



ABCIL/Secy/SE/2013-14

September 23, 2013

To,
Mr. Shyam Bhagirath / Mr. Troydon Bird
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001
Fax No. (022) 2272 3121 /2037 Ref : 500057
E-mail : corp.relations@bseindia.com

Mr. Hari K.
Asst. Vice President (Listing & Corporate Communications)
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051
Fax No. (022) 2659 8237/38 Ref : ABCIL
E-mail : neaps@nseindia.co.in, cmist@nseindia.co.in

Dear Sirs,

Sub : Certified true copy of Minutes of the Annual General Meeting of the Company

Enclosed please find herewith certified true copy of Minutes of the Annual General Meeting of our Company held on 10th September 2013 for your information & record.

Please acknowledge.

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

ADITYA BIRLA CHEMICALS (INDIA) LIMITED

MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF ADITYA BIRLA CHEMICALS (INDIA) LIMITED HELD ON 10TH SEPTEMBER 2013 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT GHANSHYAM KUNJ, GARHWA ROAD, P.O. REHLA - 822 124, DIST. PALAMAU (JHARKHAND)

Directors Present :

Shri Biswajit Choudhuri
Shri L. S. Naik
Shri V. R. Agrawal, Managing Director

In attendance :

Shri Akash Mishra, Company Secretary

Names of shareholders who were present in person at the Annual General Meeting were recorded in the Members' Attendance Register and proxies in respect of 1,31,69,987 Equity Shares were laid on the table.

The Chairman's office being vacant, Shri Vishwajit Samaddar, a member of the Company, pursuant to Article 81 of the Articles of Association of the Company, proposed the name of Shri Biswajit Choudhuri, Director of the Company to preside over the meeting and Shri Kedar Nath Singh, a member of the Company, seconded the proposal. Shri Biswajit Choudhuri, Director of the Company was thereupon unanimously elected as the Chairman of the meeting.

Shri Biswajit Choudhuri occupied the Chair.

The Chairman declared that the quorum being present, the meeting was open.

The Chairman informed the members present in the meeting that in terms of provisions of section 307(7) of the Companies Act, 1956, the Register of Directors' shareholding was open for inspection.

With the consent of the shareholders, the Notice dated 8th May 2013, convening the 37th Annual General Meeting and Directors' Report for the year ended 31st March 2013, as circulated to the shareholders, were taken as read.

The Chairman in his speech to the shareholders made brief observations on the current economic scenario and working of the Company and thereafter the business as specified in the notice were taken up for consideration.

The Chairman requested the Company Secretary to read out the Auditors' Report dated 8th May 2013 and the same was duly read out.

Items of Agenda, in seriatim, were read out by the Chairman for consideration and approval by the members.

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH 2013 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON :

The Chairman placed before the members the following resolution :

"RESOLVED that the Audited Balance Sheet of the Company as on 31st March 2013 and the Statement of Profit & Loss for the year ended on that date together with the Directors' and the Auditors' Reports thereon, be and are hereby received, approved and adopted."

The resolution was proposed by Shri Yohannan M. G. and seconded by Shri Brajesh Kumar Pandey.

Before the resolution was put to vote, the Chairman invited queries, if any, on the accounts from the shareholders. Some queries had been raised by the members and after the same were replied well and satisfactorily, the resolution was put to vote by show of hands.

The resolution was carried unanimously by show of hands.



ITEM NO.2**TO DELCARE DIVIDEND ON EQUITY SHARES FOR THE YEAR ENDED 31ST MARCH 2013 :**

"RESOLVED that pursuant to the recommendation made by the Board of Directors of the Company, a dividend @ 10%, i.e., Re. 1.00/- per share on the paid up equity share of Rs. 10/- each of the Company be and is hereby declared out of the current profits of the Company for the year ended 31st March 2013".

Proposed by : Shri Sanjiv Kumar Maheshwari
Seconded by : Shri Punit Kumar Agrawal

The above resolution was carried unanimously as an Ordinary Resolution by show of hands.

ITEM NO. 3**TO APPOINT A DIRECTOR IN PLACE OF SHRI ASKARAN AGARWALA, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT :**

"RESOLVED that Shri Askaran Agarwala, whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed a Director of the Company".

Proposed by : Shri Akash Mishra
Seconded by : Shri Bishwa Nath Sharma

The above resolution was carried unanimously as an Ordinary Resolution by show of hands.

ITEM NO. 4**TO APPOINT A DIRECTOR IN PLACE OF SHRI JAGDISH CHANDAR CHOPRA, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT :**

"RESOLVED that Shri Jagdish Chandar Chopra, whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed a Director of the Company".

Proposed by : Shri Brijesh Kumar
Seconded by : Smt. Yasmin Siddique

The above resolution was carried unanimously as an Ordinary Resolution by show of hands.

ITEM NO. 5**TO APPOINT AUDITORS TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION :**

"Resolved that pursuant to provisions of section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration and reimbursement of actual out of pocket expenses as shall be fixed by the Board of Directors of the Company."

Proposed by : Shri Arvind Kumar
Seconded by : Shri Chandrabhanu Prasad Singh

The above resolution was carried unanimously as an Ordinary Resolution by show of hands.

ITEM NO. 6**TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTIONS, RELATING TO ENHANCE THE BORROWING LIMIT OF THE COMPANY AND TO CREATE CHARGE FOR THE PURPOSE OF BORROWINGS :**

(a) "Resolved that pursuant to provisions of Section 293 (1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and provisions of Memorandum and Articles of Association of the Company and subject to the necessary approvals, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time at their discretion, as deem fit, by way of loans, advances, issue of any kind of security(ies) or instruments, even if the borrowing(s) together with the monies already borrowed by the Company, including the borrowings in foreign currencies, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeds the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any



specific purpose, and to determine, fix, negotiate, arrange or agree to the terms and conditions of all such monies borrowed / to be borrowed from time to time, provided however, that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time, exceed Rs. 2000 crores."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to implement the Resolution without being required to seek any further consent or approval of the Company or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by authority of this resolution".

(b) "Resolved that the consent of the Company be and is hereby granted in terms of Section 293 (1)(a) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and provisions of Memorandum and Articles of Association of the Company and subject to the necessary approvals, if any, to the Board of Directors to mortgage and/or charge and/or lien, in addition to the mortgages/charges/liens created /to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trust(s)/Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate/notes/bonds or other debt instruments, issued,/to be issued by the Company, from time to time, subject to the limits approved under Section 293 (1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s)/Debenture Trust Deed(s) or loan agreements or any other document, entered into/to be entered into between the Company and the Lender (s)/Agent(s) and Trustee (s)/Trustees(s), in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee hereof and the Lender(s)/Agent(s)/Trustees(s)".

"Resolved further that for the Purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/papers/ agreements as may be required and 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 mortgages/charges/liens as aforesaid".

Proposed by : Shri Murari Prasad
Seconded by : Shri Rabindra Sharma

The above resolution was carried unanimously by show of hands.

There being no other business to transact, the meeting terminated with a vote of thanks to the Chair.

Sd/-

Place : Kolkata

(CHAIRMAN)

Certified to be true

For Aditya Birla Chemicals (India) Ltd.


(Akash Mishra)
Company Secretary