



## ADITYA BIRLA NUVO LIMITED

Regd. Office : Indian Rayon Compound, Veraval – 362 266 (Gujarat)

### POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

Serial No.

1. Name(s) of Shareholder(s)  
(including Joint-holders, if any) :
2. Registered Address of the Sole /  
First named Shareholder :
3. Registered Folio No.  
DP ID No. / Client ID No.\* :  
(\*Applicable to Investors holding  
shares in demat form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated 8<sup>th</sup> April, 2013 of the Company by conveying/sending my/our assent or dissent to the said Ordinary Resolution by placing tick (√) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
(1)	Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, authorising the Board/Committee of Directors to Sell/Transfer Company's 3 (Three) manufacturing Hi- Tech Carbon Black Units in India at Gummidipoondi, Patalganga and Renukoot.			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

**Note:** Please read the instructions carefully before exercising your vote through this form or e-voting.

## INSTRUCTIONS

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board/Committee of Directors of the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his /her absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.30 pm) on 21<sup>st</sup> May, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
7. In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 pm) on 21<sup>st</sup> May, 2013.
9. The exercise of vote through Postal Ballot is not permitted through a proxy.
10. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 5<sup>th</sup> April, 2013.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepared envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
15. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.



## ADITYA BIRLA NUVO LIMITED

Regd. Office : Indian Rayon Compound, Veraval – 362 266, Gujarat

### Notice pursuant to Section 192A of the Companies Act, 1956

Dear Member(s),

Your Company, besides being in other businesses, has its Carbon Black Business under Hi- Tech Carbon Division with manufacturing Units at Renukoot (in the State of Uttar Pradesh), Gummidipoondi (in the State of Tamilnadu) and Patalganga (in the State of Maharashtra) (hereinafter referred to as the **“Carbon Black Business”**).

The total revenue in FY 11 -12 from Carbon Black Business was Rs. 1943 Crores with an EBITDA of Rs. 205 Crores. Carbon Black Business contributed 9% to the Consolidated Revenue of your Company and 6% to the Consolidated EBITDA in 2011-12. The present capacity of Company’s Carbon Black Business is approx. 2% of the total global industry capacity.

The Committee of Directors of the Company has at its meeting held on 6<sup>th</sup> April, 2013, subject to the approval of the members and other requisite approvals, decided to sell/transfer the Company’s Carbon Black Business with all its assets and liabilities, on a going concern basis to SKI Carbon Black (India) Private Limited, an Aditya Birla Group Company, (hereinafter referred to as the **“Transferee Company”**) for a lump sum consideration of Rs. 1451 Crores (Rupees One Thousand Four Hundred and Fifty One Crores only), as enterprise value, subject to adjustment for net working capital. (**“Transfer Consideration”**) w.e.f. 1<sup>st</sup> April, 2013 (the **“Appointed Date”**) or such other date as the Board/Committee of Directors may deem fit.

Pursuant to Section 293(1)(a), Section 192A of the Companies Act, 1956 read with The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 - sell, lease or disposal of the **“whole or substantially the whole of an undertaking”** of the Company requires approval of the members by way of an Ordinary Resolution, to be passed by Postal Ballot. The proposed Ordinary Resolution and the Explanatory Statement pursuant to section 173(2) and 192A (2) of the Companies Act, 1956 setting out all material facts and the reasons for such resolution is given hereunder.

#### **AS AN ORDINARY RESOLUTION:**


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

**“RESOLVED THAT** pursuant to Sections 293(1)(a), 192A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other consents, permissions and sanctions, as may be necessary, consent of the Members of the Company be and is hereby accorded, to sell, transfer, assign, convey, lease and deliver or cause to be sold, assigned, transferred and delivered Hi- Tech Carbon Black Division of the Company with manufacturing Units at Renukoot (in the State of Uttar Pradesh), Gummidipoondi (in the State of Tamilnadu) and Patalganga (in the State of Maharashtra) (hereinafter referred to as the **“Carbon Black Business”**) together with all its assets (including the assets under construction / acquisition under the ongoing capital expenditure plans of the said Carbon Black Business) and liabilities/ obligations of whatsoever nature and kind and wheresoever situated in whole or in part and its employees on a going concern basis, by way of slump sale, to SKI Carbon Black (India) Private Limited, an Aditya Birla Group Company with effect from 1<sup>st</sup> April, 2013 (the **“Appointed Date”**) or such other date as the Board /Committee of Directors may deem fit, for a lump sum consideration of Rs. 1451 Crores (Rupees One Thousand Four Hundred and Fifty One Crores only), as enterprise value, subject to adjustment for net working capital and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be mutually agreed between the parties.

**RESOLVED FURTHER THAT** the Board/Committee of Directors be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell/transfer the Carbon Black Business and to finalize and execute, deliver and perform Memorandum of Understanding and such agreements (including but not limited to business transfer agreement), contracts, deeds, undertakings, and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, including Governmental authorities, and take all necessary steps in the matter as it may in its absolute discretion deem necessary (including but not limited to change/alter the Appointed Date), desirable or expedient to give effect the above resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board/Committee of Directors be and are hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board  
For **Aditya Birla Nuvo Limited**



**Devendra Bhandari**  
**Jt. President & Company Secretary**

Place : Mumbai

Date : 8<sup>th</sup> April, 2013

**Notes:**

1. Explanatory Statement pursuant to Section 173(2) and 192A of the Companies Act, 1956, setting out all the material facts and reasons for the proposed Ordinary Resolution is annexed hereto.
2. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) on 5<sup>th</sup> April, 2013.
3. As required by Rule 3C of the Companies (passing of the resolution by Postal Ballot) Rules 2011, details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Gujarat.
4. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2012, of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the members of the Company. For this purpose the Company has entered into an agreement with National Securities Depositories Limited (NSDL) for facilitating e-voting. E-voting is optional for members. The members who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from <http://www.evoting.nsdl.com> or <http://www.adityabirlanuvo.com>.

The instructions for e-voting are as under:-

**(A) In case of Shareholders' receiving e-mail from NSDL**

- (i) For Members whose e-mail addresses have been registered : open the attached PDF file "abnl.e-voting.pdf" giving your Client ID (incase you are holding shares in demat mode) or Folio No. (incase you are holding shares in physical mode) as default password, which contains your "User Id" and "Password for e-voting". For Members who have not registered their email ids: please refer to the user- id and password printed on the Postal Ballot Form.
- (ii) Please note that the password is an initial password.
- (iii) Open internet browser by typing the URL:<http://www.evoting.nsdl.com>.
- (iv) Click on "Shareholders Login".
- (v) Put User Id and password as initial password as mentioned in step (1) above and Login.
- (vi) Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof.
- (vii) Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- (viii) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- (ix) Select "EVEN" of Aditya Birla Nuvo Limited for casting your vote in favour of or against the resolution. Kindly note that vote once casted cannot be modified.
- (x) Now you are ready for "e-voting" as "Cast Vote" page opens. Voting period commences from 22<sup>nd</sup> April, 2013 and ends on 21<sup>st</sup> May, 2013.
- (xi) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote, to the Scrutinizer through email on [makwanabipin577@gmail.com](mailto:makwanabipin577@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (xiii) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- (xiv) The e-voting period commences on 22<sup>nd</sup> April, 2013 and ends on 21<sup>st</sup> May, 2013 (5.30 pm). The e-voting module will be disabled by NSDL for voting thereafter.

**(B) In case of Shareholders' receiving Postal Ballot Form by Post:**

(i) Initial password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

(ii) The consent must be accorded by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (√) in the appropriate column.

(iii) The Member need not use all the votes nor needs to cast all the votes in the same way.

(iv) Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper document would not be acted upon.

(C) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the "Downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call NSDL on 022-24994600.

(D) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. Members who have registered their e-mail id for the receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <http://www.evoting.nsdl.com> or <http://www.adityabirlanuvo.com> or seek duplicate Postal Ballot Form from the Registered Office of the Company at Indian Rayon Compound, Veraval – 362 266, Gujarat, fill in the details and send the same to the Scrutinizer.
6. Kindly note that the Members can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case member has voted both in physical as well as e-voting, then voting done through valid physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
7. The Company has appointed Mr. Bipin Makwana, Practicing Company Secretary, as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.
8. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed Prepaid Self Addressed Business Reply Envelope, so as to reach the Scrutinizer at the address of the Company as printed on the said prepaid envelope on or before the close of working hours (5.30 pm) on 21<sup>st</sup> May, 2013. No other request/ details furnished in the Self Addressed envelope will be entertained.
9. In cases where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 5<sup>th</sup> April, 2013.
11. The Postal Ballot Forms received after this date will be treated as if reply from the member has not been received.
12. The Scrutinizer will submit his report addressed to the Board of Directors of the Company, to any of the Whole Time Directors of the Company or the person authorized by any of the Director of the Company, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced by a Director of the Company or by the Person authorised as aforesaid, on 23<sup>rd</sup> May, 2013 at Mumbai or at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot will also be displayed on the Company's website [www.adityabirlanuvo.com](http://www.adityabirlanuvo.com).
13. The Board of Directors has appointed Mr. Sushil Agarwal, Whole Time Director & CFO and Mr. Devendra Bhandari, Joint President & Company Secretary, of the Company as the person responsible for the entire Postal Ballot process.
14. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of Postal Ballot.

**ANNEXURE TO NOTICE**

**Explanatory Statement pursuant to Section 173(2) and 192A of the Companies Act, 1956.**

Your Company's Carbon Black Business through Hi- Tech Carbon Division with manufacturing Units at Renukoot (in the State of Uttar Pradesh), Gummidipoondi (in the State of Tamilnadu) and Patalganga (in the State of Maharashtra) (hereinafter referred to as "the Carbon Black Business") is facing challenges with respect to limited capacity expansion opportunity and growth prospects due to intensified competition, scale and global positioning.

Multi-national tyre manufacturers prefer to engage with carbon black players that have global delivery capabilities, scale and global positioning in the Carbon Black sector has become increasingly important. Your Company's Carbon Black Business, by itself, accounts for merely 2% of the global industry capacity. Moreover, in view of the Company's capital commitment towards funding the growth of its other businesses, it is extremely challenging for the Company to become a global Carbon Black player.

Considering inter alia the above, the Committee of Directors of your Company in its meeting held on 6<sup>th</sup> April, 2013 has, subject to the approval of members and other requisite approvals, after reviewing the Carbon Black Business scenario both in the Indian and the global context, decided to divest the Carbon Black Business to SKI Carbon Black (India) Private Limited, an Aditya Birla Group Company (hereinafter referred to as the "Transferee Company") on a going concern basis by way of slump sale for a lumpsum consideration of Rs. 1451 Crores (Rupees One Thousand Four Hundred and Fifty One Crores only), as enterprise value, subject to adjustment for net working capital, from the Appointed Date viz. 1<sup>st</sup> April, 2013 in accordance with the Memorandum of Understanding dated 8<sup>th</sup> April, 2013 entered into by the Company with the Transferee Company.

The cash inflow from disinvestment of Carbon Black Business will help to reduce the debt and strengthen the Company's Balance Sheet. This will also support growth plans and ensure greater focus in other businesses of the Company.

**Following are the salient features of the proposed sell / transfer:**

- i) Sell / transfer of the Carbon Black Business of the Company together with all its properties, rights, assets, liabilities and obligations of whatsoever nature and kind and where so ever situated as on the Appointed Date and its employees on a going concern basis by way of slump sale. All the employees of the said Carbon Black Business as on the Appointed Date shall be transferred to the Transferee Company on the terms and conditions, which shall not be less favorable than the existing terms applicable to them.
- ii) The sell / transfer of the Carbon Black Business shall be effective upon receipt of necessary approvals from the Appointed Date or such other date as may be mutually agreed between the parties.
- iii) The sell / transfer shall be at a consideration of Rs. 1451 Crores (Rupees One Thousand Four Hundred and Fifty One Crores only) as enterprise value, subject to adjustment for net working capital ("Transfer Consideration"). The Transfer Consideration has been arrived at, after taking into account the enterprise value of the Carbon Black Business and reducing therefrom the liabilities and borrowings in relation to the said Business, as per the Valuation Report dated 6<sup>th</sup> April, 2013 from M/s. Deloitte Touche Tohmatsu India Private Limited, Mumbai.
- iv) Stamp duty, registration charges and other incidental expenses relating to the acquisition of the Carbon Black Business shall be borne and paid by the Transferee Company. Expenses related to sell/transfer of the said Business shall be borne and paid by the Company.

M/s. Deloitte Touche Tohmatsu India Private Limited, Mumbai, an Independent Valuer has submitted the Valuation Report dated 6<sup>th</sup> April, 2013 of the Carbon Black Business of the Company to the Committee of Directors in its meeting held on 6<sup>th</sup> April, 2013. A copy of the said report is kept open for inspection at the Registered Office of the Company between 2:00 pm and 5:00 pm on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of Postal Ballot.

The Company has entered into Memorandum of Understanding (MOU) with the Transferee Company on 8<sup>th</sup> April, 2013 for slump sale of Carbon Black Business of the Company on going concern basis. A copy of the said MOU is open for inspection at the Registered Office of the Company between 2.00 pm and 5. 00 pm on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of Postal Ballot.

In terms of Section 293(1) (a) of the Companies Act, 1956, approval of the members is being sought to sell/transfer the Carbon Black Business of the Company and to authorise the Board/Committee of Directors to give effect to the aforesaid resolution, as it may deem fit in the interest of the Company.

The Resolutions, if approved, will be taken as effectively passed on the date of declaration of results of Postal Ballot.

Members are requested to communicate their Assent or Dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.

The Company also offers e-Voting facility as an alternate, for all its members to enable them to cast their vote electronically.

None of the Directors of the Company are interested in the aforesaid resolution except Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla, Directors of the Company, who may be deemed to be concerned or interested in the resolution as set out in the Notice to the extent of their beneficial interest in the Transferee Company.

By Order of the Board  
For **Aditya Birla Nuvo Limited**



**Devendra Bhandari**  
**Jt. President & Company Secretary**

Place : Mumbai  
Date : 8<sup>th</sup> April, 2013