



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AFMPK8774QST002

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Rule section 108, 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

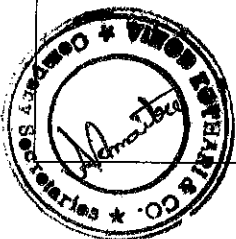
To
Chairman
Birla Corporation Limited
1, Shakespeare Sarani
2nd Floor, Kolkata-71
India

Re: Ninety-fifth Annual General Meeting of the Equity Shareholders of Birla Corporation Limited Held at Kalpataru Uttam Mancha, 10/1/Monohar Pukur Road, Kolkata-700026, on Thursday, the 2nd July, 2015 at 10.30 A.M.

Dear Sir,

In pursuance of power conferred by Board Resolution dated May 07, 2015, the Managing Director of your Company had appointed the undersigned, Mr. Arun Kumar Maitra, Partner, Vinod Kothari & Company, Practising Company Secretaries, of 1006-1009 Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as Scrutinizer for the purpose of the remote e-voting conducted on the below mentioned resolution, placed before the members at the Ninety-fifth Annual General meeting of the Members of Birla Corporation Limited, held on Kalpataru Uttam Mancha, 10/1/Monohar Pukur Road, Kolkata-700026, on Thursday, the 2nd July, 2015 at 10.30 A.M.. Accordingly, we submit our report as under:

1. The time fixed for closing of the remote e-voting was on July 01, 2015 at 5 P.M.
2. After the conclusion of voting by poll at the general meeting, we have counted the votes cast at the meeting through polling papers after which the votes cast through remote e-voting were unblocked by us, in the presence of two witnesses, viz., Alok Mukherjee, and Samir Kanti Saha, who are not in the employment of the company.





VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com

Web: www.vinodkothari.com
www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AFMPK8774QST002

3. We have relied upon the information provided by the Agency, that is to say, National Securities Depository Limited, for the purpose of this Report.
4. The authorisations pertaining to corporate shareholders as provided by Agency, that is to say, National Securities Depository Limited, were checked by us and found to be in order, or, where not in order, the votes cast have been taken as invalid votes reported below.
5. Where a member had casted votes by means of both remote e-voting and polling papers, the vote casted by e-voting has been considered.
6. The data relating to remote e-voting process were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, that is to say, MCS Share Transfer Agent Limited and the authorizations lodged with the us and the agency, that is to say, National Securities Depository Limited.
7. The result of the remote e-voting is as under (the said however, is to be read along with result of poll, for which please refer to our consolidated report):

a) Resolution 1: To receive, consider and adopt:

- the Balance Sheet as at 31st March, 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- the audited consolidated financial statements of the Company for the financial year 31st March, 2015

(i) Voted in favour of the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
107	58638334	89.55

(ii) Voted against the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast





VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AFMPK8774QST002

22	6841928	10.45
----	---------	-------

(iii) Invalid votes:

Numbers of members voting	Total number of votes cast by them
2	65890

b) Resolution 2: To declare dividend on Ordinary Shares.

(i) Voted in favour of the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
110	58638621	99.99

(ii) Voted against the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
1	150	0.01

(iii) Invalid votes:

Numbers of members voting	Total number of votes cast by them
1	65790

c) Resolution 3: To appoint a director in place of Shri Parcheta Majumdar (holding DIN: 00179118), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
105	58638304	89.55





VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com

Web: www.vinodkothari.com
www.india-financing.com

PAN No - **AAMFV6726E**

Service Tax Registration No. - AFMPK8774QST002

(ii) Voted against the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
24	6841958	10.45

(iii) Invalid votes:

Numbers of members voting	Total number of votes cast by them
2	65890

d) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) 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 for one year from the conclusion of this Annual General Meeting till 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."

(i) Voted in favour of the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
87	57515929	88.90





VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com

Web: www.vinodkothari.com
www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AFMPK8774QST002

(ii) Voted against the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
31	7117955	11.10

(iii) Invalid votes:

Numbers of members voting	Total number of votes cast by them
2	65890

e) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Ms Shailaja Chandra, (holding DIN 03320688), who was appointed as an Additional Director of the Company under Section 161(1) of the Act and Article 138 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years with effect from February 05, 2015."

(i) Voted in favour of the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
103	58387817	89.50





VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com

Web: www.vinodkothari.com
www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AFMPK8774QST002

(ii) Voted against the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
25	6841968	10.50

(iii) Invalid votes:

Numbers of members voting	Total number of votes cast by them
2	65890

f) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions 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 Rs. 3 lakhs (Rupees three lakhs only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to Shri Somnath Mukherjee, (Membership No. 5343), Cost Auditor of the Company, for the financial year 2015-16, as approved by the Board of Directors of the Company, be and is hereby ratified."

(i) Voted in favour of the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
106	58387857	89.50

(ii) Voted against the resolution:

Numbers of members voting	Number of votes cast by them	% of total number of valid votes cast
22	6841928	10.50





VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com

Web: www.vinodkothari.com
www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AFMPK8774QST002

(iii) Invalid votes:

Numbers of members voting	Total number of votes cast by them
2	65890

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been put in an envelope attached hereto, which, duly sealed, has been handed over to the Company Secretary who is authorized by the Board for safe keeping.

Thanking you,

Place: Kolkata

Dated: July 02, 2015

For Vinod Kothari & Company
Practising Company Secretaries

Arun Kumar Maitra
(Partner)

CP no.: 14490

