



ADITYA BIRLA NUVO LIMITED

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

Phone: (02876) 243257 Email: abnlsecretarial@adityabirla.com

Website: www.adityabirlanuvo.com; CIN: L17199GJ1956PLC001107

NOTICE OF 59TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the FIFTY-NINTH Annual General Meeting of the Shareholders of ADITYA BIRLA NUVO LIMITED will be held at the Registered Office of the Company at Club Auditorium at Indian Rayon Compound, Veraval - 362 266, Gujarat, on Saturday, the 27th August, 2016, 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, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Report 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, 2016 including the Audited Consolidated Balance Sheet as at 31st March, 2016 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend of ₹ 5 per equity share of ₹ 10 each for the financial year 2015 -16.
3. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires from office by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Lalit Naik (DIN: 02943588), who retires from office by rotation and being eligible, offers himself for re-appointment.
5. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies

(Audit & Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), M/s. SRBC & CO LLP, Chartered Accountants, Mumbai (Firm Registration No. 324982E/E300003), 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 next Annual General Meeting of the Company to be held in 2017, at such remuneration plus service tax as applicable and reimbursement of actual out-of-pocket expenses incurred in connection with the audit as the Board of Directors may fix in this behalf.”

“RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Firm Registration No. 117366W/W-100018) be and are hereby appointed as the Joint Statutory Auditors of the Company in place of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Registration No. 105146W), the retiring Joint Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 64th Annual General Meeting of the Company, subject to ratification by the

Members at every Annual General meeting till the 63rd Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of actual out-of-pocket expenses incurred in connection with the audit as the Board of Directors may fix in this behalf.”

“**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. To appoint Branch Auditors of the Company and for the purpose, to consider and if thought fit, to pass, with or without modifications, 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, M/s S R B C & CO LLP (Firm Registration No.: 324982E/E300003), 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 next Annual General Meeting of the Company to be held in the year 2017 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 M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Firm Registration No. 117366W/W-100018), be and are hereby appointed as the Branch Auditors of the Company to audit the accounts in respect of the Company’s Aditya Birla Insulators Divisions at Rishra & Halol and Indian Rayon Division at Veraval, to hold office from

the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, to be held in the year 2017 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: -

8. To appoint Mr. V. Chandrasekaran [DIN: 03126243] (who was appointed as an Additional Director by the Board of Directors pursuant to Article 124 of the Company’s Articles of Association and who holds office under the said Article and Section 161 of the Companies Act, 2013 up to the date of this meeting, and in respect of whom the Company has received a Notice in writing along with a deposit of ₹ 1,00,000 under Section 160 of the said Act, from a member of the Company, signifying the intention to propose Mr. V. Chandrasekaran as a candidate for the office of Director) as a Director of the Company and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. V. Chandrasekaran be and is hereby elected and appointed as a Director of the Company, liable to retire by rotation.”

9. 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, with or without modifications, 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 law for the time being in force (including any statutory modification(s) or re-enactment(s) 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 Crore (Rupees One Thousand Five Hundred Crore only), in one or more series/ tranches, during the period of one year from the date of passing of this resolution, the same being 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 and 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 are hereby authorized to finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

10. To approve remuneration of the Cost Auditors for the financial year ending 31st March, 2017 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(s) thereof for the time being in force:

- (i) M/s. Ashwin Solanki & Associates, Cost Accountants, Mumbai (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 Yarn at Indian Rayon, Unit of the

Company at Veraval, for the year ending on 31st March, 2017, be paid a remuneration of ₹ 75,000/- (Rupees Seventy 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, Mumbai (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, 2017, be paid a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit;
- (iii) M/s. R. Chakraborty & Co., Cost Accountants, Kolkata (Firm 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, 2017, 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, 2017, 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, 2017 be paid a remuneration of ₹ 1,30,000/- (Rupees One Lac Thirty Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit;

(vi) M/s. S. S. Puranik & Associates, Cost Accountants, Vadodara (Firm Registration No. 100133), appointed as the Lead Cost Auditors of the Company for the year ending on 31st March, 2017, at a remuneration of ₹ 1,75,000/- (Rupees One Lac Seventy Five Thousand only) excluding Service Tax and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the above 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.”

11. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Consolidated FDI Policy, as amended, all applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions, issued by the Reserve Bank of India, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as amended from time to time and all applicable Rules, Regulations, Circulars and any other applicable laws for the time being in force; and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to, by 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), consent of the Company

be and is hereby accorded to the Board to permit Registered Foreign Portfolio Investors (“RFPs”) registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time and the existing Foreign Institutional Investors (“FIIs”) registered with the Securities and Exchange Board of India (“SEBI”) including their sub-accounts registered with SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company upto an aggregate limit of 30% (thirty per cent) of the paid-up equity share capital of the Company at the time of making such investment, provided that the individual shareholding of RFPs/FIIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Directors or Officers of the Company.”

By Order of the Board



Ashok Malu

President & Company Secretary

Place: Mumbai

Date: 11th July, 2016

NOTES FOR MEMBERS' ATTENTION:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 59TH 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.

2. **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.**

3. Corporate Members intending to depute their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a duly certified true copy of the Board Resolution/ Power of Attorney authorising their representatives to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member entitled to vote at the Meeting or on any resolution to be moved thereat, shall be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days' notice in writing of the intention so to inspect is given to the Company.
5. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
6. **Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating**

to the Special Business as aforesaid to be transacted at this AGM, is annexed.

7. **Members desiring any information/ clarification with regard to Accounts/ Reports are requested to write to the Company Secretary at its registered office, so as to reach at least one week before the Meeting so that the required information can be made available at the Meeting, to the extent possible.**
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 19th August, 2016 to Saturday, the 27th August, 2016 (both days inclusive), for determining the names of the members eligible for dividend, if declared at the Meeting.**
9. The Annual Report of the Company for the year 2015-16, circulated to the members of the Company, will be made available on the Company's website www.adityabirlanuvo.com
10. 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 M/s Karvy Computershare Pvt. Ltd., the Company's Registrar and Share Transfer Agents, on or before 18th August, 2016; 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 18th August, 2016.Dividend, if declared at the AGM, will be paid on or after 30th August, 2016.
11. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Unpaid / Unclaimed dividend for the financial year 2007-2008 has been transferred by the Company to the Investor Education and Protection fund (IEPF) established by the Central Government.
12. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2008-09 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 2009-10 onward are requested to make their claim to the Secretarial Department at the Registered Office of the Company or to the RTA 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 2008-09 onwards are as under:-

Year	Date of declaration of dividend	Due date of Transfer
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
2014-15	15.09.2015	14.10.2022

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 2008-09, as on the date of the 58th Annual General Meeting (AGM) held on 15th September, 2015, 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

13. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company on all working days during the

business hours between 10.00 a.m. and 12 noon except on holidays.

14. Details under Regulation 36 of SEBI LODR 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.
15. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
16. Electronic copy of the Annual Report for 2015-16 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 2015-16 is being sent in the permitted mode.
17. We take this opportunity to request you to register your e-mail ID with the Company if you hold shares in the physical mode or share it with your Depository Participant in case of electronic mode. While this will enable you receive communication instantly, you would also be contributing to a greener planet.
18. Electronic copy of the Notice of the 59th 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 59th 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.
19. Members may also note that the Notice of the 59th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.adityabirlanuvo.com for their

download. 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 communication, the shareholders may send requests to Karvy Computershare Pvt. Limited, Hyderabad, the Company's Registrar and Share Transfer Agents email id: adityabirlanuvo.ris@karvy.com

All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company at Veraval on all working days (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 12 noon upto the date of Annual General Meeting.

20. The route map of the Venue of the Meeting is given in the Notice.

21. Instructions for Remote e-voting are given on page no. 11-12 of this Notice.

By Order of the Board



Ashok Malu

President & Company Secretary

Place: Mumbai

Date: 11th July, 2016

CHANGE OF THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT ("RTA")

SEBI vide its Order No. WTM/RKA/MIRSD2/41/2016 dated 22nd March, 2016 ("the Order") has debarred M/s. Sharepro Services (India) Private Limited ("Sharepro") from accessing the Capital Market. The Order has also directed all the clients of Sharepro to carry out/switchover their activities related to the registrar and share transfer agents, either in-house or through another RTA registered with SEBI.

Consequently your Company has appointed M/s. Karvy Computershare Private Limited (Karvy) as its new RTA in place of Sharepro.

Shareholders are requested to send the documents / correspondences relating to the Company's securities and the share transfer activities to Karvy, the new RTA of the Company, at the following address:

Karvy Computershare Private Limited
Unit: Aditya Birla Nuvo Limited
"Karvy Selenium", Tower B, Plot No. 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032
Tel: +91 40 6716 2222 Fax: +91 40 2342 0814
Email: adityabirlanuvo.ris@karvy.com
Website: www.karvycomputershare.com

ANNEXURE TO THE NOTICE

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

Item Nos. 5 to 7

In terms of Section 139 of the Companies Act, 2013 ("the Act"), no listed company can appoint or re-appoint an audit firm as an auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. S R B C & CO LLP, Chartered Accountants, the Joint Statutory Auditor, will continue to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai, the Joint Statutory Auditors, has been in office for more than 10 years and in compliance with the provisions of the Act, the Company will have to appoint new auditor in their place by 31st March, 2017.

The Board of Directors have, at their meeting held on 11th July, 2016, recommended the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Firm Registration No. 117366W/W-100018) as one of the Joint Statutory Auditors of the Company in place of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai to hold office from the conclusion of this AGM until the conclusion of the 64th Annual General Meeting of the Company, subject to ratification by the Members at every AGM till the 63rd Annual General Meeting.

The Joint Statutory Auditors shall also conduct the Branch Audit of the Company's Divisions as the Branch Auditors as set out in item no. 7 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 5 to 7 of this Notice are accordingly commended the same for your approval.

Item No. 8

Mr. V. Chandrasekaran was appointed as an Additional Director of the Company with effect from 14th April, 2016 by the Board of Directors pursuant to the provisions contained in Article 124 of the Articles of Association of

the Company and Section 161 of the Companies Act, 2013. According to the provisions of the said Article and Section 161 of the Companies Act, 2013, he will hold office up to the date of this Annual General Meeting. As required under Section 160 of the Act, a Notice has been received from Life Insurance Corporation of India, a member of the Company, along with a deposit of ₹ 1,00,000 signifying intention to propose Mr. V. Chandrasekaran as a Candidate for the office of Director of the Company. Mr. V. Chandrasekaran is the Executive Director of Life Insurance Corporation of India and has rich experience in the field of finance and investment. It is in the interest of the Company to avail of his services as a member of the Board.

Mr. V. Chandrasekaran is not related to any other Directors and Key Managerial Personnel of the Company. Except Mr. V. Chandrasekaran, none of the other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in the Resolution. Your Directors recommend his appointment as a Director of the Company, liable to retire by rotation.

Item No. 9

Sections 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, issuable/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 Crore 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. 9 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 are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Special Resolution as set out at Item No. 9 of the Notice for approval by the shareholders.

Item No. 10

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, 2017 as per the following details:

Name of the Auditors	Division of the Company	Product	Proposed fees ₹ (2016-17)
M/s. Ashwin Solanki & Associates	Indian Rayon, Veraval	VFY	75,000
		Chemicals	75,000
M/s. R. Chakraborty & Co.	Jaya Shree Textiles, Rishra	Textiles	60,000
M/s. K. G. Goyal & Associates	Indo Gulf Fertilisers, Jagdishpur	Fertilisers Chemicals (Argon Gas & Surplus Ammonia)	85,000
M/s. S. S. Puranik & Associates	Aditya Birla Insulators – Halol & Rishra Units	Insulators	1,30,000
M/s. S. S. Puranik & Associates	Lead Cost Auditors	—	1,75,000

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/ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for approval/ratification of the

remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Item No. 11

In terms of the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, read with the relevant Notifications / Circulars / Press Notes/ Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank of India in connection with foreign investment, the Foreign Institutional Investors (“FIIs”) class has been re-classified as Registered Foreign Portfolio Investor (“RFPIs”). Further, FIIs registered with SEBI including their sub-accounts are subsumed under this new category viz. RFPIs. The aggregate holdings of RFPIs and Deemed RFPIs put together shall not exceed 24% of the paid-up equity share capital of the Company. However this limit may be increased up to the sectoral cap applicable to the Company which presently is 49% of the paid-up capital, with the approval of the Board of Directors and the Members of the Company by way of a Special Resolution.

The existing RFPI shareholding in your Company is around 12%. To make more space for RFPIs to invest in the equity share capital of the Company, it is proposed to increase the RFPIs (including Deemed RFPIs) investment limit up to 30% of the total paid-up equity share capital of the Company, subject to the approval of Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the said resolution. The resolution as set out in item no. 11 of this Notice is accordingly commended for your approval.

By Order of the Board



Ashok Malu

President & Company Secretary

Place: Mumbai

Date: 11th July, 2016

Disclosure relating to Directors seeking appointment/re-appointment pursuant to Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

Name of Director	Mrs. Rajashree Birla (seeking Re-appointment)	Mr. Lalit Naik (seeking Re-appointment)	Mr. V. Chandrasekaran (seeking appointment)
Date of Birth/Age	15.09.1945 / 70 yrs	18.10.1961 / 54 yrs	11.10.1957 / 58 yrs
Date of First Appointment	14.03.1996	01.01.2013	14.04.2016
Expertise in specific General Functional Area	Industrialist	Company Executive	Executive Director of LIC
Qualification	B.A.	B.Tech, MBA	C. A.
Shareholding in the Company	127,634	87	NIL
No. of Board Meetings attended during the financial year 2015-16	3	6	N.A.
*List of Outside Directorships held (Public Limited Companies)	1. Aditya Birla Health Services Limited 2. Century Enka Limited 3. Century Textiles and Industries Limited 4. Grasim Industries Limited 5. Hindalco Industries Limited 6. Idea Cellular Limited 7. UltraTech Cement Limited	1. Aditya Birla Epoxy (India) Limited 2. Birla Sun Life Insurance Company Limited 3. Tanfac Industries Limited	1. Legal Entity Identifier India Limited 2. LICHFL Asset Management Company Ltd.
*Chairman/Member of the Committee of the Board of Directors of the Company	NIL	Stakeholder's Relationship Committee - Member	NIL
*Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director a) Audit Committee b) Stakeholders Relationship Committee	NIL NIL	Tanfac Industries Limited - Member Tanfac Industries Limited - Member	NIL NIL

* Status as on 11th July, 2016

- Note: 1. Pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees viz. Audit Committee and Stakeholder's Relationship Committee have been considered.
2. No Directors are related inter-se, except Mrs. Rajashree Birla who is related to Mr. Kumar Mangalam Birla, Non-Executive Director of the Company, as mother and son respectively.

INSTRUCTIONS FOR REMOTE E-VOTING

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-voting services arranged by Karvy Computershare Private Limited (“Karvy”). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”).
2. The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Wednesday, 24th August, 2016 (9:00 a.m. IST) and ends on Friday, 26th August, 2016 (5:00 p.m. IST). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

- (i) Launch internet browser by typing the URL:
<https://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and Password mentioned above). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can

use your existing User ID and password for casting your vote.

- (iii) After entering these detail appropriately, Click on “LOGIN”.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the “EVENT” i.e., Aditya Birla Nuvo Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: abnlevoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/ Depository Participant or requesting physical copy)

1. Initial Password is provided, as below, at the bottom of the Attendance Slip for the AGM.

User ID	Password/PIN
—	—

2. Please follow all steps from Sr. No. (i) to Sr. No. (xii) above in (A), to cast your vote.

C. Other Instructions:

I. 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 AGM.

II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 20th August, 2016.

III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Saturday, 20th August, 2016 may obtain the User ID and Password in the manner as mentioned below:

a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL :

MYEPWD<SPACE> IN12345612345678

Example for CDSL :

MYEPWD<SPACE> 1402345612345678

Example for Physical :

MYEPWD<SPACE> XXX1234567890

b. If e-mail address of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Members may call Karvy's toll free number 1-800-3454-001.

d. Members may send an e-mail request to evoting@karvy.com. If the Member is already registered with the Karvy e-voting platform then such member can use his/her existing User ID and password for casting the vote through remote e-voting.

IV. The Board of Directors has appointed Mr. Bipin Makwana, Practicing Company Secretary (Membership No. 15650) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.

V. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman of the Company shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.

VI. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes at the meeting, there after unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in employment of the Company, and make within a period of 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorised by him in writing, who shall countersign the same.

VII. The results shall be declared either by the Chairman of the meeting or by a person so authorised by him and the resolution will be deemed to have been passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).

VIII. The results declared shall be immediately placed on the Company's website www.adityabirlanuvo.com and on the website of Karvy www.evoting.karvy.com and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

IX. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website <http://www.evoting.karvy.com>.

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

**Aditya Birla Nuvo Limited,
Investor Services Centre,
Indian Rayon Compound,
Veraval-362266, Gujarat**

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

Email Address:

Name of the Sole /First Holder:

DP ID/Client ID/ Registered Folio No.:

Contact Nos.:

Mobile:

Landline:

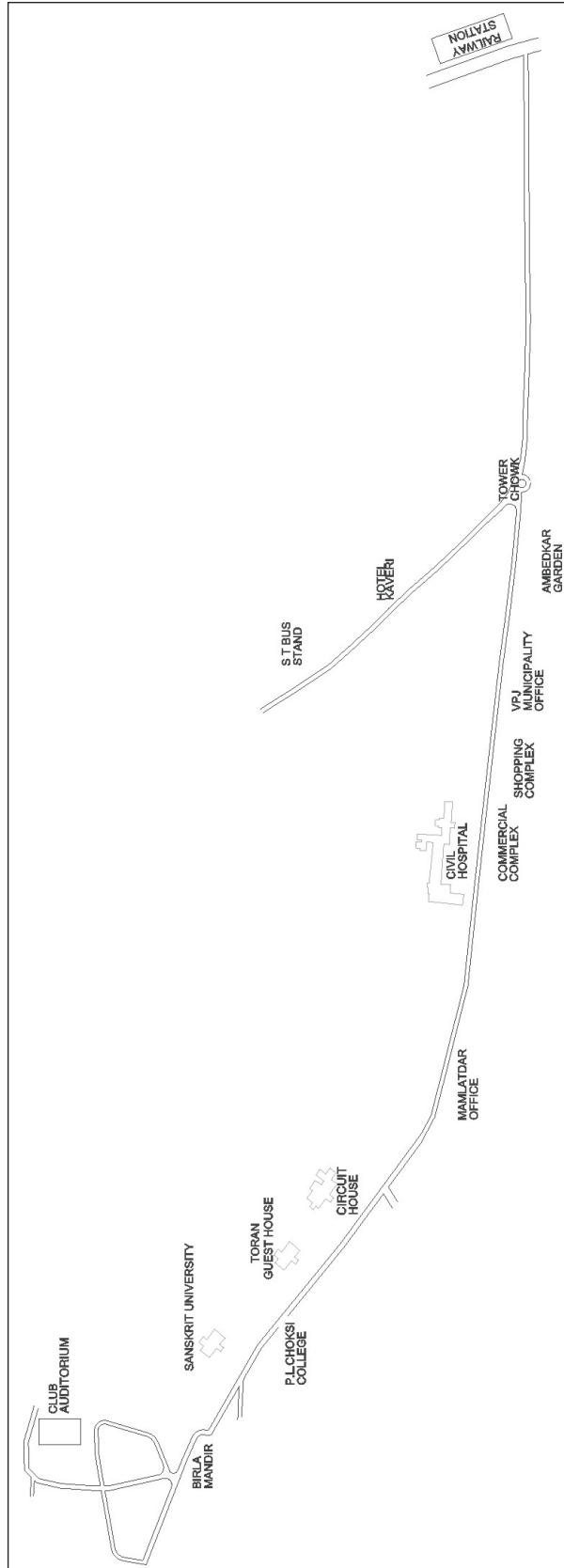
.....
Signature of the Sole/First Holder

Date:

Notes:

- (1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.
- (2) This Form can also be downloaded from the Company's website www.adityabirlanuvo.com.

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: 91-2876-243257

PROXY FORM - FORM No. MGT 11

[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 (on a poll) for me / us and on my / our behalf at the Fifty-Ninth Annual General Meeting of the Company, to be held on Saturday, 27th August, 2016 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
ORDINARY BUSINESS			
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016, the Reports of Directors' and Auditors' thereon		
2.	Declaration of Dividend.		
3.	Re-appointment of Mrs. Rajashree Birla, Director retiring by rotation.		
4.	Re-appointment of Mr. Lalit Naik, Director retiring by rotation.		
5.	Re-appointment of M/s. S R B C & CO LLP, as Joint Statutory Auditor of the Company		
6.	Appointment of M/s. Deloitte Haskins & Sells LLP, as Joint Statutory Auditor of the Company, in place of M/s Khimji Kunverji & Co., the retiring Joint Statutory Auditor		

Item No.	Description	FOR	AGAINST
7 (i)	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 (ii)	Appointment of M/s. Deloitte Haskins & Sells LLP as Branch Auditors of Company's Aditya Birla Insulators Divisions at Rishra & Halol and Indian Rayon Division at Veraval.		
SPECIAL BUSINESS			
8	Appointment of Mr. V. Chandrasekaran, as a Director of the Company.		
9	Issuance of Non-Convertible Debentures for an amount upto Rs. 1,500 Crore, on private placement basis.		
10	Approval of remuneration of Cost Auditors of the Company for the Financial Year ending 31 st March, 2017.		
11.	Increase in limits for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors from 24% to 30% of the paid up capital of the Company.		

Signed this _____ day of _____ 2016

Affix Revenue Stamp of Re. 1/-

Signature of Shareholder (s) _____

(Signature across the stamp)

Signature of Proxy Holder (s) _____

*Please put a (v) 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 black against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- 1. 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.**
- 2. 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.