voting by Postal Ballot

Enclosed please find the Minutes of the proceedings held on 2nd July 2015 at the registered office of the Company relating to declaration of the results on the voting by Postal Ballot and E-voting.

This is for your information & record.

Thanking you,

Yours faithfully,
For Aditya Birla Chemicals (India) Limited,

(Akash Mishra)
Company Secretary

Encl : As above

ADITYA BIRLA CHEMICALS (INDIA) LIMITED

Regd. Office & Works : GARHWA ROAD REHLA : 822 124 DIST. : PALAMAU (JHARKHAND)
PH. : +91 6584 262211/221/488 FAX : +91 6584 262205 E-MAIL : abcil@adityabirla.com
Website : www.adityabirlachemicalsindia.com CIN - L24100JH1976PLC001255



ADITYA BIRLA CHEMICALS (INDIA) LIMITED

Registered Office: Garhwa Road, P.O. Rehla - 822 124 Dist. Palamau (Jharkhand)

CIN : L24100JH1976PLC001255

Tel No.: (06584) 262211, 262221 Fax : (06584) 262205 e-mail: abcil.investors@adityabirla.com; website: www.adityabirlachemicalsindia.com

MINUTES OF THE PROCEEDINGS HELD ON THURSDAY 2ND JULY 2015 AT 11:30 A.M. AT THE REGISTERED OFFICE OF ADITYA BIRLA CHEMICALS (INDIA) LIMITED AT GARHWA ROAD, P.O. REHLA – 822 124, DIST. PALAMAU (JHARKHAND) RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED FOR SEEKING APPROVAL TO THE SCHEME OF AMALGAMATION OF ADITYA BIRLA CHEMICALS (INDIA) LIMITED WITH GRASIM INDUSTRIES LIMITED ("THE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS PURSUANT TO SECTION 391 TO 394 OF THE COMPANIES ACT, 1956 FROM THE PUBLIC SHAREHOLDERS OF THE COMPANY IN TERMS OF THE NOTICE OF THE POSTAL BALLOT AND E-VOTING DATED 27TH MAY 2015 PURSUANT TO PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013 (INCLUDING STATUTORY MODIFICATIONS OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), CLAUSE 35B OF THE EQUITY LISTING AGREEMENTS WITH BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED AND CIRCULAR NOS. CIR/CFD/DIL/5/2013 DATED FEBRUARY 04, 2013 & CIR/CFD/DIL/8/2013 DATED MAY 21, 2013, BOTH ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA

Present

- | | |
|----------------------------|----------------------------|
| 1. Shri R. D. Sao | A.V.P. (O & M) |
| 2. Shri Hemant Kumar Panda | C. F. O. & Member |
| 3. Shri Akash Mishra | Company Secretary & Member |
| 4. Shri Brijesh Kumar | D.G.M. (F & A) & Member |
| 5. Shri Rajesh Rathi | Member |
| & other members | |

Shri Brijesh Kumar, Member proposed the name of Shri Hemant Kumar Panda, C. F. O. & Member of the Company, as the Chairman to conduct the proceedings, which was seconded by Shri Rajesh Rathi, Member. The other present members and officials unanimously approved the proposal and thereafter Shri Hemant Kumar Panda was elected and presided as the Chairman to conduct the proceedings. The Chairman thanked and welcomed all the present members and officials.

The Chairman stated that the Company had dispatched the Notice dated 27th May 2015 to all the Shareholders, as on the cut-off date (record date) of 22nd May 2015, by 29th May 2015 for seeking approval to the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited with Grasim Industries Limited ("the Company") and their respective shareholders and creditors pursuant to Section 391 to 394 of the Companies Act, 1956 from the Public shareholders of the Company in terms of the Notice of the Postal Ballot and e-voting dated 27th May 2015 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including statutory modifications or re-enactment thereof for the time being in force), Clause 35B of the equity listing agreements with BSE

Limited and National Stock Exchange Of India Limited and Circular nos. CIR/CFD/DIL/5/2013 dated February 04, 2013 & CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by Securities and Exchange Board of India, by following Resolution :

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Jharkhand and Hon'ble High Court of Madhya Pradesh, Bench at Indore, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Jharkhand and Hon'ble High Court of Madhya Pradesh, Bench at Indore or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited with Grasim Industries Limited and their respective shareholders and creditors ("**Scheme**") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Jharkhand and Hon'ble High Court of Madhya Pradesh, Bench at Indore while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

The Chairman thereafter stated that the Company had appointed Shri Atul Kumar Labh, Practicing Company Secretary, having membership no. as FCS-4848 / CP-3238, of M/s A. K. Labh & Co. Company Secretaries, Kolkata as Scrutinizer for scrutinizing the Postal Ballot & E-voting process in a fair and transparent manner and after carrying out of the scrutiny of all the Postal Ballot Forms and E-voting received upto the close of working hours on 30th June 2015 through physical and electronic mode, Shri Atul Kumar Labh had submitted his Report dated 1st July 2015 and that same had been accepted.

The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report :

(a) Summary of the Postal Ballot votes casted through Physical Mode :

1.	Total No. of Postal Ballot Forms received	121
2.	Total No. of Invalid Postal Ballot Forms	15
3.	Total No. of Valid Postal Ballot Forms	106
4.	Total No. of Valid Postal Ballot Forms in favour of the Resolution	102
5.	Total No. of Valid Postal Ballot Forms against the Resolution	4
6.	Total No. of Valid Votes/Shares casted	20131



7.	Total No. of Valid Votes/Shares casted in favour of the Resolution	19431
8.	Total No. of Valid Votes/Shares casted against the Resolution	700

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

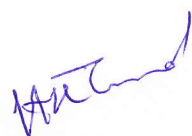
1.	Total Folios voted	11
2.	Total No. of Votes/Shares casted through e-voting system	2302269
3.	Total No. of Votes/Shares casted in favour of the Resolution	2302269
4.	Total No. of Votes/Shares casted against the Resolution	Nil

(c) Summary of total votes casted (aggregate of Physical & Electronic Voting System) :

Sr. No.	Votes casted	By Physical Ballot	By Electronic voting	Total No. of votes/shares	%
1.	Favour	19431	2302269	2321700	99.97
2.	Against	700	Nil	700	0.03
			Total	2322400	100.00

The Chairman thereafter stated that the Resolution set out in the Notice dated 27th May 2015 was duly approved and passed by requisite majority and the date of declaration of result i.e. Thursday, 2nd July 2015 was the date of passing of the said Resolution.

Place : Rehla
Date : 2nd July.2015


(CHAIRMAN)