

## **BIRLA CORPORATION LIMITED**

**Minutes of the Court Convened Meeting of the Shareholders of the Transferee Company held at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700 026 on Tuesday, the 8th April, 2014 at 11.00 a.m. pursuant to the order dated 6th January, 2014, subsequently modified by an orders dated 14th February, 2014 and 10th March, 2014 passed by the Hon'ble High Court at Calcutta in C.A. No. 522 of 2013**

---

### **PRESENT**

- Shri Sondwip Mukherjee - Advocate, Chairperson appointed by the Hon'ble High Court of Calcutta for the meeting of Equity Shareholders
- Shri B.R. Nahar - Managing Director

### **Company Officers**

- Shri G. Sharma - Sr. Vice President (Indirect Taxes) & Company Secretary

Pursuant to the order dated 6th January, 2014 (subsequently modified by orders dated 14th February, 2014 and 10th March, 2014) of Hon'ble High Court of Calcutta, Shri Sondwip Mukherjee, Advocate, appointed as the Chairperson of the Meeting took the Chair and extended a warm welcome.

2477 attendance slips were received from the members and the proxies attending the Meeting.

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 16596986 Ordinary Shares.

The Chairman referred to the Scheme of Amalgamation, a copy of which was signed by him in identification.

Thereafter, the Chairman took up the Agenda item as mentioned in the Notice and asked Shri G. Sharma, Sr. Vice President (Indirect Taxes) & Company Secretary to read the Resolution.

Shri G. Sharma, Sr. Vice President (Indirect Taxes) & Company Secretary read the following Resolution:

"RESOLVED that the Scheme of Amalgamation between Talavadi Cements Limited (Transferor Company) and Birla Corporation Limited (Transferee Company) and their respective shareholders ("the Scheme") placed before the meeting and initialled by the Chairman thereof for the purpose of identification be and is hereby approved subject to the sanction by the Hon'ble High Court at Calcutta and such modifications as may be made by the Hon'ble High Court under Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and such other approvals as may be required in this regard."



"RESOLVED FURTHER that the Board of Directors including the Company Secretary/Deputy Company Secretary of the Company be and are hereby authorised to implement the Scheme of Amalgamation once the same is sanctioned by the Hon'ble High Court at Calcutta and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

Proposed by : Shri M.S. Dey

Seconded by : Shri J.N. Kundu

The Chairman moved the aforesaid resolution and directed that the poll on the resolution 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 109 of the Companies Act, 2013. 4 (four) 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 8.00 p.m. at the venue of the Meeting and welcomed the members to be present at the time of declaration of the results and authorised Shri G. Sharma, Sr. Vice-President (Indirect Taxes) & Company Secretary to take all necessary action in accordance with the provisions of the Listing Agreement and the Companies Act.

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 for the purpose of declaring the results of the poll.

At 8.00 p.m. Shri G. Sharma, Sr. Vice-President (Indirect Taxes) & Company Secretary informed the Members that due to some unavoidable circumstances the Chairman could not be present for declaration of results. He informed that the results would be declared on 9th April, 2014 at 10 a.m. at the Registered Office of the Company situated at 9/1, R.N. Mukherjee Road, Kolkata – 700001. He invited the members for the purpose of declaration of results. Thereafter, the Meeting was adjourned for the purpose of declaring the results of the poll.

On 9th April, 2014 at 10 a.m. at Birla Building, 9/1, R.N. Mukherjee Road, Kolkata – 700001, based on the Reports furnished by the scrutineers to the Chairman, the following results of the poll taken on the Resolution of the Notice convening the Court Convened Meeting relating to "Approval of Scheme of Amalgamation between Talavadi Cements Limited (Transferor Company) and Birla Corporation Limited (Transferee Company) and their respective shareholders under Section 391 to 394 and other relevant provisions of the Companies Act, 1956" was declared. Shri Mukherjee requested Shri G. Sharma, Company Secretary to read the poll results. Thereafter, Shri G. Sharma announced the following poll results to the members:



SL. No.	Particulars	Number (1)	Value of Shares (Rs.) (2)
1	Total number of Persons who attended the Meeting	2477	655159470
2	Total number of people who cast the vote at the said Meeting	2330	654412940
3	Votes found invalid	295*	13271250
4	Number of valid votes cast	2035	641141690
5	Total votes cast in favour	1192	580829410
6	Total votes cast against	843	60312280
7	Percentage of valid votes cast in favour out of the total valid votes casted	<b>58.57%</b>	<b>90.59%</b>

\* Includes ballots found invalid for non holding.

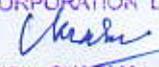
The resolution put to vote was accordingly declared as passed by requisite majority.

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

Sd/-  
Sondwip Mukherjee  
05.05.2014

**CHAIRMAN**

Certified to be true Copy  
For BIRLA CORPORATION LIMITED

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

Ref. No. 74G/

May 07, 2014

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

Corporate Relationship Department  
Bombay Stock Exchange Limited  
1st Floor, New Trading Ring, Rotunda Building, P.J. Towers,  
Dalal Street, Fort,  
Mumbai- 400 001  
Fax No. (022) 2272 2037/2039/2041/2061/3121/3719

Dear Sir,

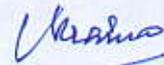
**Re : Court Convened Meeting held on 8th April, 2014**

In terms of Clause 31(d) of the Listing Agreement with you, enclosed please find a copy of the Proceedings of the Court Convened Meeting of the Shareholders of the Company in respect of the Amalgamation of Talavadi Cements Limited with Birla Corporation Limited held on 8th April, 2014 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**

**N.O.O.:**

**Cc:** Shri B. Matilal  
Corporate Communications Department,  
Corporate Office,  
Kolkata – for website publication