



**Birla Corporation Limited**

**Corporate Office:**

1, Shakespeare Sarani,  
A.C. Market (2<sup>nd</sup> Floor), Kolkata 700 071

P: 033 6603 3300-02

F: +91 332288 4426

E: Coordinator@birlacorp.com

15th September, 2025

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Scrip Code: 500335**

**National Stock Exchange of India Ltd.**

'Exchange Plaza', C-1, Block G,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai- 400 051

**Scrip Symbol: BIRLACORPN**

Dear Sir(s),

**Sub: Proceedings of the 105th Annual General Meeting ('AGM')**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith summary of the proceedings of the 105th AGM of the Company held on Monday, 15th September, 2025 at 10.30 a.m. (IST) at Gyan Manch, 11, Pretoria Street, Kolkata – 700071.

The Meeting was adjourned sine die at 12.16 p.m. for agenda item no. 5 of the Notice of 105th AGM. All the other agenda items of the said Notice of AGM were transacted as scheduled.

This is for your information and records.

Thanking you,

Yours faithfully,

For **BIRLA CORPORATION LIMITED**

**MANOJ KUMAR MEHTA**

**Company Secretary & Legal Head**

**Encl:** As above



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## **SUMMARY OF THE PROCEEDINGS OF THE 105TH ANNUAL GENERAL MEETING OF BIRLA CORPORATION LIMITED**

The 105th Annual General Meeting ('AGM') of the Members of Birla Corporation Limited ("the Company") was held today, i.e. on Monday, 15th September, 2025 at 10.30 a.m. (IST) at Gyan Manch, 11, Pretoria Street, Kolkata – 700071.

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

Shri Sandip Ghose, Managing Director & Chief Executive Officer of the Company, Shri Anup Singh, Non-Executive Independent Director and Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company were present at the Meeting. In view of the prior commitments, other remaining Directors of the Company were unable to attend the meeting.

The representatives of the Statutory Auditors, Secretarial Auditors of the Company and the Scrutinizer were also present in the meeting.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars, the Company has extended to its legal Members the facility to exercise their right to vote by electronic means i.e. by remote e-voting in respect of the businesses to be transacted at the Meeting. The remote e-voting commenced on 12th September, 2025 from 9:00 am and ended on 14th September, 2025 at 5:00 pm.

The Chairman informed the Members that the Company has also provided facility to the Members to cast their vote through Ballot paper once the proceedings of the meeting ends.

Reference was drawn to our intimation dated 12th September, 2025 submitted to the Stock Exchanges wherein it was informed that certain shareholders of the Company had wrongfully obtained an ex-parte ad-interim order of temporary injunction restraining the respondent including the Company inter alia from giving effect or further effect for conducting any poll including remote e-voting and publishing result in respect of physical voting and remote e-voting giving effect to item no. 5 under the head special business of the Notice of 105th Annual General Meeting of the Members of the Company for proposed Resolution of adoption of new set of Articles of Association of the Company.

The Chairman reiterated that the Company has not committed any violation or contravention. The proposal of adoption of new set of Articles of Association of the Company was in full conformity with and in consonance with the prevailing laws and statutory



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requirements. However, some shareholders mischievously obtained the aforesaid ex-parte ad-interim order with a malafide intention to disrupt the operations of the Company and also to obstruct the smooth conduct of the AGM.

The Chairman informed that the Company has already preferred an appeal before the Hon'ble district Judge at Alipore and is taking all appropriate steps in accordance with the Law. Meanwhile, CDSL had imposed restriction on remote e-Voting in respect of Resolution no. 5 of the Notice of 105th AGM.

The Chairman informed the Members that pursuant to the temporary injunction granted by the Hon'ble Court and the consequential restrictions imposed by CDSL, voting on item no. 5 of the Notice of the AGM could not take place. Accordingly, the Chairman adjourned, consideration of item no. 5 of the Notice of AGM sine die. The other items of business set out in the Notice of 105th AGM was transacted as scheduled.

Further, the remote e-voting, if any, casted in respect of the Agenda Item no.5 of the Notice of AGM was dis-regarded.

Shri Anil Kumar Murarka, Company Secretary in wholetime practice was appointed as Scrutinizer to scrutinize the voting and remote e-voting process.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or arrangements in which Directors are interested and all other documents referred to in the Notice of 105th AGM were open and available for inspection during the meeting to any person having a right to attend the meeting.

The Chairman informed the Members that the Auditors' Report do not contain any qualification, observations, or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company.

The Chairman, thereafter, briefed the Members about the working/performance of the Company and the major developments that happened during the fiscal 2024-25.

In terms of the Notice of AGM dated 9th May, 2025 the following business (other than item no. 5, which stands adjourned sine die) was transacted at the Meeting:

### **Ordinary Business:**

#### **Resolution No. 1: Ordinary Resolution**

Adoption of: a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial



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year ended 31st March, 2025 together with the Report of Auditors thereon the same had already been circulated to the Members.

### **Resolution No. 2: Ordinary Resolution**

Declaration of Dividend on Ordinary Shares for the financial year ended 31st March, 2025 at the rate of ₹10/- per share (100%).

### **Resolution No. 3: Ordinary Resolution**

Re-appointment of Shri Sandip Ghose (DIN: 08526143), Director, who retires by rotation and being eligible, offers himself for re-appointment.

### **Special Business:**

### **Resolution No. 4: Ordinary Resolution**

Re-appointment of Shri Sandip Ghose (DIN: 08526143) as Managing Director & Chief Executive Officer of the Company for a further period of 3 (three) years with effect from 1st January, 2026, upon expiry of his present term, liable to retire by rotation.

### **Resolution No. 6: Ordinary Resolution**

Appointment of M/s. Mamta Binani & Associates, Company Secretaries (Firm Registration No. P2016WB060900) as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, from financial year 2025-26 till financial year 2029-30.

### **Resolution No. 7: Ordinary Resolution**

Ratification of remuneration of ₹5,00,000/- payable to Cost Auditors of the Company, M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) for the Financial Year 2025-26.

Then on invitation of the Chairman, several Members addressed the meeting, gave suggestions and raised queries on the Company's accounts, businesses and other matters, to which appropriate replies and clarifications were given by the Chairman, Managing Director & Chief Executive Officer and Group Chief Financial Officer of the Company.

The Chairman then thanked the Members for their continued support and for attending and participating in the meeting. He also thanked the Directors for attending the meeting.

Thereafter, the Chairman ordered that the voting through Ballot Paper be conducted on all the Resolutions for Ordinary and Special businesses as set out in Item Nos. 1 to 4, 6 and 7 of the Notice.



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The Chairman informed that the consolidated results of the voting will be announced within 2 working days of the conclusion of the meeting and the results along with the Scrutinizer's Report will be intimated to the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will also be placed on the website of the Company and Central Depository Services (India) Limited.

The Chairman further informed that the Meeting stands adjourned for item no. 5 of the Notice of AGM sine die. He also informed that the date of the adjourned meeting in respect of item no. 5 of the Notice of 105th AGM would be informed to the shareholders and others entitled to receive the notice, in accordance the provisions of Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

A total of 827 Members were present in the meeting in person/ through proxy.

The voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted in due course.

For **BIRLA CORPORATION LIMITED**

**MANOJ KUMAR MEHTA**  
**Company Secretary & Legal Head**