

**CONSOLIDATED**  
**SCRUTINIZER'S REPORT**  
**BIRLA CORPORATION LTD.**

*97<sup>th</sup> Annual General Meeting*  
*Held on Monday, 31<sup>st</sup> July, 2017*  
*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  
PHONE NO. : 033-40616033/34/35  
E- MAIL: anilmurarka@gmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT**  
[Pursuant to Section 108 of the Companies Act, 2013 r/w  
Companies (Management and Administration) Rules, 2014]

The Chairman  
97<sup>th</sup> Annual General Meeting of the Shareholders of **Birla Corporation Limited**  
Held on : 31<sup>st</sup> day of July, 2017 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 97<sup>th</sup> 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 26<sup>th</sup> May, 2017 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 97<sup>th</sup> AGM of the Shareholders of the Company dated 22<sup>nd</sup> June, 2017 held on Monday, the 31<sup>st</sup> day of July, 2017 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 97<sup>th</sup> 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 97<sup>th</sup> 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 23<sup>rd</sup> day of June, 2017.

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4. The Company had provided the facility of voting on the Resolutions proposed at the 97<sup>th</sup> 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. 24<sup>th</sup> day of July, 2017.
5. In accordance with the Notice dated 22<sup>nd</sup> June, 2017 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 8<sup>th</sup> July, 2017 the e-voting opened at 09:00 AM on 28<sup>th</sup> July, 2017 and remained open up to 5:00 P.M. on 30<sup>th</sup> July, 2017.
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 97<sup>th</sup> AGM held on Monday, the 31<sup>st</sup> day of July, 2017 have been considered for my scrutiny.
8. Shareholders who were physically present at the venue of 97<sup>th</sup> AGM and already casted their vote using remote e-voting were not allowed to vote again at the venue of 97<sup>th</sup> 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 97<sup>th</sup> 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 Sunday, the 30<sup>th</sup> day of July, 2017 at 5:00 P.M.
12. I have immediately after the conclusion of voting at the venue of 97<sup>th</sup> 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. Vibha Jain & Ms. Anu Gupta.
13. The Polling Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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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 :

- the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors thereon.
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	151	58345753	205	13759	356	58359512	93.76
Against	25	3883544	5	33	30	3883577	6.24
Total Valid Votes Cast	176	62229297	210	13792	386	62243089	100.00
Invalid	0	0	2	41	2	41	-

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**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	167	62051410	206	13761	373	62065171	99.67
Against	5	203687	4	31	9	203718	0.33
Total Valid Votes Cast	172	62255097	210	13792	382	62268889	100.00
Invalid	0	0	2	41	2	41	-

**Item No. 3: ORDINARY RESOLUTION -**

To re-appoint Shri Harsh V. Lodha (DIN : 00394094), 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	146	58359204	205	13758	351	58372962	93.74
Against	31	3896393	5	34	36	3896427	6.26
Total Valid Votes Cast	177	62255597	210	13792	387	62269389	100.00
Invalid	0	0	2	41	2	41	-

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**Item No. 4: ORDINARY RESOLUTION –**

To appoint Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) as Statutory Auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						Percentage of Valid Votes Cast (%)
	Remote E-voting		Polling Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Favour	152	58372053	204	13756	356	58385809	93.76
Against	25	3883544	6	36	31	3883580	6.24
Total Valid Votes Cast	177	62255597	210	13792	387	62269389	100.00
Invalid	0	0	2	41	2	41	-

**Item No. 5: ORDINARY RESOLUTION -**

To ratify & confirm the remuneration of M/s. Shome & Banerjee, Cost Accountants as Cost Auditors 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	153	58938053	204	13756	357	58951809	94.67
Against	24	3317544	6	36	30	3317580	5.33
Total Valid Votes Cast	177	62255597	210	13792	387	62269389	100.00
Invalid	0	0	2	41	2	41	-

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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 97<sup>th</sup> AGM.

Place: Kolkata  
Date : 1<sup>st</sup> August, 2017



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

Countersigned by:

For Birla Corporation Limited

(B.R.Nahar)  
Managing Director