



ADITYA BIRLA NUVO LIMITED

Registered Office: Indian Rayon Compound, Veraval - 362 266, Gujarat. India
Phone: 91-2876-245711; Fax: 91-2876-243220; Email: abnlsecretarial@adityabirla.com
Website: www.adityabirlanuvo.com; CIN: L17199GJ1956PLC0011007

NOTICE OF 58TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the FIFTY-EIGHTH Annual General Meeting of the Shareholders of ADITYA BIRLA NUVO LIMITED will be held at the Registered Office of the Company at Club Auditorium, Indian Rayon Compound, Veraval - 362 266, Gujarat, on Tuesday, the 15th September, 2015, at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:-
 - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon; and
 - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 including the Audited Consolidated Balance Sheet as at 31st March, 2015 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon; and
2. To declare a dividend:
 - (i) of ₹ 7 per equity share of ₹ 10 each for the financial year 2014 -15; and
 - (ii) ratify and confirm the pro-rata dividend of ₹ 2.99 per preference share paid for the financial year 2014 -15.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires from office by rotation and, being

eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Tapasendra Chattopadhyay (DIN: 00041581), 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 ninth Annual General Meeting of the Company and to fix their remuneration and for the 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, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Reg. No. 105146W) and M/s S R B C & Co. LLP. Chartered Accountants, Mumbai (Registration No. 324982E), the retiring Joint Statutory Auditors of the Company, be and are hereby, re-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 ninth Annual General Meeting of the Company to be held in the year 2016 and that the Audit Committee / Board of Directors of the Company be and are 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 Meeting until the conclusion of the fifty ninth Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass the following Resolutions as **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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Reg. No. 105146W), the retiring Branch Auditors of the Company, be and are hereby, re-appointed as the Branch Auditors of the Company to audit the accounts in respect of the Company’s Aditya Birla Insulators Divisions at Rishra and Halol, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifty ninth Annual General Meeting of the Company to be held in the year 2016 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Reg. No. 105146W), and M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai (Reg. No. 100186W), the retiring Joint Branch

Auditors of the Company, be and are hereby, re-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 ninth Annual General Meeting of the Company to be held in the year 2016 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Deloitte, Haskins & Sells, Chartered Accountants, Mumbai (Reg. No. 008072S), the retiring Branch Auditors of the Company, be and are hereby re-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 ninth Annual General Meeting of the Company to be held in the year 2016 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.”
- (iv) **“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, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s S R B C & Co LLP, Chartered Accountants, Mumbai, (Registration No. 324982E), the retiring Branch Auditors of the Company, be and are hereby, re-appointed as the Branch Auditors of the Company to audit the accounts in respect of the Company's Jaya Shree Textiles Division, Rishra and Indo Gulf Fertilisers, Jagdishpur, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty ninth Annual General Meeting of the Company to be held in the year 2016 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 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 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed there under and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India ("SEBI") or any other applicable law, rules, regulations, guidelines for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the provisions of the Articles of Association of the Company, approval of the members be

and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee thereof) to offer or issue, secured/unsecured Redeemable Non-Convertible Debentures ("NCDs"), aggregating to ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores only), in one or more series/ tranches, during the period of one year from the date of passing of this resolution, within the overall borrowing limits of the Company as approved by the members of the Company from time to time under Sections 180(1)(a) and 180(1)(c) of the Act, on a private placement basis and 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 NCDs are to be issued, the consideration for the issue, coupon rate, redemption period, 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 authorized to finalize and execute all deeds, documents, and writings, etc., as may be necessary or required and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to the Managing Director or to any others Director(s) or to any other Officer(s) of the Company and to settle any questions, difficulties or doubts that may arise in this regard."

8. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2016 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 other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force:

- i) M/s. Ashwin Solanki & Associates, Cost Accountants, (Firm Registration No. 100392), appointed as the Cost Auditors of the Company to conduct audit of the cost records maintained by the Company in respect of Viscose Filament Rayon Yarn at Indian Rayon, Unit of the Company at Veraval, for the year ending on 31st March, 2016, be paid a remuneration of ₹ 65,000 (Rupees Sixty Five Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit;
- ii) M/s. Ashwin Solanki & Associates, Cost Accountants, (Firm Registration No. 100392), appointed as the Cost Auditors of the Company to conduct audit of the cost records maintained by the Company in respect of Chemicals at Indian Rayon, Unit of the Company at Veraval, for the year ending on 31st March, 2016, be paid a remuneration of ₹ 65,000 (Rupees Sixty Five Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit;
- iii) Mr. Rajat Chakraborty, Cost Accountants, Kolkata (Registration No. 100481), appointed as the Cost Auditors to conduct audit of the Cost records maintained by the Company in respect of Textiles (Worsted Yarn)

at Jaya Shree Textiles, Unit of the Company at Rishra, for the year ending on 31st March, 2016, be paid a remuneration of ₹ 60,000 (Rupees Sixty Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit;

- iv) M/s K. G. Goyal & Associates, Cost Accountants, Jaipur (Firm Registration No. 000024), appointed as the Cost Auditors to conduct audit of the Cost records maintained by the Company in respect of Fertilisers, at Indo Gulf Fertilisers, Unit of the Company at Jagdishpur, for the year ending on 31st March, 2016, be paid a remuneration of ₹ 85,000 (Rupees Eighty Five Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit;
- v) M/s. S. S. Puranik & Associates, Cost Accountants, Vadodara (Firm Registration No. 100133), appointed as the Cost Auditors to conduct audit of the Cost records maintained by the Company in respect of Insulators, at Insulators Units of the Company at Halol and Rishra, for the year ending on 31st March, 2016 be paid a remuneration of ₹ 1,10,000 (Rupees One Lakh Ten Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit;

RESOLVED FURTHER THAT the Board of Directors and/or the Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 88, 92, 94 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and/or other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby granted to the Company for keeping the Index of the Shareholders, Debenture holders and other security holder, the Register of Shareholders, Debenture holders and any other security holder, copies of Annual Returns prepared under the Act together with the copies of the certificates and documents required to be annexed thereto and such other returns, registers, documents, records, etc. of the Company, at the office of the Company’s Registrars and Share Transfer Agents M/s. Sharepro Services (India) Pvt. Ltd., who are being appointed as such w.e.f. 1st October, 2015 at their office situated at 13AB, Samhita Warehousing Complex, 2nd Floor,

Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072, instead of keeping the same at the Registered Office of the Company at Indian Rayon Compound, Veraval – 362 266 (Gujarat).

RESOLVED FURTHER THAT the Register, Indexes, Returns, Books, Certificates and other documents of the Company required to be maintained and kept open for such inspection, at the above mentioned place(s) for persons entitled thereto between 10.30 a.m. to 1.30 p.m. on any working day of the Registrars except when the Registers and Books are closed under the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of the Board) be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board



Ashok Malu
Company Secretary

Place: Mumbai

Date: 12th August, 2015

NOTES FOR MEMBERS' ATTENTION:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 58TH 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.

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 Member.

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 under Section 113 of the Companies Act, 2013/Power of Attorney authorising their representatives to attend and vote on their behalf at the Meeting.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business as aforesaid to be transacted as this AGM, is annexed.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 4th September, 2015 to 15th September, 2015 (both days

inclusive), for determining the names of the members eligible for dividend, if declared at the Meeting.

5. The Annual Report of the Company for the year 2014-15, circulated to the members of the Company, will be made available on the Company's website www.adityabirlanuvo.com
6. The 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 lodged with the Company on or before 3rd September, 2015; and
 - (b) In respect of the shares held in electronic form on the basis of the beneficial ownership furnished by National Securities Depositories Ltd. (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose as at the end of business hours on 3rd September, 2015.

Dividend, if declared at the AGM, will be paid on or after 18th September, 2015.

7. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the Unpaid / Unclaimed dividend for the financial year 2006-2007 has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.
8. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2007-08 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2008-09

onwards are requested to make their claim to the Secretarial Department at the Registered Office of the Company failing which the unpaid / unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid / unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the IEPF in respect of such amount by the Member.

The details of unpaid/unclaimed dividend for the year 2007-08 onwards are as under:

Year	Date of declaration of dividend	Due date of Transfer
2007-08*	09.07.2008	16.08.2015
2008-09	10.07.2009	17.08.2016
2009-10	06.08.2010	13.09.2017
2010-11	28.09.2011	05.10.2018
2011-12	09.08.2012	08.09.2019
2012-13	06.09.2013	13.10.2020
2013-14	11.09.2014	10.10.2021

**Unpaid/unclaimed dividend for the year 2007-08 is being transferred to IEPF.*

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, as on the date of the 57th Annual General Meeting (AGM) held on 11th September, 2014, 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 Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs 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 Annual Report for 2014-15 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent to all the members whose email IDs 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 58th 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.
12. Members/Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the meeting.
13. Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report for 2014-15 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 Veraval for inspection during normal business hours on working days. 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, the shareholders may also send requests to the Company's investor email id: abnlsecretarial@adityabirla.com.

All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.

14. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members the facility to exercise their right to vote at the 58th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

Mr. Bipin Makwana, Practicing Company Secretary, Ahmedabad (Membership No. A15650 & C.P. No. 5265) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The procedure and instructions for e-voting are as follows:

- A. Members whose e-mail ID(s) are registered with the Company/Depository Participants (CDSL / NSDL), the procedure to vote electronically is as under:

- i) Click on the PDF file sent to you in the email by NSDL. The file will prompt for a password. Kindly input your Client ID or Folio No. as may be applicable in the box prompted for password. The said PDF file contains your User ID and password / PIN for e-Voting. Please note that this password is an initial password and for security purpose needs to be changed while doing first time login. You will not receive this PDF file, if you are already registered with NSDL for e-voting.
- ii) Launch internet browser by tying the following URL:https://www.evoting.nSDL.com
- iii) Click on Shareholder – “**Login**”
- iv) Enter User ID and password as initial password noted in step (i) above. Click Login
- v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Please take note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- vi) Home page of e-voting opens. Click on e-voting: **Active Voting Cycles**
- vii) Select the **Electronic Voting Event Number (“EVEN”)** of Aditya Birla Nuvo Limited

viii) Now you are ready for e-voting as “Cast Vote” page opens

ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted

x) Upon confirmation, the message “Vote cast successfully” will be displayed

xi) Once you have voted on the resolution, you will not be allowed to modify your vote

B. Members whose e-mail ID(s) are not registered with the Company/Depository Participants or request for a physical copy, the procedure to vote electronically is as under:

i) Initial password has been provided in the following format at the bottom of the Attendance Slip of the AGM being sent along with the Annual Report

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN
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ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) of notes 14 (A) above, to cast vote.

C. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsd.com> or contact NSDL by email at evoting@nsdl.co.in.

D. In case you are already registered with NSDL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.

E. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of

8th September, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting through ballot.

F. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the AGM and is holding shares as of the cut-off date i.e. 8th September, 2015, may obtain the Login ID and Password by sending a request on evoting@nsdl.co.in.

G. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

H. The e-voting period commences on 11th September, 2015 (9.00 a.m.) and ends on 14th September, 2015 (5.00 p.m.). The e-Voting module shall be disabled by NSDL for voting thereafter. Electronic voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

I. Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer.abnl@adityabirla.com with a copy marked to evoting@nsdl.co.in

J. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting i.e. voting through Ballot or e-voting. **In case a**

member has casted multiple votes, then voting done by e-voting will be treated as valid.

- K. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting or the Managing Director of the Company or to a person so authorized by any one of them in writing who shall countersign the same.
- L. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- M. The results shall be declared within 48 hours on or after the day of the Annual General Meeting (AGM) of the Company.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adityabirlanuvo.com and shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited and to NSDL within 2 (two) working days of passing of the resolution at the AGM of the Company.

- N. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of e-Voting and voting held at the AGM.

By Order of the Board


Ashok Malu

Company Secretary

Place: Mumbai

Date: 12th August, 2015

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.

Item No.7

Section 42 and 71 of the Companies Act, 2013 ("the Act"), 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 previous approval of its members 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 the 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 ("NCDs"), in one or more series/tranches on private placement, redeemable at par, 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 NCDs are to be issued, the consideration for the issue, coupon rate, redemption period, utilization of the issue proceeds and all matters connected with or incidental thereto, aggregating up to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crores only), which shall be within the overall limits, as previously approved by the members of the Company under Section 180(1) (a) & 180 (1)(c) of the Act.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 7 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.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 as per the following details:

Name of the Cost Auditors	Unit	Product	Proposed fees (Amount in ₹)
M/s. Ashwin Solanki & Associates	Indian Rayon, Veraval	VFY	65,000
		Chemicals	65,000
M/s. R. Chakraborty & Co.	Jaya Shree Textiles, Rishra	Textiles (worsted yarn)	60,000
M/s. K. G. Goyal & Associates	Indo Gulf Fertilisers, Jagdishpur	Fertilisers	85,000
M/s. S. S. Puranik & Associates	Aditya Birla Insulators - Halol & Rishra Units	Insulators	1,10,000

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the members of the Company. Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for approval/ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9

The Company has around 1.30 lakh shareholders and is presently doing In-house Share Registrar's Work to serve its shareholders and security holders. It is registered as Share Transfer Agents under Category II with the Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 ("the Regulations") for doing in-house share transfer related activities for its shareholders. Considering that the external Registrars and Share Transfer Agents are now better equipped, structured and service oriented for meeting the requirements prescribed under the Companies Act, SEBI Regulations, Listing Agreement with the Stock Exchanges, and other applicable laws, rules & regulations, etc., your Board has granted its approval to transfer all the existing activities relating & pertaining to the work of In-house Share Transfers Registrars to an external Registrars and Share Transfer Agents, viz., M/s. Sharepro Services (India) Pvt. Ltd., Mumbai (Sharepro), by appointing them as the Registrars and Share Transfer Agents of the Company w. e. f. 1st October, 2015.

Sharepro is an ISO 9001 Certified company and is registered under Category I of the SEBI

Regulations and is presently acting as the Share Registrars & Transfer Agents for numerous companies. Assigning the said work to them would make available a convenient & dedicated service desk and ensure an efficient & timely service to the investors, besides supporting the Company in adopting the best practices to serve the investors of the Company.

Under the provisions of the Act, the documents specified in the Resolution are required to be maintained at the Registered office of the Company unless a Special Resolution is passed at the general meeting authorising the keeping of the register at any other place, town or city in India. Accordingly, the consent of the member is sought for passing a Special Resolution as set out in Item No. 9 of the Notice.

The Directors, therefore, recommend the said Special Resolution for your consideration and approval.

None of the Directors/ Key Managerial Persons of the Company and/ or their relatives are, in any way concerned or interested, financially or otherwise of the said resolution.

By Order of the Board



Ashok Malu

Company Secretary

Place: Mumbai

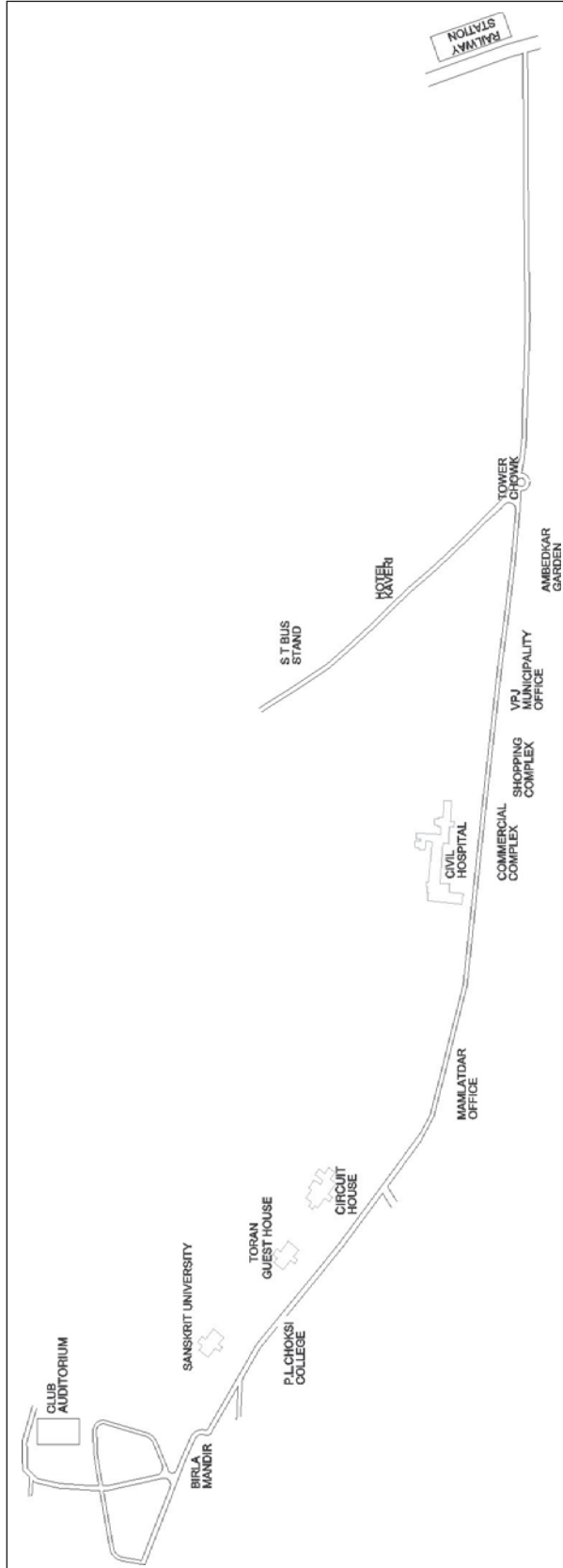
Date: 12th August, 2015

Disclosure relating to Directors pursuant to Clause 49 of Listing Agreement and Secretarial Standards on General Meetings:

Name of Director	Mr. Kumar Managalam Birla	Mr. Tapasendra Chattopadhyay
Date of Birth/Age	14.06.1967 / 48 years	31.03.1951 / 64 years
Date of Appointment	23.09.1992	30.05.2011
Qualification	A.C.A, M.B.A	M.Sc (Chemistry)
Expertise in specific Functional Area	Industrialist	Former Executive Director of LIC and having rich experience in the field of Insurance.
List of Public Ltd. Companies (in India) in which outside Directorships are held	<ol style="list-style-type: none"> 1. Grasim Industries Limited 2. Hindalco Industries Limited 3. Birla Sun Life Asset Management Company Limited 4. Birla Sun Life Insurance Company Limited 5. UltraTech Cement Limited 6. Century Textiles and Industries Limited 7. Idea Cellular Limited 8. Pilani Investment and Industries Corporation Limited 	—
Chairman/ Member of Committee(s) of Board of Directors of the Company	Member of Nomination and Remuneration Committee	—
Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director		
a) Audit Committee	Nil	Nil
b) Stakeholder' Relationship Committee	Nil	Nil

Note: Pursuant to Clause 49 of the Listing Agreement, only two Committees, viz., Audit Committee and Stakeholders' Relationship Committee have been considered.

ROUTE MAP TO THE VENUE





ADITYA BIRLA NUVO LIMITED

CIN : L17199GJ1956PLC001107

Registered Office: Indian Rayon Compound, Veraval – 362 266, Gujarat

E Mail: abnlsecretarial@adityabirla.com website: www.adityabirlanuvo.com

Tel: 91-2876-245711 Fax: 91-2876-243220

PROXY FORM

[As per Form MGT -11 and Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E – mail ID	
Folio No./ DPID and Client ID*	

* applicable in case of shares held in electronic form

I / We , being the member (s) of shares of the above named Company, hereby appoint:

- Name:
Address:
E – mail ID: Signature:, or failing him;
- Name:
Address:
E – mail ID: Signature:, or failing him;
- Name:
Address:
E – mail ID: Signature:, or failing him;

as my / our proxy to attend and vote for me / us and on my / our behalf at the Fifty-Eighth Annual General Meeting of the Company, to be held on Tuesday, 15th September, 2015 at 11:30 a.m. at Club Auditorium, Indian Rayon Compound, Veraval - 362 266, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	FOR	AGAINST
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2015, the Reports of Directors' and Auditors' thereon		
2.	Declaration of Dividend.		
3.	Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation.		
4.	Re-appointment of Mr. Tapasendra Chattopadhyay, Director retiring by rotation.		
5	Re-Appointment of M/s. Khimji Kunverji & Co and M/s. S R B C & Co. LLP, as Joint Statutory Auditors of the Company		
6 (i)	Re-appointment of M/s. Khimji Kunverji & Co as Branch Auditors for Company's Aditya Birla Insulators units at Rishra and Halol.		

Item No.	Description	FOR	AGAINST
6 (ii)	Re-appointment of M/s. Khimji Kunverji & Co. and M/s. K.S. Aiyar & Co., as joint Branch Auditors of Company's Indian Rayon Division at Veraval.		
6 (iii)	Re-appointment of M/s. Deloitte Haskins & Sells, as Branch Auditors of the Company's Madura Fashion & Life Style Division at Bangalore.		
6 (iv)	Re-appointment of M/s. S R B C & Co. LLP as Branch Auditors of the Company's Jaya Shree Textiles Division, Rishra and Indo Gulf Fertilisers, Jagdishpur.		
7	Issuance of Non-Convertible Debentures for an amount upto Rs. 1,500 Crore, on private placement basis.		
8	Approval of remuneration of Cost Auditors of the Company for the financial year ending 31 st March 2016.		
9	To keep Index and Register of Members & Debentureholders and other records, etc. at the office of M/s Sharepro Services (India) Private Limited, Company's Registrar and Share Transfer Agents, at Mumbai		

Signed this _____ day of _____ 2015

Affix
Revenue
Stamp

Signature of Shareholder (s) _____

Signature of Proxy Holder (s) _____

*Please put a (✓) in the appropriate column against the resolution as indicated in the box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a Member of the Company.**
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.