

NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-Ninth Annual General Meeting of the Shareholders of the Company will be held at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata -700 026, on Tuesday, the 13th day of August, 2019 at 10.30 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2019 together with the Reports of the Auditors thereon.
2. To declare dividend on Ordinary Shares of the Company for the financial year ended 31st March, 2019.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that Shri Bachh Raj Nahar (DIN: 00049895), Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up.”
4. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shailaja Chandra (DIN: 03320688), who was appointed as an Independent Director and who holds office as an Independent Director up to 4th February, 2020 and being eligible for re-appointment and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years i.e. with effect from 5th February, 2020.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”
5. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) of such sum or sums and in such proportion/manner and upto such extent for each financial year commencing on or after 1st April, 2019 as the Board of Directors shall determine from time to time based on the recommendation of Nomination and Remuneration Committee within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 and other applicable provisions of the Act and Rules made thereunder.”

“RESOLVED FURTHER that the remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) payable to the Non-Executive Director(s) shall be in addition to the sitting fees and other reimbursement of expenses payable to each of them for participation in the Board, Committee and other meetings.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

6. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Sections 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company computed in the manner as laid down in Section 198 of the Act, to Shri Harsh V. Lodha (DIN:00394094), Non-Executive Chairman of the Company for the financial year 2019-20 as determined by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and such remuneration/compensation may exceed fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors of the Company.”

“RESOLVED FURTHER that the remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any thereon) payable to Shri Harsh V. Lodha, Non-Executive Chairman of the Company, shall be in addition to the sitting fees and other reimbursement of expenses payable to him for participation in the Board, Committee and other meetings.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

7. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions if any, 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 ₹ 4,00,000/- (Rupees four lakh only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses, to be paid to M/s. Shome & Banerjee, (Firm Registration No.000001), Cost Auditors of the Company, for the Financial Year 2019-20 as approved by the Board of Directors of the Company, at its Meeting held on 3rd May, 2019, 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.”

Registered Office :
Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata-700 001
CIN: L01132WB1919PLC003334

By Order of the Board

Girish Sharma
Jt. President (Indirect Taxes)
& Company Secretary

Dated, 1st July, 2019

Place : Kolkata

NOTES :

- (01) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.**
- (02) **A person shall not act as Proxy for more than Fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than 10 percent of the total share capital of the company carrying voting rights, may appoint a single person as Proxy and such person shall not act as Proxy for any other member. A Proxy Form is annexed to this Notice.**
- (03) Attendance Slip, Proxy Form and the Route Map of the venue of the meeting are annexed herewith.
- (04) Members/Proxies/Authorised Representatives should bring the Attendance Slip duly filled in for attending the Meeting.
- (05) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (06) The Register of Members and the Share Transfer Books of the Company will remain closed from 7th August, 2019 to 13th August, 2019 (both days inclusive).
- (07) Dividend on Ordinary Shares, when approved at the Meeting, will be paid to those members –
- (a) whose names appear as Beneficial Owners as at the end of business hours on 6th August, 2019, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 6th August, 2019.
- (08) The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos.3, 4, 5, 6 and 7 which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details of the Directors seeking appointment/re-appointment and/or fixation of remuneration of Directors as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is also annexed as **Annexure- 'A'** to the Notice.
- (09) At the Ninety-Seventh Annual General Meeting held on 31st July, 2017 the members approved appointment of Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No.109208W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Hundred and Second Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by Members at every Annual General Meeting. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 31st July, 2017.
- (10) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent (RTA), M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata -700045, quoting their folio number, any change in their registered address along with a copy of any one of the address proof i.e. Voter Identity Card, Aadhaar Card, Electric / Telephone Bill, Driving Licence, Passport or Bank Statement and for change in bank details along with cancelled Cheque and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (11) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2012, 2013, 2014, 2015, 2016, 2017 and 2018 and Interim Dividend Warrants for accounting year ended 31st March, 2012 and 2013 may immediately approach the Company for revalidation of unclaimed Dividend Warrants.
- (12) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11 and interim dividend declared upto financial year 2011-12, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The details of the unpaid / unclaimed amounts lying with the Company as on 20th July,

2018 (date of last Annual General Meeting) are available on the website of the Company (www.birlacorporation.com) and on Ministry of Corporate Affairs' website.

- (13) Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2018-19, the Company has transferred all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 03.08.2018 and 06.12.2018. Details of shares transferred to the IEPF Authority are uploaded on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (14) The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the Company/ RTA.
- (15) As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to dematerialize their holdings as it will not be possible to transfer shares held in physical mode.
- (16) The Company and the RTA has been mandated by SEBI to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. Members who has not yet submitted are, therefore, requested to submit their self-attested PAN and original cancelled cheque leaf/attested bank passbook showing name of the Account Holder to the Company/RTA.
- (17) Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all companies mandatorily have to use the bank account details furnished by the depositories for payment of dividends. Dividend will be credited to the Members' bank account through NACH/NEFT wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
- (18) Electronic copy of the Annual Report is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
- (19) Electronic copy of the Notice of this Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 99th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on Company's website www.birlacorporation.com for their download.
- (20) As per the provisions of the Companies Act, 2013 the facility for making/varying/ canceling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/Company.
- (21) As required by Securities and Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar & Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (22) **Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices, and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.**

(23) Shareholders/Proxy holders are requested to carry valid ID proof such as PAN, Voter Card, Passport, Driving Licence, Aadhaar Card etc. along with the printed attendance slip.

(24) Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be considered at the Meeting by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper/tab voting shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right at the Meeting through Polling Paper/tab voting. (Note: Polling process may be carried out by distributing polling paper or by making arrangement for voting through electronic voting systems, as may be decided by the Company).
- III. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 10th August, 2019 (9:00 a.m.) and ends on Monday, 12th August, 2019 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 6th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. Members desiring to vote through remote e-voting may refer to the following steps:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

A. Details on Step 1 are mentioned below:

Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'.

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is given below:

After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

Select "EVEN" of "Birla Corporation Limited".

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- VI. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting Website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 6th August, 2019. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- XI. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 6th August, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through Polling Paper/Tab Voting.
- XIII. Shri Anil Murarka (Membership No. F3150, C.P No. 1857), LL.B., Company Secretary in Wholetime Practice has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Poling Paper/Tab Voting” for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.birlacorporation.com and on the website of NSDL within 2 (two) days of passing of the resolutions at the Meeting of the Company and communicated to the Stock Exchanges.

- (25) Statutory Registers and documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection at the Registered Office/Corporate Office of the Company during business hours between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

Green Initiative of the Ministry of Corporate Affairs

Members are requested to support the “Green Initiatives” by registering their E-mail ID with the Company, if not already done.

Those members who have changed their E-mail ID are requested to register their new E-mail ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Members holding shares in physical mode are also requested to register their E-mail ID address with our Registrar & Share Transfer Agent – M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata -700045, E-mail ID: **mcssta@rediffmail.com**. Such registration of E-mail ID may also be made with the Company at its Registered Office as per the address mentioned above or at the E-mail ID: **greeninitiative@birlacorp.com**.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Items of Special Business:

Item No. 3

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Shri Bachh Raj Nahar (DIN: 00049895), Director retires by rotation at the ensuing Annual General Meeting. Shri Bachh Rah Nahar has indicated to the Company that he is not seeking reappointment. Shri Bachh Raj Nahar has been on the Board of the Company since August, 2006. Shri Nahar has made distinct and immense contribution for the growth of the Company. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Shri Nahar during his tenure on the Board of the Company. The Board proposes that the vacancy caused by his retirement be not filled-up.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri Bachh Raj Nahar and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No. 3 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item No.3 to be passed as Ordinary Resolution by the Members.

Item No. 4

Ms. Shailaja Chandra (DIN: 03320688) was appointed as the Independent Director of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, to hold office for a term of five (5) consecutive years w.e.f. 5th February, 2015 till 4th February, 2020.

The Board of Directors in its meeting held on 3rd May, 2019, noted that Ms. Shailaja Chandra was a Member of the Indian Administrative Service (IAS) and a civil servant for 38 years who has distinguished herself in several roles including as Delhi's only woman Chief Secretary. Ms. Chandra also has additional 10 years of experience in Public Governance. Apart from 15 years of experience with the Central Government where Ms. Chandra held assignments in the Ministries of Defence, Power and Health, Ms. Chandra has worked in different parts of the country with the State Governments. She was Health Secretary in Delhi and joined the Government of India as Joint Secretary in the Ministry of Health & Family Welfare where she was promoted as Additional Secretary and later Secretary in the same Ministry. Ms. Chandra was Chairman, Public Grievances Commission and Appellate Authority under the Delhi Right to Information Act and was the first Executive Director of the National Population Stabilisation Fund, Ministry of Health & Family Welfare, Government of India.

The Company and the Board has immensely benefitted from her vast experience and knowledge. Considering her contribution to the deliberations of the meetings and the valuable guidance and advice rendered by her, the Board felt that it will be in the interest of the Company to re-appoint Ms. Shailaja Chandra as an Independent Director of the Company.

The Board of Directors of the Company on the basis of the report of performance evaluation and on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Ms. Shailaja Chandra as Independent Director of the Company not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 5th February, 2020.

Ms. Shailaja Chandra has given her consent to act as an Independent Director of the Company and has furnished necessary declaration to the Board of Directors that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declaration received by the Company, Ms. Shailaja Chandra is not disqualified to be re-appointed as a Director under Section 164 of the Companies Act, 2013.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Shailaja Chandra, for the office of director of the Company.

In the opinion of the Board, Ms. Chandra fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director.

Copy of the draft letter of re-appointment to be issued to Ms. Chandra upon her re-appointment as an Independent Director of the Company setting out the terms and conditions of re-appointment would be available for inspection by any Member at the Registered

Office/Corporate Office between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Ms. Shailaja Chandra and her relatives, are in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No. 4 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item No.4 to be passed as Special Resolution by the Members.

Item No. 5

In terms of provisions contained in Section 197 of the Companies Act, 2013 ("the Act"), a company by way of an Ordinary Resolution in general meeting may authorise payment of remuneration/compensation to Non- Executive Directors (including Independent Directors), a sum not exceeding 1% (one percent) of the Net Profits of such company, if there is a Managing or Whole-Time Director or Manager.

Further, as per Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment thereto or modification thereof ("Listing Regulations"), the Board of Directors shall recommend all fees (save and except payment of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purposes whatsoever as may be decided by the Board of Directors within the limits as prescribed under Section 197(5) of the Act) or compensation, if any, paid to Non-Executive Directors including Independent Directors and the same shall require approval of shareholders in general meeting.

At present, save and except for the sitting fees for participating in the meetings of the Board of Directors and Committees thereof, the Company does not pay any remuneration/ compensation to Non-Executive Directors including Independent Directors. The Non-Executive Directors including Independent Directors of your Company bring with them significant professional expertise and rich experience across wide spectrum of functional areas and the role played by the Non-Executive Directors including Independent Directors in the Company's governance and performance is very important for growth of the Company. Accordingly, the Board of Directors of the Company at its meeting held on 3rd May, 2019 recommended for the approval of the members, payment of remuneration/compensation by way of profit related commission or otherwise as permissible under the Act to Non-Executive Directors including Independent Directors of the Company for all financial years commencing from 1st April, 2019 in line with the practices followed by the corporate sector in this regard and having regard to their roles and responsibilities and contribution made by them during their tenure as Non-Executive Directors of the Company. The amount of remuneration/ compensation payable to the Non-Executive Directors shall be determined by the Board of Directors for each financial year commencing from 1st April, 2019 based on the recommendation of the Nomination and Remuneration Committee. The remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) as above, shall be paid in such proportion/manner and upto such extent amongst all or some Non-Executive Directors as the Board of Directors determine from time to time within the overall maximum limit of 1% (one percent) of the Net Profits of the Company for the relevant financial year computed in the manner as laid down under Section 198 and other applicable provisions of the Act and rules made thereunder.

The said remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Director(s) shall be in addition to the sitting fees and reimbursement of expenses for attending Board/Committee meetings.

All the Directors and their relatives (except Managing Director and Whole-time Director of the Company and their relatives) are concerned or interested in the Resolution as set out at Item No. 5 of the Notice.

None of the Key Managerial Personnel of the Company either directly or through their relatives, are in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item No.5 to be passed as an Ordinary Resolution by the Members.

Item No. 6

Pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of the members of the Company by way of a special resolution is required to be obtained every year for

payment of annual remuneration/compensation by way of profit related commission or otherwise as permissible under the Companies Act, 2013 to a single Non-Executive Director exceeding fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors and giving details of remuneration thereof.

Shri Harsh V. Lodha has contributed immensely towards the sustained growth of the Company since his appointment as Non-Executive Chairman of the Company with effect from 23rd October, 2009. Considering the active and vital role played by Shri Harsh V. Lodha as Non-Executive Chairman of the Company, it is proposed to pay him remuneration/ compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2019-20, which may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 3rd May, 2019, recommended for passing of a Special Resolution by the Members of the Company for payment of remuneration/compensation by way of profit related commission or otherwise to Shri Harsh V. Lodha as the said remuneration/compensation payable to him for the financial year 2019-20, which may exceed fifty percent of total annual remuneration payable to all Non-Executive Directors of the Company.

The said remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to Shri Harsh V. Lodha shall be in addition to the sitting fees and reimbursement of expenses for attending Board/ Committee meetings.

Save and except Shri Harsh V. Lodha and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No.6 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item No.6 to be passed as a Special Resolution by the Members.

Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 3rd May, 2019, has considered and approved the appointment M/s. Shome & Banerjee, (Firm Registration No.000001) as the Cost Auditors of the Company for the Financial Year 2019-20 for the following products at a total remuneration of ₹ 4,00,000/- (Rupees four lakh only) per annum plus tax as applicable and reimbursement of travelling and incidental expenses:

1. Cement – ₹ 2,50,000/- (Rupees two lakh fifty thousand only) per annum.
2. Jute Goods - ₹ 1,25,000/- (Rupees one lakh twenty five thousand only) per annum.
3. Steel - ₹ 25,000/- (Rupees twenty five thousand only) per annum.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2019-20.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item No. 7 to be passed as Ordinary Resolution by the Members.

Registered Office :
Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata-700 001
CIN: L01132WB1919PLC003334
Dated, 1st July, 2019
Place : Kolkata

By Order of the Board

Girish Sharma
Jt. President (Indirect Taxes)
& Company Secretary

ANNEXURE TO ITEM NOS. 4 AND 6 OF THE NOTICE

Details of Directors seeking appointment/re-appointment and/or fixation of remuneration of Directors at the forthcoming Annual General Meeting [in pursuance to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

(As on 31st March, 2019)

Name of the Director	Ms. Shailaja Chandra	Shri Harsh V. Lodha
Date of Birth and Age	17.06.1944, (74 years)	13.02.1967, (52 years)
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	05.02.2015	23.04.1996
Qualifications	I.A.S.	Chartered Accountant
Experience (including nature of expertise in specific functional areas)/ Brief Resume	A civil servant for 38 years who has distinguished herself in several roles including as Delhi's only woman Chief Secretary. She also has additional 10 years of experience in Public Governance. Apart from 15 years of experience with the Central Government where Ms. Chandra held assignments in the Ministries of Defence, Power and Health, she has worked in different parts of the country with the State Governments.	Wide experience in Corporate Management including Finance and General Management functions.
Number of shares held in the Company	500*	1260*
List of directorships held in other companies	<ol style="list-style-type: none"> 1. Kerala Ayurveda Limited 2. JSW Energy Limited 3. JSW Energy (Barmer) Limited 4. JSW Hydro Energy Limited 5. JSW IP Holdings Private Limited 	<ol style="list-style-type: none"> 1. Alfred Herbert (India) Ltd. 2. Birla Cable Ltd. 3. Hindustan Gum & Chemicals Ltd. 4. J.K. Fenner (India) Ltd. 5. Punjab Produce Holdings Ltd. 6. Universal Cables Ltd. 7. Vindhya Telelinks Ltd. 8. Baroda Agents & Trading Co. Pvt. Ltd. 9. Birla Furukawa Fibre Optics Pvt. Ltd. 10. East India Investment Co. Pvt. Ltd. 11. Gwalior Webbing Co. Pvt. Ltd. 12. Oneworld Resources Pvt. Ltd. 13. RCCPL Pvt. Ltd. 14. Swiss India Financial Services Co. Pvt. Ltd. 15. The Punjab Produce & Trading Co. Pvt. Ltd.


ANNEXURE TO ITEM NOS. 4 AND 6 OF THE NOTICE (Contd.)

<p>Chairman/Member of the Committees of the Boards of the companies in which she/he is Director</p>	<p>Member <i>Audit Committee -</i> JSW Energy Limited JSW Hydro Energy Limited JSW IP Holdings Private Limited <i>Corporate Social Responsibility Committee -</i> JSW Energy Limited <i>Risk Management Committee -</i> Birla Corporation Limited</p>	<p>Chairman <i>Stakeholders Relationship Committee</i> Birla Corporation Limited <i>Corporate Social Responsibility Committee</i> Birla Corporation Limited Hindustan Gum & Chemicals Limited RCCPL Private Limited The Punjab Produce & Trading Co. Pvt. Limited Universal Cables Limited Member <i>Corporate Social Responsibility Committee -</i> Gwalior Webbing Co. Pvt. Limited <i>Committee of Directors -</i> Birla Corporation Limited RCCPL Private Limited <i>Nomination and Remuneration Committee -</i> Birla Corporation Limited RCCPL Private Limited</p>
<p>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</p>	<p>None</p>	<p>None</p>
<p>Number of meetings of the Board attended during the year 2018-19 [Out of 5 (Five) held]</p>	<p>5 (five)</p>	<p>5 (five)</p>
<p>Number of ESOPs granted</p>	<p>Nil</p>	<p>Nil</p>
<p>Terms and conditions of Appointment/Re-appointment</p>	<p>Not liable to retire by rotation</p>	<p>Liable to retire by rotation</p>
<p>Details of Remuneration sought to be paid</p>	<p>Ms. Chandra shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and shall also be entitled to commission, if any.</p>	<p>Shri Harsh V. Lodha shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and shall also be entitled to commission, if any.</p>
<p>Remuneration last drawn (including sitting fees, if any)</p>	<p>The details of the Remuneration paid to the Ms. Chandra during the financial year 2018-19 is provided in the Report on Corporate Governance.</p>	<p>The details of the Remuneration paid to the Shri Harsh V. Lodha during the financial year 2018-19 is provided in the Report on Corporate Governance.</p>

NOTE: * Shares held jointly with other shareholder.

ROAD MAP TO THE AGM VENUE



 Kalpataru Uttam Mancha
10/1/1, Monohar Pukur Road
Kolkata - 700 026