

**BIRLA CORPORATION LIMITED**

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 Sir,

Re: Annual General Meeting held on 28th June, 2012

In terms of Clause 31(d) of the Listing Agreement with you, enclosed please find a copy of the Proceedings of the Annual General Meeting of the Shareholders of the Company held on 28th June, 2012 for your records.

Thanking you,

Yours faithfully

For **BIRLA CORPORATION LIMITED**

(GIRISH SHARMA)

**Sr. Vice-President (Indirect Taxes)
& Company Secretary**

Encl: As above

Confirmatory copy by courier

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

Website : www.birlacorporation.com

BIRLA CORPORATION LIMITED

Minutes of the Annual General Meeting of the Shareholders of the Company held at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700 026 on Thursday, the 28th June, 2012 at 10.30 a.m.

PRESENT**DIRECTORS**

Shri Harsh V. Lodha - Chairman
" P. Majumdar
" V. Swarup
" B.R. Nahar - Executive Director &
Chief Executive Officer

AUDITORS

Shri Gopal Jain - Representative of Messrs. H.P
Khandelwal & Co.,
Auditors of the Company,
By invitation

1544 attendance slips were received from the members and the proxies attending the Meeting, out of which 1514 slips were from public/proxy shareholders and 30 slips belonged to Promoter and Promoter Group.

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 175 of the Companies Act, 1956.

The requisite quorum being present, Meeting was called to order. Thereafter, the Notice convening the Meeting was taken as read and the members were informed that total proxies received were for 13422958 Ordinary Shares.

The Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 was produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.

The Chairman laid before the Meeting for its consideration, the Audited Balance Sheet of the Company as at 31st March, 2012, the Audited Profit & Loss Account for the year ended on that date and the Directors' Report thereon. The Auditors' Report was read by Shri Girish Sharma, Sr. Vice President (Indirect Taxes) & Company Secretary and kept open for inspection at the Meeting by any member of the Company.

The Chairman then took up the Agenda items as mentioned in the Notice and moved the following Resolutions:

RESOLUTION NO.1 (AS ORDINARY RESOLUTION)

"RESOLVED that the Audited Balance Sheet and the Profit & Loss Account of the Company for the year ended 31st March, 2012 and the Reports of the Directors and the Auditors be and are hereby adopted."

Proposed by : Shri Samir Ganguli

Seconded by : Shri M.P. Choudhary



Shri S.K. Daga, representative and proxy holder, being eligible, demanded a poll on the above. Shri S.K. Daga also demanded a poll on all the other items contained in the Notice for the Annual General Meeting. The Chairman directed that poll on this item as well as on all the other items as demanded shall be taken at the end of the Meeting.

The Chairman then invited the shareholders to ask any questions and/or otherwise offer their comments. All the shareholders who wanted to speak were given an opportunity. Several shareholders asked for details on the working of the Company and sought clarifications in respect of the Accounts and gave their comments and suggestions on the working of the Company and its Management. Appropriate replies and details were given by the Chairman to such queries and suggestions.

RESOLUTION NO.2 (AS ORDINARY RESOLUTION)

"RESOLVED that the payment of Interim Dividend at the rate of ₹ 2.50 per share (25%), which has already been paid to the Ordinary Shareholders of the Company, be and is hereby confirmed and as recommended by the Directors in their Report, Final Dividend at the rate of ₹ 3.50 per share (35%) on 7,70,05,347 Ordinary Shares of ₹ 10/- each, for the year ended 31st March, 2012, be and is hereby declared and that the same be paid to the Ordinary Shareholders of the Company, whose names stand on the Register of Members as on 28th June, 2012, and, in respect of shares held in electronic form, to the Beneficial Owners of shares as on 14th June, 2012 as per details furnished by the Depositories in this regard."

Proposed by : Shri M.S. Dey

Seconded by : Shri S.K. Saraf

Shri S.K. Daga reiterated his demand for a poll on this resolution which the Chairman confirmed and directed that this item also be included in the list of resolutions to be decided by poll to be taken at the end of the Meeting.

RESOLUTION NO.3 (AS ORDINARY RESOLUTION)

"RESOLVED that Shri Vikram Swarup, Director, retiring by rotation, be and is hereby re-appointed."

Proposed by : Shri P.K. Ganeriwala

Seconded by : Shri M.S. Dey

Shri S.K. Daga reiterated his demand for a poll on this resolution, which the Chairman confirmed and directed that this item also be included in the list of resolutions to be decided by poll to be taken at the end of the Meeting.

RESOLUTION NO.4 (AS ORDINARY RESOLUTION)

"RESOLVED that Shri B.B. Tandon, Director, retiring by rotation, be and is hereby re-appointed."

Proposed by : Shri Umesh Varma

Seconded by : Shri S.K. Saraf

Shri S.K. Daga reiterated his demand for a poll on this resolution, which the Chairman confirmed and directed that this item also be included in the list of resolutions to be decided, by poll to be taken at the end of the Meeting.



Since the next item of business related to his own re-appointment, Shri Harsh V. Lodha, Chairman requested Shri P. Majumdar, Director to takeover for the purpose of transacting the business mentioned as Item No.5 in the Notice of the Meeting. Thereafter, Shri P. Majumdar chosen as Chairman for transacting the business listed in at Item No.5 took the Chair and put the following resolution before the Meeting.

RESOLUTION NO.5 (AS ORDINARY RESOLUTION)

"RESOLVED that Shri Harsh V. Lodha, Director, retiring by rotation, be and is hereby re-appointed."

Proposed by : Shri Samir Ganguli

Seconded by : Shri P.K. Ganeriwala

Shri S.K. Daga reiterated his demand for a poll on this resolution, which the Chairman confirmed and directed that this item also be included in the list of resolutions to be decided by poll to be taken at the end of the Meeting.

Thereafter, Shri P. Majumdar requested Shri Harsh V. Lodha, Chairman to continue with the remaining business of the Meeting. Shri Harsh V. Lodha moved the following resolution.

RESOLUTION NO. 6 (AS ORDINARY RESOLUTION)

"RESOLVED that Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting to the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorised to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them in connection with the audit of Accounts of the Company."

Proposed by : Shri M.P. Choudhary

Seconded by : Shri M.S. Dey

Shri S.K. Daga reiterated his demand for a poll on this resolution, which the Chairman confirmed and directed that this item also be included in the list of resolutions to be decided by poll to be taken at the end of the Meeting.

After considering all the items mentioned in the Notice convening the Annual General Meeting the Chairman directed that the poll on all the resolutions as already demanded be conducted and appointed Shri Krishna Damani, a member of the Company and Shri Manoj Kumar Mehta, Dy. Company Secretary and Vice-President (Finance) as the scrutineers of the poll in accordance with the provisions of Section 184 of the Companies Act, 1956. 2 (two) Nos. empty ballot boxes were shown to the members before the same were sealed and kept on the dais by the scrutineers. The ballot papers were distributed to the members for taking poll. After the members had cast their votes and put the ballot papers into the ballot box, the ballot boxes were handed over to the scrutineers for furnishing their report to the Chairman.

The Chairman informed the members that poll results would be declared the same day at 7.30 p.m. at the venue of the Meeting by Shri B.R. Nahar, Executive Director & Chief Executive Officer and welcomed the members to be present at the time of declaration of the results and authorised Shri B.R. Nahar and Shri G. Sharma, Sr. Vice-President (Indirect Taxes) & Company Secretary and Shri M.K. Mehta, Dy. Company Secretary & Vice-President (Finance) to take all necessary action in accordance with the provisions of the Listing Agreement.



The Chairman thanked the members for their participation in the proceedings and the members thanked the Chairman for the conduct of the proceedings where after the Meeting was adjourned till 7.30 p.m. for the purpose of declaring the results of the poll.

Based on the Reports furnished by the scrutineers to the Chairman, the following results of the poll taken on Resolution Nos.1, 2, 3, 4, 5 and 6 of the Notice convening the Annual General Meeting were declared by Shri B.R. Nahar:-

Resolution No.	Subject Matter	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares = [(2)/(1)] *100	No. of Votes in favour	No. of Votes in against	% of Votes in favour on vote polled = [(4)/(2)] *100	% of Votes in against on vote polled = [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
As an Ordinary Resolution-								
1.	Adoption of Accounts & Reports of Directors & Auditors thereon.	77005347	60075840	78.02	52211284	7864556	86.91	13.09
2.	Confirmation of payment of Interim Dividend @ ₹ 2.50 per Ordinary Share and Declaration of Final Dividend @ ₹ 3.50 per Ordinary Share.	77005347	60075839	78.02	60075760	79	100.00	0.00
3.	Re-appointment of Shri Vikram Swarup, as Director on retirement by rotation.	77005347	60075840	78.02	52211270	7864570	86.91	13.09
4.	Re-appointment of Shri B.B. Tandon, as Director on retirement by rotation.	77005347	60075840	78.02	52211230	7864610	86.91	13.09
5.	Re-appointment of Shri Harsh V. Lodha, as Director on retirement by rotation.	77005347	60075839	78.02	52211287	7864552	86.91	13.09
6.	Re-appointment of Statutory Auditors and fixing their remuneration.	77005347	60075840	78.02	52211264	7864576	86.91	13.09

All the resolutions mentioned above were accordingly declared as passed by requisite majority.

With the declaration of the Poll results, the Meeting stood concluded.

Sd/-

24.07.2012

CHAIRMAN

Certified to be true Copy
For BIRLA CORPORATION LIMITED


GIRISH SHARMA
Sr. Vice-President (Indirect Taxes)
& Company Secretary