



Birla Corporation Limited

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Ref. No. 74G/

July 21, 2018

Corporate Relationship Department
BSE Limited
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The Manager
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 Sirs,

Sub: **Proceedings of 98th Annual General Meeting**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 98th Annual General Meeting (AGM) of the Company held on **20th July, 2018** at Kolkata is enclosed herewith.

This is for your information and records.

Thanking you,

Yours faithfully
For **BIRLA CORPORATION LIMITED**

(GIRISH SHARMA)
Jt. President (Indirect Taxes)
& Company Secretary

Encl.:- As above

SUMMARY OF THE PROCEEDINGS OF THE 98TH ANNUAL GENERAL MEETING OF BIRLA CORPORATION LIMITED HELD ON 20TH JULY, 2018

The 98th Annual General Meeting of the members of the Company was held on July 20, 2018 at 10.30 a.m. at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700 026.

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 104 of the Companies Act, 2013. The requisite quorum being present, Meeting was called to order.

1701 attendance slips were received from the members and the proxies attending the Meeting, out of which 1666 slips were from public/proxy shareholders and 35 slips belonged to Promoter and Promoter Group.

The Chairman informed the shareholders that pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended to its 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 Annual General Meeting. The remote e-voting commenced on 17th July, 2018 (9:00 am) and ended on 19th July, 2018 (5:00 pm). Shri Anil Murarka, Company Secretary in whole time practice was appointed as Scrutinizer to scrutinize the remote e-voting and poll process.

The Chairman informed the shareholders that the Register of Directors and Key Managerial Personnel Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014 were open and accessible during the continuance of the meeting to any person having a right to attend the meeting.

The Chairman, thereafter, briefed the shareholders about the workings of the Company, industry outlook and major developments.

Then on invitation of the Chairman several members addressed the meeting, gave suggestions and raised queries on the Company's accounts and businesses, to which appropriate replies and information were given by the Chairman.

The Chairman informed the shareholders that the Company has arranged for voting through polling paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility on all the 11 (eleven) Resolutions as mentioned in the Notice of the 98th Annual General Meeting.

Thereafter, the Chairman ordered for a poll to be taken at the meeting on all the 11 (eleven) Resolutions as mentioned in the Notice of the 98th Annual General Meeting and requested the Scrutinizer Shri Anil Murarka to conduct the poll process.



The Chairman announced that the consolidated results of remote e-voting and poll would be declared by Shri Girish Sharma, Company Secretary of the Company on 21st July, 2018 at 11.00 a.m. at the Registered Office of the Company. The requisite quorum was present throughout the Meeting.

On the basis of the Scrutinizer's Consolidated Report dated 21st July, 2018 for remote e-voting and poll held at the Annual General Meeting, Shri Girish Sharma, Company Secretary announced the Consolidated Results of remote e-voting and poll on 21st July, 2018 at 11.00 a.m. at the Registered Office of the Company situated at 9/1, R.N. Mukherjee Road, Kolkata – 700 001.

The Resolutions passed by the members briefly related to:

ORDINARY BUSINESSES:


01. Adoption of (a) Audited Financial Statements, Reports of the Directors and Auditors for the financial year ended 31st March, 2018 and (b) Audited Consolidated Financial Statements for the financial year ended 31st March, 2018 and the Report of Auditors thereon (Ordinary Resolution).
02. Declaration of Dividend on Ordinary Shares (Ordinary Resolution).
03. Re-appointment of Shri Pracheta Majumdar (DIN: 00179118), Wholetime Director designated as Chief Management Advisor, who retires by rotation (Ordinary Resolution).

SPECIAL BUSINESS:

04. Appointment of Shri Dilip Ganesh Karnik (DIN: 06419513) as Non-Independent Non-Executive Director of the Company (Ordinary Resolution).
05. Re-appointment of Shri Pracheta Majumdar (DIN: 00179118) as Whole-time Director designated as the Chief Management Advisor (Special Resolution).
06. Re-appointment of Shri Vikram Swarup (DIN: 00163543) as an Independent Director (Special Resolution).
07. Re-appointment of Shri Anand Bordia (DIN: 00679165) as an Independent Director (Special Resolution).
08. Re-appointment of Shri Brij Behari Tandon (DIN: 00740511) as an Independent Director (Special Resolution).
09. Re-appointment of Shri Dhruba Narayan Ghosh (DIN: 00012608) as an Independent Director (Special Resolution).
10. Re-appointment of Dr. Deepak Nayyar (DIN: 00348529) as an Independent Director (Special Resolution).
11. Ratification of Remuneration of the Cost Auditors of the Company (Ordinary Resolution).

All the above Resolutions were approved and passed with requisite majority.

For BIRLA CORPORATION LIMITED


(GIRISH SHARMA)
JT. PRESIDENT (INDIRECT TAXES)
& COMPANY SECRETARY