



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
Web: www.vinodkothari.com
www.india-financing.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
Service Tax Registration No. - AAMFV6726ESD001
Udyog Adhar Number – WB10D0000448

Date: July 09, 2016

To
Managing Director
Birla Corporation Limited
9/1, R. N. Mukherjee Road
Kolkata- 700001
India

Consolidated Report of Scrutinizer for 96th Annual General Meeting of the Equity Shareholders of the Company held at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata-700 026, on Friday, 8th 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 Jhunjunwala, 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 96th Annual General Meeting of the Company, held on Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata-700026, on Friday, the 8th day of July, 2016 at 10.30 A.M.

We have separately, on even date, given our reports for the results of the e-voting, and the results of the polling process carried at the meeting. This consolidated report is to be read along with those separate reports.

We hereby submit our Consolidated Report as under:

1. The results of the voting on each resolution by adding the votes of the poll in favour or against a resolution with the remote e-voting in favour or against the same resolution are as under:



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



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Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01	298	59693225	88.99	33	7385170	11.01	15	210034
No.02	299	59693325	94.01	21	3806140	5.99	16	210054
No.03	295	59693307	88.99	37	7385188	11.01	15	210034
No.04	283	59155299	88.74	43	7505204	11.26	15	210034
No.05	295	59693237	88.99	36	7385183	11.01	15	210034
No.06	293	59693237	88.99	39	7385258	11.01	15	210034
No.07	296	59693312	88.99	36	7385183	11.01	15	210034



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2. The consolidated result of the remote e-voting and the poll on the matter put to vote at the 96th Annual General Meeting is as under:

Resolution No. 1: To receive, consider and adopt:

- the Balance Sheet as at 31st 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

Resolution required:			Ordinary					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	48427671	99.99	48427671	0	100.00	0.00
	Poll		5260		5260	0	100.00	0.00
	Total		48432931		48432931	0	100.00	0.00
Public-Institutions	E-Voting	15466584	11025932	71.29	11025932	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		11025932		11025932	0	100.00	0.00
Public-Non Institutions	E-Voting	13104572	7338630	58.14	223499	7115131	3.05	96.95
	Poll		280902		10863	270039	3.87	96.13
	Total		7619532		234362	7385170	3.08	96.92
Total		77005347	67078395	87.11	59693225	7385170	88.99	11.01



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Resolution No. 2: To declare dividend on Ordinary Shares.

Resolution required:			Ordinary					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	48434191	48427671	99.99	48427671	0	100.00	0.00
	Poll		5260		5260	0	100.00	0.00
	Total		48432931		48432931	0	100.00	0.00
Public-Institutions	E-Voting	15466584	11025932	71.29	11025932	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		11025932		11025932	0	100.00	0.00
Public-Non Institutions	E-Voting	13104572	3759620	30.83	223499	3536121	5.94	94.06
	Poll		280982		10963	270019	3.90	96.10
	Total		4040602		234462	3806140	5.80	94.20
Total		77005347	63499465	82.46	59693325	3806140	94.01	5.99

Resolution No. 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.



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Resolution required:			Ordinary					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	48427671	99.99	48427671	0	100.00	0.00
	Poll		5260		5260	0	100.00	0.00
	Total		48432931		48432931	0	100.00	0.00
Public-Institutions	E-Voting	15466584	11025932	71.29	11025932	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		11025932		11025932	0	100.00	0.00
Public-Non Institutions	E-Voting	13104572	7338630	58.14	223494	7115136	3.05	96.95
	Poll		281002		10950	270052	3.90	96.10
	Total		7619632		234444	7385188	3.08	96.92
Total		77005347	67078495	87.11	59693307	7385188	88.99	11.01

Resolution No. 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 the 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

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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."

Resolution required:			Ordinary					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	48427671	99.99	48427671	0	100.00	0.00
	Poll		5260		5260	0	100.00	0.00
	Total		48432931		48432931	0	100.00	0.00
Public-Institutions	E-Voting	15466584	10607940	68.59	10487924	120016	98.87	1.13
	Poll		0		0	0	0.00	0.00
	Total		10607940		10487924	120016	98.87	1.13
Public-Non Institutions	E-Voting	13104572	7338630	58.14	223499	7115131	3.05	96.95
	Poll		281002		10945	270057	3.89	96.11
	Total		7619632		234444	7385188	3.08	96.92
Total		77005347	66660503	86.57	59155299	7505204	88.74	11.26

Resolution No. 5: To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

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“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. 19th May, 2018, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.”

Resolution required:			Special					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	48427671	99.99	48427671	0	100.00	0.00
	Poll		5260		5260	0	100.00	0.00
	Total		48432931		48432931	0	100.00	0.00
Public-Institutions	E-Voting	15466584	11025932	71.29	11025932	0	100.00	0
	Poll		0		0	0	0	0
	Total		11025932		11025932	0	100	0
Public-Non Institutions	E-Voting	13104572	7338555	58.14	223424	7115131	3.04	96.96
	Poll		281002		10950	270052	3.90	96.10
	Total		7619557		234374	7385183	3.08	96.92
Total		77005347	67078420	87.11	59693237	7385183	88.99	11.01

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Resolution No. 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 10th 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), Wholtime Director designated as Chief Management Advisor w.e.f. 1st April, 2016 for the remaining tenure of his office till 19th 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."





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Promoter and Promoter Group	E-Voting	48434191	48427671	99.99	48427671	0	100.00	0.00
	Poll		5260		5260	0	100.00	0.00
	Total		48432931		48432931	0	100.00	0.00
Public-Institutions	E-Voting	15466584	11025932	71.29	11025932	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		11025932		11025932	0	100.00	0.00
Public-Non Institutions	E-Voting	13104572	7338630	58.14	223429	7115201	3.04	96.96
	Poll		281002		10945	270057	3.89	96.11
	Total		7619632		234374	7385258	3.08	96.92
Total		77005347	67078495	87.11	59693237	7385258	88.99	11.01

Resolution No. 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 6th May, 2016, be and is hereby

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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.”

Resolution required:			Ordinary					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	48427671	99.99	48427671	0	100.00	0.00
	Poll		5260		5260	0	100.00	0.00
	Total		48432931		48432931	0	100.00	0.00
Public-Institutions	E-Voting	15466584	11025932	71.29	11025932	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		11025932		11025932	0	100.00	0.00
Public-Non Institutions	E-Voting	13104572	7338630	58.14	223499	7115131	3.05	96.95
	Poll		281002		10950	270052	3.90	96.10
	Total		7619632		234449	7385183	3.08	96.92
Total		77005347	67078495	87.11	59693312	7385183	88.99	11.01

All the above Resolutions are passed with requisite majority.



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3. The details of the e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative authorized by the Board for safe keeping.

Place: Kolkata

For Vinod Kothari & Company

Practising Company Secretaries

VINOD KOTHARI & COMPANY

Aditi Jhunjhunwala

Partner Jhunjhunwala

Partner

CP no.: 10144

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