

## NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-Seventh Annual General Meeting of the Shareholders of the Company will be held at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata - 700 026, on Monday, the 31st day of July, 2017 at 10.30 A.M. to transact the following business :-

### ORDINARY BUSINESS :

1. To receive, consider and adopt :
  - (a) the Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017.
2. To declare dividend on Ordinary Shares.
3. To appoint a director in place of Shri Harsh V. Lodha (holding DIN 00394094), who retires by rotation and being eligible, offers himself for re-appointment as Director.
4. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the rules") including any statutory amendment(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Audit Committee, Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No.109208W) be and are hereby appointed as the Statutory Auditors of the Company [in place of Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E), the retiring Auditors], to hold office for a term of 5 (five) consecutive years from the conclusion of the 97th (Ninety Seventh) Annual General Meeting till the conclusion of the 102nd (Hundred and Second) Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every subsequent Annual General Meeting till the conclusion of their tenure 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."

### SPECIAL BUSINESS :

5. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 4.00 lacs (Rupees four lacs only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses, to be paid to M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), Cost Auditors of the Company, for the Financial Year 2017-18, as approved by the Board of Directors of the Company, at its Meeting held on 26th May, 2017, be and is hereby ratified and confirmed."

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

Registered Office :  
Birla Building,  
9/1, R.N. Mukherjee Road,  
Kolkata-700 001  
CIN: L01132WB1919PLC003334  
Dated, the 22nd June, 2017  
Place : Kolkata

By Order of the Board  
  
Girish Sharma  
Jt. President (Indirect Taxes)  
& Company Secretary

**Notes :**

- (01) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.**
- (02) **A person shall not act as Proxy for more than Fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than 10 percent of the total share capital of the company carrying voting rights, may appoint a single person as Proxy and such person shall not act as Proxy for any other member. A Proxy Form is annexed to this Notice.**
- (03) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- (04) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (05) The Register of Members and the Share Transfer Books of the Company will remain closed from 25th July, 2017 to 31st July, 2017 (both days inclusive).
- (06) Dividend on ordinary shares, when approved at the Meeting, will be paid to those members –
- (a) whose names appear as Beneficial Owners as at the end of business hours on 24th July, 2017, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
  - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 24th July, 2017.
- (07) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No.5 which sets out details relating to Special Business at the meeting, is annexed hereto.
- (08) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, M/s. MCS Share Transfer Agent Limited, 12/1/5, Monohar Pukur Road, Kolkata – 700 026, quoting their folio number, any change in their registered address along with a copy of any one of the address proofs i.e. Voter Identity Card, Aadhaar Card, Electricity / Telephone Bill, Driving Licence, Passport or Bank Statement and for change in bank details along with cancelled Cheque and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (09) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2010, 2011, 2012, 2013, 2014, 2015 and 2016 and Interim Dividend Warrants for accounting year ended 31st March, 2011, 2012 and 2013 may immediately approach the Company for revalidation of unclaimed Dividend Warrants.

The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/ claimed by the Shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The details of the unpaid / unclaimed amounts lying with the Company as on 8th July, 2016 (date of last Annual General Meeting) are available on the website of the Company ([www.birlacorporation.com](http://www.birlacorporation.com)) and on Ministry of Corporate Affairs' website. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed

shares to the demat account of the IEPF Authority in accordance with the IEPF Rules.

- (10) Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all companies mandatorily have to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
- (11) Electronic copies of the Annual Report are being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
- (12) Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 97th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on Company's website [www.birlacorporation.com](http://www.birlacorporation.com) for their download.
- (13) As per the provisions of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents/Company.
- (14) As required by Securities and Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar & Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (15) **Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.**
- (16) Shareholders/Proxyholders are requested to carry valid ID proof such as PAN, Voter Card, Passport, Driving Licence, Aadhaar Card etc. along with the printed attendance slip.
- (17) Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), with respect to Directors seeking re-appointment/appointment at the Annual General Meeting is given in the Annexure.
- (18) **Voting through electronic means**
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be considered at the Meeting by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through Polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right at the Meeting through Polling Paper.
  - III. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 28th July, 2017 (9.00 a.m.) and ends on 30th July, 2017 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of

24th July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under :
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Birla Corporation Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail to [evotingam@gmail.com](mailto:evotingam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the Meeting;
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th July, 2017. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- IX. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 24th July, 2017 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through Polling Paper.
  - XI. Shri Anil Murarka (Membership No. F3150, C.P No. 1857), LL.B., Company Secretary in Whole-time Practice has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - XII. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
  - XIII. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.birlacorporation.com](http://www.birlacorporation.com) and on the website of NSDL within 2 (two) days of passing of the resolutions at the Meeting of the Company and communicated to the Stock Exchanges.
- (19) Statutory Registers and documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

### **Green Initiative of the Ministry of Corporate Affairs**

Members are requested to support the "Green Initiatives" by registering their E-mail ID with the Company, if not already done.

Those members who have changed their E-mail ID are requested to register their new E-mail ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Members holding shares in physical mode are also requested to register their E-mail ID with our Registrar & Share Transfer Agent – M/s. MCS Share Transfer Agent Limited, 12/1/5, Monohar Pukur Road, Kolkata – 700 026, **E-mail ID: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com)**. Such registration of E-mail ID may also be made with the Company at its Registered Office as per the address mentioned above or at the **E-mail ID: [greeninitiative@birlacorp.com](mailto:greeninitiative@birlacorp.com)**.

**EXPLANATORY STATEMENT**  
[Pursuant to Section 102 of the Companies Act, 2013]

**Item of Special Business :**

**Item No. 5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 26th May, 2017, has considered and approved the appointment of M/s. Shome & Banerjee (Firm Registration No. 000001) as the Cost Auditors of the Company for the Financial Year 2017-18 for the following products at a total remuneration of ₹ 4.00 lacs (Rupees four lacs only) per annum plus tax as applicable and reimbursement of travelling and incidental expenses :

1. Cement – ₹ 2.50 lacs (Rupees two lacs fifty thousand only) per annum
2. Jute Goods – ₹ 1.25 lacs (Rupees one lac twenty five thousand only) per annum
3. Steel – ₹ 0.25 lacs (Rupees twenty five thousand only) per annum

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2017-18.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Your Directors, therefore, recommend the Ordinary Resolution as set out at Item No. 5 of the Notice for your approval.

Registered Office :  
Birla Building,  
9/1, R.N. Mukherjee Road,  
Kolkata-700 001  
CIN: L01132WB1919PLC003334  
Dated, the 22nd June, 2017  
Place : Kolkata

By Order of the Board  
  
Girish Sharma  
Jt. President (Indirect Taxes)  
& Company Secretary

## ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting [in pursuance to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

(As on 31.03.2017)

|   |  |
|---|--|
| <b>Name of the Director</b>   | <b>Shri Harsh V. Lodha</b>   |
| <b>Date of Birth</b>  | 13.02.1967   |
| <b>Nationality</b>  | Indian   |
| <b>Date of first appointment on the Board of Directors of the Company</b>                         | 23.04.1996   |
| <b>Qualifications</b>   | Chartered Accountant   |
| <b>Expertise</b>  | Wide experience in Corporate Management including Finance and General Management functions   |
| <b>Number of shares held in the Company</b>   | 1260*  |
| <b>List of directorships held in other companies</b>  | Alfred Herbert (India) Ltd.<br>Birla Cable Ltd.<br>Hindustan Gum & Chemicals Ltd.<br>J.K. Fenner (India) Ltd.<br>Punjab Produce Holdings Ltd.<br>Universal Cables Ltd.<br>Vindhya Telelinks Ltd. |
| <b>Chairman/Member of the Committees of the Boards of other companies in which he is Director</b> | <b>Chairman</b><br><i>Stakeholders Relationship Committee –</i><br>Birla Corporation Limited<br><br><b>Member</b><br><i>Audit Committee –</i><br>Punjab Produce Holdings Ltd.                    |
| <b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>     | Nil  |
| <b>Number of meetings of the Board attended during the year 2016-17</b>                           | 5 (five)   |
| <b>Number of ESOPs granted</b>  | Not Applicable   |

**NOTE:** \*Shares held jointly with other shareholder.

Directorships/Committee memberships exclude Alternate Directorships and Directorships in private/foreign companies and companies incorporated under Section 8 of the Companies Act, 2013. Further, the details of Membership/Chairmanship of only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies is included.

## **ROAD MAP TO THE AGM VENUE**



Kalpataru Uttam Mancha  
10/1/1, Monohar Pukur Road  
Kolkata - 700 026