



## BIRLA CORPORATION LIMITED

1, SHAKESPEARE SARANI, 2ND FLOOR, KOLKATA - 700 071

Phone : (033) 6603 3300 / 01 / 02, Fax : (033) 2288 4426

E-mail : [coordinator@birlacorp.com](mailto:coordinator@birlacorp.com); Website : [www.birlacorporation.com](http://www.birlacorporation.com)

Ref. No. 74G/

29th July, 2016

Corporate Relationship Department

BSE Limited

1st Floor, New Trading Ring, Rotunda Building, P.J. Towers,

Dalal Street, Fort,

Mumbai- 400 001

Fax No. (022) 2272 2037/2039/2041/2061/3121/3719

The Manager

Listing Department,

National Stock Exchange of India Limited

'Exchange Plaza', C-1, Block G,

Bandra-Kurla Complex, Bandra (East),

Mumbai- 400 051

Fax No. (022) 2659 8237/38/8348

Dear Sirs,

Sub: **Proceedings of 96th Annual General Meeting**

We enclose, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 96th Annual General Meeting (AGM) of the Company held on 8th July, 2016 at Kolkata.

Thanking you,

Yours faithfully

For **BIRLA CORPORATION LIMITED**

**(GIRISH SHARMA)**  
Jt. President (Indirect Taxes)  
& Company Secretary

Encl.:- As above

**Confirmatory copy by courier**



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### **SUMMARY OF THE PROCEEDINGS OF THE 96TH ANNUAL GENERAL MEETING OF BIRLA CORPORATION LIMITED HELD ON 8TH JULY, 2016**

The 96th Annual General Meeting of the members of the Company was held on July 8, 2016 at 10.30 a.m. at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700 026.

Shri Harsh V. Lodha, Chairman of the Board, took the Chair in accordance with the Article 94 of the Company's Articles of Association and Section 104 of the Companies Act, 2013. The requisite quorum being present, Meeting was called to order.

1567 attendance slips were received from the members and the proxies attending the Meeting, out of which 1533 slips were from public/proxy shareholders and 34 slips belonged to Promoter and Promoter Group.

The Chairman informed the shareholders that pursuant to provisions of Section 108 of the Companies Act, 2013 and 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended to its members facility to exercise their right to vote by electronic means in respect of the businesses to be transacted at the Annual General Meeting. The remote e-voting commenced on 5th July, 2016 (9:00 am) and ended on 7th July, 2016 (5:00 pm). Ms. Aditi Jhunjhunwala, partner of M/s. Vinod Kothari & Company, Practising Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and poll process.

The Chairman informed the shareholders that the Register of Directors and Key Managerial Personnel Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014 are open and accessible during the continuance of the meeting to any person having a right to attend the meeting.

The Chairman, thereafter, made brief observations about working of the Company and major developments.

Then on invitation of the Chairman several members addressed the meeting, gave suggestions and raised queries on the Company's accounts and businesses, of which appropriate replies and information were given by the Chairman.

The Chairman informed the shareholders that the Company has arranged for poll for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility, on all the 7 (seven) Resolutions as mentioned in the notice of the 96th Annual General Meeting to be passed in this meeting. Thereafter, all the 7 (seven) Resolutions were proposed and seconded. The requisite quorum was present throughout the Meeting.

Thereafter, the Chairman ordered for a poll to be taken at the meeting on all the 7 (seven) Resolutions as mentioned in the Notice of the 96th Annual General Meeting and requested the Scrutinizer to conduct the poll process.

REGISTERED OFFICE : Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700 001

Phone : (033) 2210 6991, 6603 6777 / 726, Fax : (033) 2248 2872 / 7988, CIN : L01132WB1919PL1

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After the completion of the poll process, the Chairman announced that the combined results of remote e-voting and poll would be declared by Shri B.R. Nahar, Managing Director of the Company on 9th July, 2016 at 10.30 a.m. at the Registered Office of the Company.

On the basis of the Scrutinizer's Report dated 9th July, 2016 for Remote Electronic Voting and Poll held at the Annual General Meeting, Shri B.R. Nahar, Managing Director announced the combined results of remote e-voting and poll on 9th July, 2016 at 10.30 a.m. at the Registered Office of the Company situated at 9/1, R.N. Mukherjee Road, Kolkata – 700 001.

The Resolutions passed by the members briefly related to:

**ORDINARY BUSINESSES:**

01. Adoption of (a) Audited Financial Statements, Reports of the Directors and Auditors for the financial year ended 31st March, 2016 and (b) Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 (Ordinary Resolution)
02. Declaration of Dividend on Ordinary Shares (Ordinary Resolution)
03. Re-appointment of Shri Bachh Raj Nahar (DIN 00049895), who retires by rotation (Ordinary Resolution)
04. Appointment of Auditors and fixation of their remuneration (Ordinary Resolution)

**SPECIAL BUSINESSES:**

05. Approval for continuation of holding of office by Shri Pracheta Majumdar (DIN: 00179118), Wholtime Director designated as Chief Management Advisor (Special Resolution)
06. Variation in the terms and conditions of remuneration payable to Shri Pracheta Majumdar (DIN: 00179118), Wholtime Director designated as Chief Management Advisor (Ordinary Resolution)
07. Ratification of remuneration of Cost Auditor (Ordinary Resolution)

All the above Resolutions were approved and passed with requisite majority.

For **BIRLA CORPORATION LIMITED**

A handwritten signature in blue ink, appearing to read 'Girish Sharma', is written over a horizontal line.

**(GIRISH SHARMA)**  
**JT. PRESIDENT (INDIRECT TAXES)**  
**& COMPANY SECRETARY**