



Aditya Birla Minerals Limited
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Aditya Birla Minerals Limited

Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of Shareholders of Aditya Birla Minerals Limited will be held at the Duxton Hotel Perth, 1 St Georges Terrace Perth, Western Australia, at 10.00am (WST) on Friday 29 August 2008.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Aditya Birla Minerals Limited ('the Company') will be held on Friday, 29 August 2008 at 10.00 am WST at the Duxton Hotel Perth , 1 St Georges Terrace Perth, Western Australia.

AGENDA

ORDINARY BUSINESS

1. Financial Report for the Year Ended 31 March 2008

To receive and consider the financial report of the Company for the year ended 31 March 2008, together with the declaration of the directors, the directors report, the remuneration report and the auditors report thereon.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions.

2. RESOLUTION 1 – REMUNERATION REPORT

“That for the purposes of Section 250R(2) of the Corporations Act 2001, the Company adopt the Remuneration Report”

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR MYSORE PRASANNA

“That Mr Mysore Prasanna, being a director of the Company who retires by rotation in accordance with Clause 3.6(c) of the Constitution of the Company and, being eligible, is hereby re-elected as a director of the Company.”

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – DR SURESH BHARGAVA

“That Dr Suresh Bhargava, being a director of the Company who retires in accordance with Clause 3.3 of the Constitution of the Company and, being eligible, is hereby re-elected as a director of the Company.”

5. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – MR MAURICE ANGHIE

“That Mr Maurice Anghie, being a director of the Company who retires in accordance with Clause 3.3 of the Constitution of the Company and, being eligible, is hereby re-elected as a director of the Company.”

6. RESOLUTION 5 – RE-ELECTION OF A DIRECTOR – MR NARAYAN KRISHNAN

“That Mr Narayan Krishnan, being a director of the Company who retires in accordance with Clause 3.3 of the Constitution of the Company and, being eligible, is hereby re-elected as a director of the Company.”

7. RESOLUTION 6 – RE-ELECTION OF A DIRECTOR – MR SUNIL KULWAL

“That Mr Sunil Kulwal, being a director of the Company who retires in accordance with Clause 3.3 of the Constitution of the Company and, being eligible, is hereby re-elected as a director of the Company.”

BY ORDER OF THE BOARD



Peter Torre
Company Secretary

Perth, Western Australia
21 July 2008

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide background information for the Shareholders of Aditya Birla Minerals Limited (the "**Company**") in connection with Resolutions 1-6 which are the subject of the Annual General Meeting of Shareholders of the Company ("**Shareholders**") to be held on Friday, 29 August 2008 at 10.00 am WST at the Duxton Hotel Perth, 1 St Georges Terrace Perth, Western Australia.

1 RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is set out in the Directors Report on Pages 21 to 25 of the Company's 2008 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors of the Company.

Section 250R(2) of the Corporations Act 2001 requires that a resolution to adopt the remuneration report be put to the vote of the Company at the Annual General Meeting. However, Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2 RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR MYSORE PRASANNA

Clause 3.6(c) of the Constitution of the Company requires an election of Directors to be held at each annual general meeting and requires at least 1 Director to retire from office. Clause 3.7 states that the Director to retire under Clause 3.6(c) is the Director who has held office longest since the last being elected or appointed.

Mr Mysore Prasanna is currently the longest serving Director and therefore retires in accordance with that clause and being eligible for re-election, offers himself for re-election at the meeting.

3 RESOLUTION 3,4,5 AND 6 – RE-ELECTION OF DIRECTORS

The following Directors were appointed to fill a casual vacancy as a Director of the Company effective on the following dates:

Dr Suresh Bhargava	21 August 2007
Mr Maurice Anghie	21 November 2007
Mr Narayan Krishnan	21 November 2007
Mr Sunil Kulwal	22 April 2008

In accordance with Clause 3.3 of the Constitution, any Director appointed to fill a casual vacancy or as an additional Director holds office until the next general meeting of Shareholders and is then eligible for re-election. Each of the above named Directors therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election.

PROXIES

1. In accordance with section 249L of the Corporations Act 2001, members are advised that:
 - each member has a right to appoint a proxy;
 - the proxy need not be a member of the Company;
 - a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes.
2. Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion.
3. The instrument appointing the proxy must be received by the Company at the address specified on the proxy form at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile). In accordance with regulation 7.11.38 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 10.00am WST on 27 August 2008 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time.
4. Completion of the proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - Directors of the company;
 - A director and a company secretary of the company; or
 - For a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and confirm to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Office: Computershare Investor Services Pty Ltd
 Level 2, 45 St Georges Terrace Perth WA 6000

Facsimile Number: 61 8 9323 2033

Postal Address: GPO Box D182 Perth WA 6000

Proxy form supplied by Computershare

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