

To,
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

24th September, 2016

Scrip Code: BSE 533006

To
The Secretary
National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 51

Scrip Code: BIRLACOT

Sub: Minutes of 74th Annual General Meeting

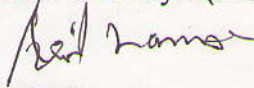
Dear Sir/Madam,

Please find enclosed Minutes of the 74th Annual General Meeting of the Company held on 30th September, 2016.

Please take the same on your records.

Thanking you,
Yours faithfully,

For Birla Cotsyn (India) Limited


Asish Narayan
Company Secretary
ACS - 19454



MINUTES OF THE SEVENTY FOURTH (74TH) ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30TH SEPTEMBER, 2016 AT 4TH FLOOR, WALCHAND HIRACHAND HALL, IMC BUILDING IMG MARG, CHURCHGATE MUMBAI - 400020 COMMENCED AT 10.15 A.M. AND CONCLUDED AT 11.15 A.M.

PRESENT:

Shri Rakesh Kumar Dixit	-	Chairman
Shri Satyanarayan Baheti	-	Director
Shri Ritesh Joshi	-	Director
Smt. Nirmala Mathur	-	Director

IN ATTENDANCE:

Shri Satya Kishore Mathur	-	Manager
Shri Asish Narayan	-	Company Secretary
Shri Vipin Varkhawat	-	Chief Financial Officer
Shri. Sandeep Patel	-	Representative, M/s. Ragini Chokshi & Co. Practicing Company Secretary
Shri. Adhar Samria	-	Representative, M/s. Samria & Co., Chartered Accountants, Statutory Auditors

37 (Thirty Seven) Members holding 10,46,748 were present in person. 5 members holding 24,20,11,560 Equity Shares were present through proxy.

Two (2) Bodies Corporate holding 22,72,57,944 Equity Shares aggregating 8.51% of the paid up share capital of the Company were present through their Authorised Representatives in terms of Section 113 of the Companies Act, 2013.

The members present elected Shri Rakesh Kumar Dixit as the Chairman of the Meeting. Shri Rakesh Kumar Dixit took the chair and the requisite quorum being present called the meeting to order. He introduced the members of the Board sitting on the dias.

The members were informed that the Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Companies Act, 2013, Memorandum and Articles of Association of the Company, Auditors Report, Subsidiary's Balancesheet and Secretarial Audit Report were available for inspection.

With the consent of the members present, the Notice convening the 74th Annual General Meeting, which was circulated to all the members, was taken as read.

The Chairman then delivered the Chairman's speech.

The Company Secretary thereafter stated that in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder, the Company had provided remote e-voting facility to enable the members to cast their vote. He stated that Ms. Ragini Chokshi, Practicing company Secretary, was appointed as the Scrutinizer for the remote e-voting, Ballot/Polling paper process. The Chairman on his own motion has decided that the poll will be taken at the end of the meeting on each of the resolutions.

The Chairman further informed the members that since voting on resolutions to be passed at the meeting have been carried out electronically, pursuant to Section 107 of the Companies Act, 2013, the resolutions were not required to be put to vote on show of hands. Ms. Ragini Chokshi, Practising Company Secretary, Scrutinizer after scrutinizing the votes cast will submit a considered report on or before 1st October, 2016 for 74th Annual General Meeting.



The Chairman thereafter took up the agenda as per the notice and read out the business items.

ORDINARY BUSINESS:

RESOLUTION NO.1

ADOPTION OF AUDITED BALANCE SHEET AS AT 31ST MARCH, 2016 AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON:

Resolution: Ordinary Resolution

The Chairman explained the objective and implication in respect of Resolution no. 1 for adoption of the Audited Financial Statements and the reports of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year 2015-16 were laid before the Member for adoption.

Thereafter, the following Ordinary Resolution was proposed by the Chairman Shri Rakesh Kumar Dixit.

Proposed By: Chairman Shri Rakesh Kumar Dixit

"RESOLVED THAT the Audited Financial Statement as at 31st March, 2016 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon which have been forwarded to the Members and placed before the meeting be and are hereby approved and adopted."

Seconded By: Omer Naseer

The Chairman invited the queries on Balance Sheet and Statement of Profit and Loss of the Company for the year ended 31st March, 2016. All the queries raised were satisfactorily answered by the Manager and CFO of the Company.

RESOLUTION NO. 2

RE- APPOINTMENT OF SMT. NIRMALA MATHUR (DIN: 07189926), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.

Resolution: Ordinary Resolution

The Chairman explained the objective and implication in respect of Resolution no. 2 for the re-appointment of Smt. Nirmala Mathur (DIN: 07189926) that as per Section 152(6) (c) of the Companies Act, 2013, one third of directors, other than Independent Directors, are liable to retire by rotation.

Thereafter, the following Ordinary Resolution was proposed by: Shri Atul Jain

"RESOLVED THAT Smt Nirmala Mathur (DIN- 07189926) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as the Director of the Company liable to retire by rotation."

Seconded By: Shri Sanjay Dayama

RESOLUTION NO. 3

RATIFICATION OF THE APPOINTMENT OF STATUTORY AUDITORS - M/S. SAMRIA & COMPANY, CHARTERED ACCOUNTANTS, MUMBAI AND TO FIX THEIR REMUNERATION.

Resolution: Ordinary Resolution



The Chairman explained the objective and implications in respect of Resolution no. 3 in terms of Section 139, 142 and other applicable provisions of the Companies Act, 2016 and rules framed thereunder, as amended from time to time, the appointment of Statutory Auditors M/s. Samria & Co., Chartered Accountants is ratified and the Board of Directors is authorised to fix their remuneration.

Thereafter, the following Ordinary resolution was proposed by Mrs. Hodayum Pouredahi.

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, and resolution passed by members at 73rd Annual General Meeting of the Company held on 30th September, 2015, the re-appointment of M/s. Samria & Co. Chartered Accountants, Mumbai (Firm Registration Number: 109043W) as auditors of the Company to hold office till the conclusion of next Annual General Meeting, be and is hereby ratified and that the Board of Directors be and hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with Auditors."

Seconded By: Harish Pareek

SPECIAL BUSINESS

RESOLUTION NO. 4

RATIFICATION OF THE REMUNERATION OF COST AUDITORS

Resolution: Ordinary Resolution

The Chairman explained the objective and implications in respect of Resolution no. 4 in terms of Section 148 of the Companies Act, 2016 and rules framed thereunder, as amended from time to time, the appointment of Cost Auditors M/s. M. Goyal & Co. Cost appointed by the Board to conduct the cost records of the Company for the financial year 2016-17.

Thereafter, the following Ordinary resolution was proposed by Mrs. Daksha Kotak.

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. M. Goyal & Co., Cost Accountants (Firm Registration No. 000051) appointed by the Board to conduct Audit of the cost records of the Company for the Financial Year 2016-17, as set out in the Statement annexed to the Notice convening this meeting be and is hereby ratified.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

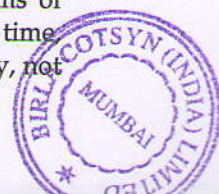
Seconded By: Shri Prakhhar Bagrodia

RESOLUTION NO. 5

APPOINTMENT OF SHRI RITESH JOSHI (DIN: 07545241) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Resolution: Ordinary Resolution

The Chairman explained the objective and implications in respect of Resolution no. 5 in terms of Section 161 of the Companies Act, 2016 and rules framed thereunder, as amended from time to time, the appointment of Shri Ritesh Joshi (DIN: 07545241) as an Independent Director of the Company, not liable to retire by rotation.



Thereafter, the following Ordinary resolution was proposed by Shri. Nitin Kabra

"RESOLVED THAT Shri Ritesh Joshi, (DIN: 07545241) who was appointed as an Additional Director with effect from 1st July, 2016 on the Board of the Company pursuant to section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing in accordance with section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 to hold office for five (5) consecutive years for a term upto the conclusion of the 79th Annual General Meeting of the Company in the calendar year 2021."

Seconded By: Shri Samrat Deshmukh

RESOLUTION NO.6

RE-APPOINTMENT OF SHRI .SATYA KISHORE MATHUR AS MANAGER OF THE COMPANY

Resolution: Special Resolution

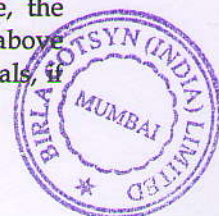
The Chairman explained the objective and implications in respect of Resolution no. 6 in terms of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2016 and rules framed thereunder, as amended from time to time, and subject to the approval of Central Government, if necessary the approval of the Shareholder be and is hereby accorded for re-appointment and payment of remuneration to Shri Satya Kishore Mathur as Manager of the Company for further period of three(3) years with effect from 29th August, 2016 to 28th August, 2019.

Thereafter, the following Ordinary resolution was proposed by Shri. Sanotsh Kumar R.

"RESOLVED THAT as per the recommendation of Nomination and Remuneration Committee and approval of Board and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of Central Government, if necessary, the approval of Shareholders be and is hereby accorded for re-appointment and payment of remuneration to Shri Satya Kishore Mathur as Manager of the Company for a further period of three(3) years with effect from 29th August, 2016 to 28th August, 2019 on the following terms and conditions of his remuneration:-

- i. Consolidated Remuneration - Rs. 10,00,000/- p.a
- ii. The Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites;
- iii. The Manager shall be entitled to reimbursement of all expenses which may be incurred by him on behalf of the Company or in connection with the business of the Company including travel expenses.

RESOLVED FURTHER THAT where in any financial year during the term of his tenure, the Company has no profits or its profits are inadequate, the Company may pay to him the above remuneration as the minimum remuneration by way of salary subject to the requisite approvals, if any.



RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into an Agreement with Shri Satya Kishore Mathur regarding his appointment as Manager with effect from 29th August, 2016 to 28th August, 2019 and the said agreement be signed by any one of the Director on behalf of the Company

RESOLVED FURTHER THAT subject to the approval of the Shareholders of the Company in General Meeting and approval of Central Government if any as necessary and applicable, the Board of Directors be and are hereby authorized to revise the terms and conditions of appointment of and remuneration payable to the Manager, as it may deem fit from time to time

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient;

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to provide certified true copy of the said resolution to the concerned authorities whenever required."

Seconded By: Shri Amit Bohra

VOTE OF THANKS:

The Chairman then declared the meeting as concluded.

Place: Mumbai
Date: 17/10/2016




CHAIRMAN

ANNEXURE

BIRLA COTSYN (INDIA) LIMITED'S

74th Annual General meeting Voting Results

(Remote e-voting, Ballot and Poll)

A summary of the Scrutinizer Report on the results of Remote e-voting, Ballot and Poll conducted on the Resolutions moved by the Shareholders of Birla Cotsyn (India) Limited at its 74th Annual General Meeting was as under:

Resolution no.1: Adoption of Balance sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2016.

(i) Voted in favour of the Resolution:

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	231780213	99.9977
Physical Ballot	34	239669445	100.00
Total	71	471449658	99.9989

(ii) Votes against the resolution

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	5220	0.0023
Physical Ballot	0	0	0
Total	4	5220	0.0011

(iii) Invalid votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	662000

Resolution no.2: Appointment of Director in place of Smt.Nirmala Mathur, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the Resolution:

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	35	230127613	99.6731
Physical Ballot	34	239669445	100.00
Total	69	470697058	99.8393

(ii) Votes against the resolution

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	757820	0.3269
Physical Ballot	0	0	0



Total	6	757820	0.1607
-------	---	--------	--------

(iii) Invalid votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	662000

Resolution no. 3: Ratify the appointment of M/s. Samria & Co. Chartered Accountant, as Statutory Auditors and fixing their remuneration.

(i) Voted in favour of the Resolution:

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	231772013	99.9942
Physical Ballot	34	239669445	100
Total	71	471441458	99.9972

(ii) Votes against the resolution

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	13420	0.0058
Physical Ballot	0	0	0
Total	4	13420	0.0028

(iii) Invalid votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	662000

Resolution no. 4: Ratification of the remuneration of Cost Auditors.

(i) Voted in favour of the Resolution:

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	231772013	99.9942
Physical Ballot	34	239669445	100
Total	71	471441458	99.9972

(ii) Votes against the resolution

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	13420	0.0058
Physical Ballot	0	0	0
Total	4	13420	0.0028



(iii) Invalid votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	662000

Item no. 5: Appointment of Shri Ritesh Joshi as an Independent Director.

(i) Voted in favour of the Resolution:

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	231745413	99.9827
Physical Ballot	34	239669445	100
Total	71	471414858	99.9915

(ii) Votes against the resolution

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	40020	0.0173
Physical Ballot	0	0	0
Total	4	40020	0.0085

(iii) Invalid votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	662000

Resolution no. 6: Re- appointment of Shri.Satya Kishor Mathur as a Manager of the Company.

(i) Voted in favour of the Resolution:

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	36	231771813	99.9941
Physical Ballot	34	239669445	100
Total	70	471441258	99.9971

(ii) Votes against the resolution

Type of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	13620	0.0059
Physical Ballot	0	0	0
Total	5	13620	0.0029



(iii) Invalid votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-voting	0	0
Physical Ballot	2	662000

All the Resolutions were passed with requisite majority

Place: Mumbai
Date: 17/10/2016




CHAIRMAN