



## 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](mailto:vinod@vinodkothari.com)  
Web: [www.vinodkothari.com](http://www.vinodkothari.com)  
[www.india-financing.com](http://www.india-financing.com)  
Unique Code – P1996WB042300  
PAN No - AAMFV6726E  
Service Tax Registration No. - AAMFV6726ESD001  
Udyog Adhar Number – WB10D0000448

### FORM No. MGT-13

#### Report of Scrutinizer(s)

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

To,  
The Managing Director  
Birla Corporation Limited  
Birla Building (3<sup>rd</sup> & 4<sup>th</sup>)  
9/1, R. N. Mukherjee Road  
Kolkata – 700 001

96<sup>th</sup> Annual General Meeting of the Equity Shareholders of Birla Corporation Limited  
held on Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata-700026, on  
Friday, the 8<sup>th</sup> day of July, 2016 at 10.30 A.M.

Dear Sir,

In terms of authority of the Board Resolution dated May 06, 2016, the Company has appointed the undersigned, Ms. Aditi Jhunjhunwala, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009 Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the voting process on the below mentioned Resolution (s) at the 96<sup>th</sup> Annual General Meeting of the Company, held on Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata-700026, on Friday, the 8<sup>th</sup> day of July, 2016 at 10.30 A.M.

We hereby submit our Report on polling process:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agents of the Company and the authorizations proxies lodged with the Company.

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Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016





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3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

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

- the Balance Sheet as at 31<sup>st</sup> March, 2016, 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, 2016.

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
191	16123	5.63

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	270039	94.37

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
15	210034







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

#### (i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
192	16223	5.67

#### (ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	270019	94.33

#### (iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
16	210054





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- c) **Resolution 3: To appoint a director in place of Shri Bachh Raj Nahar (holding DIN: 00049895), who retires by rotation and being eligible, offers himself for re-appointment as Managing Director.**

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
189	16210	5.66

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	270052	94.34

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
15	210034



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- d) **Resolution 4: 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 ('The Act') and the Companies (Audit and Auditors) Rules, 2014 ("the rules") made there under including any statutory amendments(s) or re-enactment thereof for the time being in force, pursuant to the recommendation of the Audit Committee, Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E), who have offered themselves for re-appointment and confirmed their eligibility to be appointed as auditors of the Company, in terms of the provisions of section 141 of the Act and Rules, 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
188	16205	5.66

- (ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	270057	94.34

- (iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
15	210034







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- e) **Resolution 5: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution :**

“RESOLVED THAT pursuant to Section 196 (3) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time in force), consent of the shareholders of the Company be and is hereby granted for the continuation of holding of office by Shri Pracheta Majumdar (DIN 00179118), Wholtime Director designated as Chief Management Advisor of the Company who has attained the age of 70 (Seventy) years, upto the expiry of his present term of office i.e. 19<sup>th</sup> May, 2018, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.”

- (i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
189	16210	5.66

- (ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	270052	94.34

- (iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
15	210034



*Johni*





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**f) Resolution 6: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :**

"RESOLVED THAT in partial modification of the Resolution passed at the Annual General Meeting of the Company held on 10<sup>th</sup> July, 2013 and in accordance with the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 the consent of the shareholders of the Company be and is hereby accorded for the variation in the terms and conditions of remuneration payable to Shri Pracheta Majumdar (DIN 00179118), Wholetime Director designated as Chief Management Advisor w.e.f. 1<sup>st</sup> April, 2016 for the remaining tenure of his office till 19<sup>th</sup> May, 2018 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this Notice and the Draft Supplemental Agreement to be entered into by the Company and Shri Pracheta Majumdar, and placed before the meeting for approval, with further authority to the Board of Directors (hereinafter referred to as the "Board", which term shall deemed to include Nomination and Remuneration Committee) of the Company to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed between the Board and Shri Pracheta Majumdar provided that the total remuneration payable to Shri Majumdar shall not exceed the limit specified under the Companies Act and Schedules appended thereto as amended from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in the said regard."

**(i) Voted in favour of the resolution:**

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
188	16205	5.66



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(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	270057	94.34

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
15	210034

**g) Resolution 7: 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. 3.50 lakhs (rupees three lakh fifty thousand 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 2016-17, as approved by the Board of Directors of the Company, at its meeting held on 6<sup>th</sup> May, 2016, 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.”



*Handwritten signature*





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189	16210	5.66

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	270052	94.34

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
15	210034

5. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution along with the poll papers and all other relevant records will be sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Place: Kolkata  
Date: July 09, 2016

For Vinod Kothari & Company  
Practising Company Secretaries

VINOD KOTHARI & COMPANY

*Aditi Jhunjunwala*

Partner Aditi Jhunjunwala

Partner

CP no.: 10144