



**SCRUTINIZER'S REPORT**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Birla Corporation Limited  
Kolkata

**E-voting at the 94<sup>th</sup> Annual General Meeting of Birla Corporation Limited to be held on Thursday, 21<sup>st</sup> August, 2014 at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata - 700 026**

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Birla Corporation Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 94<sup>th</sup> Annual General Meeting of the Company, do hereby submit my report as follows;

1. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 18<sup>th</sup> July, 2014.
3. The period for e-voting had begun at 09.00 a.m. on Thursday, 14<sup>th</sup> August, 2014 and ended at 06.00 p.m. on Saturday, 16<sup>th</sup> August, 2014.
4. The votes cast were unblocked on Monday, 18<sup>th</sup> August, 2014 at 11.00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Ms. Swetha Vijayakumar, who are not in the employment of the Company.
5. Based on the reports generated from NSDL's e-voting website <https://www.evoting.nsdl.com>, the results of e-voting are as under:





**Ordinary Businesses:**

**Item no. 1 – Ordinary Resolution** to consider and adopt Audited Financial Statements, Reports of the Directors and Auditors, Audited Consolidated Financial Statements for the year ended 31st March, 2014.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	86	58106830	100.00%
Voted against the resolution	0	0	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 2 – Ordinary Resolution** for declaration of Dividend on Ordinary Shares.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	87	58110080	100.00%
Voted against the resolution	0	0	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 3 – Ordinary Resolution** to appoint a director in place of Shri Harsh V. Lodha (DIN-00394094) who retires by rotation and being eligible, seeks re-appointment.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	81	57834106	99.53%
Voted against the resolution	5	275756	00.47%
Invalid votes	Nil	Nil	Nil

**Item no. 4 – Ordinary Resolution** to appoint Auditors of the Company to hold office for one year from the conclusion of this AGM till the conclusion of next AGM of the Company and fix their remuneration.





	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	84	58106611	99.99%
Voted against the resolution	1	3250	00.01%
Invalid votes	Nil	Nil	Nil

**Special Businesses:**

**Item no. 5 – Ordinary Resolution** for appointment of Shri Vikram Swarup as an Independent Director.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	82	57842956	99.54%
Voted against the resolution	4	266906	00.46%
Invalid votes	Nil	Nil	Nil

**Item no. 6 – Ordinary Resolution** for appointment of Shri Anand Bordia as an Independent Director.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	80	57830856	99.52%
Voted against the resolution	6	279006	00.48%
Invalid votes	Nil	Nil	Nil

**Item no. 7 – Ordinary Resolution** for appointment of Shri B.B. Tandon as an Independent Director.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the	80	57830856	99.52%







resolution			
Voted against the resolution	6	279006	00.48%
Invalid votes	Nil	Nil	Nil

**Item no. 8 – Ordinary Resolution** for appointment of Shri D. N. Ghosh as an Independent Director.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	87	58110080	100.00%
Voted against the resolution	0	0	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 9 – Ordinary Resolution** for appointment of Dr. Deepak Nayyar as an Independent Director.

	No. of Members who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	76	57757864	99.39%
Voted against the resolution	10	351998	00.61%
Invalid votes	Nil	Nil	Nil

**Item no. 10 – Ordinary Resolution** for re-appointment of Shri B.R. Nahar as Managing Director.

	No. of Member who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	86	58109862	100.00%
Voted against the resolution	0	0	00.00%
Invalid votes	Nil	Nil	Nil





**Item no. 11 – Ordinary Resolution** for change in terms of Shri Pracheta Majumdar, Whole-time Director designated as Chief Management Advisor.

	No. of Member who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	86	58109862	100.00%
Voted against the resolution	0	0	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 12 – Special Resolution** under section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs.3000 crores over and above the aggregate of paid up capital and free reserves of the Company.

	No. of Member who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	80	58110024	100.00%
Voted against the resolution	7	56	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 13 – Special Resolution** under section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge on Company's assets.

	No. of Member who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	80	58110024	100.00%
Voted against the resolution	5	46	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 14 – Ordinary Resolution** for approval of Remuneration of Cost Auditor.

	No. of Member who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the	87	58110080	100.00%





**Manoj Kumar Banthia**  
Company Secretary

**MKB & Associates**

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017  
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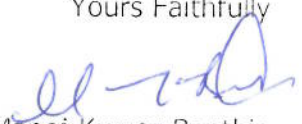
resolution			
Voted against the resolution	0	0	00.00%
Invalid votes	Nil	Nil	Nil

**Item no. 15 – Special Resolution** under section 94(1) of the Companies Act, 2013 for keeping Register of Members and other Registers at the office of the Registrar and Share Transfer Agent.

	No. of Member who voted	Number of votes cast	% of total number of votes cast
Voted in favour of the resolution	83	58110044	100.00%
Voted against the resolution	4	36	00.00%
Invalid votes	Nil	Nil	Nil

Thanking You,

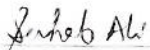
Yours Faithfully

  
Manoj Kumar Banthia  
Company Secretary  
Membership No.: 11470  
COP No.: 7596

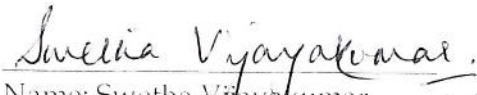
Date: August 18, 2014

Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com>, in our presence on Monday, 18th August, 2014.



Name: Saheb Ali  
Address: M/s MKB & Associates  
Shantiniketan, 8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata - 700017



Name: Swetha Vijayakumar  
Address: M/s MKB & Associates  
Shantiniketan, 8, Camac Street,  
5<sup>th</sup> Floor, Room no. 511,  
Kolkata - 700017

