

CONSOLIDATED
SCRUTINIZER'S REPORT
BIRLA CORPORATION LTD.

98th Annual General Meeting
Held on Friday, 20th July, 2018
At "Kalpataru, Uttam Manch,
10/1/1, Monohar Pukur Road
Kolkata – 700026" at 10:30 A.M.

A MURARKA & CO
PRACTISING COMPANY SECRETARIES
DIAMOND PRESTIGE
41A, A J C BOSE ROAD
KOLKATA – 700017, INDIA
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CONSOLIDATED SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013 r/w
Companies (Management and Administration) Rules, 2014]

The Chairman
98th Annual General Meeting of the Shareholders of **Birla Corporation Limited**
Held on: 20th day of July, 2018 at 10:30 AM
At Kalpataru, Uttam Manch,
10/1/1, Monohar Pukur Road
Kolkata – 700026

Dear Sir,

Sub: Consolidated Report on the process of Voting through Electronic Means and Voting through Polling Paper pertaining to the 98th Annual General Meeting of Birla Corporation Limited.

1. I, **Anil Murarka**, a Company Secretary in Practice, having FCS No.- 3150 & CoP No.- 1857, have been appointed as a Scrutinizer by the Board of Directors of **Birla Corporation Limited** (the Company) at their Board Meeting held on 16th May, 2018 for Scrutinizing the voting that has taken place through electronic means i.e. by remote e-voting and voting through Polling Paper at the venue of the Annual General Meeting (AGM), in a fair and transparent manner, in respect of the Resolutions contained in the Notice of 98th AGM of the Shareholders of the Company dated 11th June, 2018 held on Friday, the 20th day of July, 2018 at Kalpataru, Uttam Manch, 10/1/1, Monohar Pukur Road, Kolkata – 700026 and also for ascertaining the requisite majority for the Resolutions proposed therein.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means i.e. by remote e-voting and voting through Polling Paper at the venue of the AGM for the Resolutions contained in the Notice of the 98th AGM of the Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means i.e. by remote e-voting and voting through Polling Paper at the venue of the AGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the Resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means i.e. by remote e-voting and voting through Polling Paper at the venue of AGM which was facilitated on the basis of data provided by Registrar & Share Transfer Agent of the Company.





3. The Company has dispatched Notice of the 98th AGM to the Shareholders by e-mail/courier, whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on Friday, the 15th day of June, 2018.
4. The Company had provided the facility of voting on the Resolutions proposed at the 98th AGM through electronic means i.e. by remote e-voting and voting through Polling Paper at the venue of the AGM to persons who were Shareholders as on cut-off date i.e. 13th day of July, 2018.
5. In accordance with the Notice dated 11th June, 2018 sent to the Shareholders and the 'Advertisement' published pursuant to Rule 20(4) (V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on Wednesday, the 27th day of June, 2018, the e-voting opened at 09:00 AM on 17th July, 2018 and remained open up to 5:00 P.M. on 19th July, 2018.
6. Particulars of all the votes cast by electronic means have been entered in a Register separately maintained for the purpose.
7. All votes casted in respect of Resolutions contained in the Notice of 98th AGM held on Friday, the 20th day of July, 2018 have been considered for my scrutiny.
8. Shareholders who were physically present at the venue of 98th AGM and already casted their vote using remote e-voting were not allowed to vote again at the venue of 98th AGM in any manner.
9. A Shareholder was not allowed to change his/her vote once casted.
10. All Shareholders who opted to vote at the venue of 98th AGM, were provided with the facility of Polling Paper.
11. I have obtained a complete record of votes cast by remote e-voting from NSDL, which was blocked by NSDL on Thursday, the 19th day of July, 2018 at 5:00 P.M.
12. I have immediately after the conclusion of voting at the venue of 98th AGM, first counted the votes cast at the meeting through Polling Paper and thereafter unblocked the votes cast through remote e-voting, in the presence of the 2(two) witnesses who are not in the employment of the Company, namely Ms. Yashika Poddar & Ms. Urvashi Jain.





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13. The Polling Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
14. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting through Polling Paper at the venue of AGM as under:-

Item No. 1: ORDINARY RESOLUTION -

To receive, consider and adopt :

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 and the Report of the Auditors thereon.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	143	60073907	167	14044	310	60087951	95.36
Against	25	2923744	2	5	27	2923749	4.64
Total Valid Votes Cast	168	62997651	169	14049	337	63011700	100.00
Invalid	0	0	6	22	6	22	--



Item No. 2: ORDINARY RESOLUTION -

To declare Dividend on Ordinary Shares.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	163	62853541	167	14044	330	62867585	100.00
Against	1	150	2	5	3	155	0.00
Total Valid Votes Cast	164	62853691	169	14049	333	62867740	100.00
Invalid	0	0	6	22	6	22	--

Item No. 3: ORDINARY RESOLUTION -

To re-appoint Shri Pracheta Majumdar (DIN:00179118), Wholetime Director designated as Chief Management Advisor, a Director of the Company retiring by rotation.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	139	60620639	167	14044	306	60634683	95.40
Against	29	2924024	2	5	31	2924029	4.60
Total Valid Votes Cast	168	63544663	169	14049	337	63558712	100.00
Invalid	0	0	6	22	6	22	--

Item No. 4: ORDINARY RESOLUTION –

To appoint Shri Dilip Ganesh Karnik (DIN: 06419513), Additional Director of the Company liable to retire by rotation as a Director of the Company.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	160	63530600	167	14044	327	63544644	99.98
Against	10	14091	2	5	12	14096	0.02
Total Valid Votes Cast	170	63544691	169	14049	339	63558740	100.00
Invalid	0	0	6	22	6	22	--

Item No. 5: SPECIAL RESOLUTION –

To re-appoint Shri Pracheta Majumdar (DIN: 00179118) as Whole-time Director liable to retire by rotation designated as the Chief Management Advisor for a period of 3 (three) years with effect from 20th May, 2018.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	139	60620424	167	14044	306	60634468	95.40
Against	29	2924024	2	5	31	2924029	4.60
Total Valid Votes Cast	168	63544448	169	14049	337	63558497	100.00
Invalid	0	0	6	22	6	22	--

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Item No. 6: SPECIAL RESOLUTION –

To re-appoint Shri Vikram Swarup (DIN: 00163543), as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from 1st April, 2019.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	129	59535068	167	14044	296	59549112	93.75
Against	40	3970203	2	5	42	3970208	6.25
Total Valid Votes Cast	169	63505271	169	14049	338	63519320	100.00
Invalid	0	0	6	22	6	22	--

Item No. 7: SPECIAL RESOLUTION –

To re-appoint Shri Anand Bordia (DIN: 00679165), as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from 1st April, 2019.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	104	58981309	167	14044	271	58995353	92.82
Against	65	4563357	2	5	67	4563362	7.18
Total Valid Votes Cast	169	63544666	169	14049	338	63558715	100.00
Invalid	0	0	6	22	6	22	--

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Item No. 8: SPECIAL RESOLUTION –

To re-appoint Shri Brij Behari Tandon (DIN: 00740511), as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from 1st April, 2019.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	110	59035341	167	14044	277	59049385	92.91
Against	59	4509325	2	5	61	4509330	7.09
Total Valid Votes Cast	169	63544666	169	14049	338	63558715	100.00
Invalid	0	0	6	22	6	22	--

Item No. 9: SPECIAL RESOLUTION –

To re-appoint Shri Dhruba Narayan Ghosh (DIN: 00012608), as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from 1st April, 2019.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	131	59548422	167	14044	298	59562466	93.71
Against	38	3996194	2	5	40	3996199	6.29
Total Valid Votes Cast	169	63544616	169	14049	338	63558665	100.00
Invalid	0	0	6	22	6	22	--

Item No. 10: SPECIAL RESOLUTION –

To re-appoint Dr. Deepak Nayyar (DIN: 00348529), as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from 1st April, 2019.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	141	60620817	167	14044	308	60634861	95.40
Against	28	2923849	2	5	30	2923854	4.60
Total Valid Votes Cast	169	63544666	169	14049	338	63558715	100.00
Invalid	0	0	6	22	6	22	--

Item No. 11: ORDINARY RESOLUTION –

To ratify & confirm Remuneration of ₹4,00,000/- (Rupees four lakh only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses, to M/s. Shome & Banerjee, (Firm Registration No.00001), Cost Auditors of the Company, for the Financial Year 2018-19 as approved by the Board of Directors of the Company, at its Meeting held on 16th May, 2018.

Company, at its meeting held on 16th May, 2018.							
Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	155	62324093	167	14044	322	62338137	100.00
Against	10	1137	2	5	12	1142	0.00
Total Valid Votes Cast	165	62325230	169	14049	334	62339279	100.00
Invalid	0	0	6	22	6	22	--




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15. The electronic data and all other relevant records relating to the e-voting and Polling Paper are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 98th AGM.

Place: Kolkata
Date : 21st July, 2018




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857

Countersigned by:

For Birla Corporation Limited


(Girish Sharma)
Company Secretary