

NOTICE

To the Members

NOTICE is hereby given that the One Hundredth Annual General Meeting of the Members of the Company will be held on Tuesday, the 25th day of August, 2020 at 10.30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 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, 2020.
3. To appoint a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 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 2020-2021 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."
5. 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 all 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 2020-2021 as approved by the Board of Directors of the Company, at its Meeting held on 22nd May, 2020, 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
Email: investorsgrievance@birlacorp.com
Website: www.birlacorporation.com

By Order of the Board

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

Dated: 6th July, 2020
Place: Kolkata

Notes:

1. In view of the outbreak and continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the place from where the Chairman of the Company shall attend and conduct the Meeting.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Since the AGM will be held through VC / OAVM, the Attendance Slip and Route Map of the AGM are also not annexed to this Notice.**
3. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting through remote e-Voting, participation in the AGM through VC/OAVM and e-Voting at the AGM are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer by email to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The Statement pursuant to Section 102(1) of the Act, in respect of Item Nos. 4 and 5 which sets out details relating to Special Business at the Meeting and considered unavoidable by the Board, is annexed hereto and forms part of the Notice. The relevant details of the Director seeking re-appointment and/or fixation of remuneration of Director as required under Regulations 26(4) and 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings is also annexed as **Annexure- A** to the Notice.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the financial year 2019-2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The Notice of AGM along with the Annual Report for the financial year 2019-2020 will also be available on the Company’s website at www.birlacorporation.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
6. At the Ninety-Seventh Annual General Meeting held on 31st July, 2017, the members had approved the 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 has been 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.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th August, 2020 to 25th August, 2020 (both days inclusive).
8. The dividend on the Ordinary Shares, if approved at the AGM, will be paid subject to deduction of tax at source, to the Members whose names appear in the Register of Members/list of Beneficial Owners as at the end of business hours on Tuesday, 18th August, 2020, i.e. the date prior to the commencement of book closure.
9. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("IT Act"). To enable us to determine the appropriate TDS rates as applicable, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN) with their depositories (in case of shares held in demat mode) or with the Company/Registrar & Share Transfer Agent (RTA) (in case of shares held in physical mode) by sending the documents through email at investorsgrievance@birlacorp.com on or before Monday, 10th August, 2020. No communication on the tax determination/ deduction shall be entertained post 10th August, 2020. For the detailed process, the information is available on the Company's website at <https://www.birlacorporation.com/notice.html>.
10. The Company will arrange to email the soft copy of TDS certificate to the Members at their registered email ID in due course, post payment of the said Dividend. Members will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometaxindiaefiling.gov.in>.
11. The Company vide its separate email communication dated 15th July, 2020 had informed the Members regarding this change in the IT Act as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.
12. Pursuant to the Listing Regulations, 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, at the earliest once the normalcy is restored.
13. Members holding shares in physical form are requested to notify to the Company's 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 any change in Bank mandate along with original cancelled cheque leaf/attested bank passbook showing name of the Account Holder. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their respective Depository Participant.
14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-2012 and interim dividend declared upto the financial year 2012-2013 on respective due dates to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The details of the unpaid/unclaimed amounts lying with the Company as on 31st March, 2020 are available on the website of the Company at www.birlacorporation.com. Members who have not encashed their Dividend for the financial year 2012-2013 or any subsequent Dividend declared by the Company, are advised to write to the Company immediately.
15. 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 2019-2020, 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. 3rd August, 2019 and 15th December, 2019. 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.
16. The Members whose dividend/ shares has been transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the Company/RTA.

17. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 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.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrars, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. As per the provisions of the Act, 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 RTA/Company at mcssta@rediffmail.com and investorsgrievance@birlacorp.com respectively.
20. The Securities and Exchange Board of India (SEBI) has mandated submission of PAN by every participant in the securities market. Members holding shares in dematerialized form are therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA/Company.
21. To support "Green Initiatives", Members who have not yet registered their email address are requested to register the same with their Depository Participant(s) where shares are held in dematerialized form and with the RTA/Company where the shares are held in physical form. Members may follow the process detailed below for registration of email ID to obtain the Notice of AGM, Annual Report, user ID/password for e-Voting:
 - a. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the RTA/Company at mcssta@rediffmail.com and investorsgrievance@birlacorp.com respectively and along with the copy of the signed request letter mentioning the name, folio no., address of the Member, self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Bank Statement, Election Identity Card, Passport, Aadhaar Card) in support of the address of the Member.
 - b. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.

In case of any queries/difficulties in registering the email address, Members may write to investorsgrievance@birlacorp.com.

22. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and at the AGM) are given below:

A. Instructions for Members for attending the AGM through VC/OAVM:

- a) Members will be able to attend the AGM through VC/OAVM through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders login by using their remote e-Voting credentials and selecting the EVEN for the Company's AGM. The link for VC/OAVM will be available in shareholders login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b) Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
- c) Members may join the Meeting through their desktops/Laptops/ Smartphones, etc. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- d) Members may submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number to reach the Company's email address at agm@birlacorp.com on or before 5.00 p.m. (IST) on Saturday, 22nd August, 2020. Such questions by the Members shall be taken up during the Meeting and suitably dealt with

by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions.

- e) Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at agm@birlacorp.com between 9.00 a.m. (IST) on Thursday, 20th August, 2020 and 5.00 p.m. (IST) on Saturday, 22nd August, 2020. Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.
- f) Members may note that facility of joining the AGM through VC/OAVM provided by NSDL allows participation of at least 1000 members on first-come-first-served-basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-served-basis.
- g) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.

B. Instructions for Members for Remote e-Voting:

- a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with the MCA Circulars and SEBI Circular dated 12th May, 2020, 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 AGM by electronic means. The facility of casting the vote 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). Facility to cast vote through e-Voting system will also be provided by NSDL to Members participating in the AGM.
- b) The remote e-Voting period commences on Saturday, 22nd August, 2020 at 9.00 a.m. (IST) and ends on Monday, 24th August, 2020 at 5.00 p.m. (IST). 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, 18th August, 2020, 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.
- c) 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 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 1. 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.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. 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.

4. 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***

5. 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'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow the steps mentioned in Note No. 21 above.

6. 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 One-Time Password (OTP) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

B. Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. 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.
3. Select "EVEN" of "Birla Corporation Limited".
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. Instructions for Members for e-Voting on the day of the AGM:

- a) Members may follow the same procedure for e-Voting at the AGM as mentioned above for remote e-Voting.
- b) Only those Members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, and are otherwise not barred from doing so, shall be eligible to vote through e-Voting System in the AGM.
- c) The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- d) For details of the person who may be contacted for any assistance with the use of technology, before or during the AGM, please refer Note no. 23 (b) below.

23. General Guidelines for shareholders

- a. 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.
- b. In case of any queries/grievances pertaining to e-Voting (before or at the AGM), you may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., at the designated email IDs: amitv@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos.: +91-22-24994360 or +91-22-24994545 who will address the grievances on e-Voting.
- c. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- d. 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 18th August, 2020. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- e. 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. Tuesday, 18th August, 2020 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.

- f. 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 or casting vote through e-Voting system at the meeting.
 - g. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 - h. Shri Anil Murarka (Membership No. F3150, C.P No. 1857), LLB, 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.
 - i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit the Report to the Chairman or a person authorized by him in writing, who shall countersign the same.
 - j. 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 <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to the National stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
24. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice, if any, will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to agm@birlacorp.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4

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 been leading the Company as Chairman for several years. He has provided vision and leadership which has helped the Company achieve high standards of corporate governance, brand visibility and overall growth and efficiency. His in-depth knowledge in areas of operations, finance, corporate management including general management functions provides strategic guidance to the Company. Under the directions and guidance of the Board, Shri Lodha spends considerable time in reviewing the performance and operations of the Company as well as in formulating the strategy of the Company. Under his leadership, the Company has achieved considerable success and has been consistently posting healthy growth in terms of capacity, revenues as well as profitability. Considering the active and vital role played by Shri Harsh V. Lodha as Non-Executive Chairman of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 22nd May, 2020, 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 (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, to Shri Harsh V. Lodha for the financial year 2020-2021, which may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company.

The said remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) payable 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. 4 of the Notice.

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

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 22nd May, 2020, has considered and approved the appointment of M/s. Shome & Banerjee (Firm Registration No. 000001) as the Cost Auditors of the Company for the Financial Year 2020-2021 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2020-2021.

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. 5 of the Notice.

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

Registered Office:
Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata - 700 001
CIN: L01132WB1919PLC003334
Email: investorsgrievance@birlacorp.com
Website: www.birlacorporation.com

By Order of the Board

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

Dated: 6th July, 2020
Place: Kolkata

ANNEXURE TO ITEM NO. 3 AND 4 OF THE NOTICE

Details of Director seeking re-appointment and/or fixation of remuneration of Director 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, 2020)

Name of the Director	Shri Harsh V. Lodha (DIN: 00394094)
Date of Birth and Age	13.02.1967, (53 years)
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	23.04.1996
Qualifications	Chartered Accountant
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Wide experience in Corporate Management including Finance and General Management functions
Number of shares held in the Company	1260*
List of directorships held in other companies	<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 Private Limited (formerly Reliance Cement Co. Pvt. Ltd.) 14. Swiss India Financial Services Co. Pvt. Ltd. 15. The Punjab Produce & Trading Co. Pvt. Ltd.

ANNEXURE TO ITEM NO. 3 AND 4 OF THE NOTICE (Contd.)

<p>Chairman/Member of the Committees of the Boards of the Companies in which he is Director</p>	<p>Chairman</p> <p><i>Stakeholders Relationship Committee-</i> Birla Corporation Limited</p> <p><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</p> <p>Member</p> <p><i>Corporate Social Responsibility Committee-</i> Gwalior Webbing Co. Pvt. Limited</p> <p><i>Committee of Directors-</i> Birla Corporation Limited RCCPL Private Limited</p> <p><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>Number of meetings of the Board attended during the year 2019-2020</p>	<p>Shri Harsh V. Lodha has attended all the five Board Meetings held during the year.</p>
<p>Number of ESOPs granted</p>	<p>Nil</p>
<p>Terms and conditions of Re-appointment</p>	<p>Liable to retire by rotation</p>
<p>Details of Remuneration sought to be paid</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 Shri Harsh V. Lodha during the financial year 2019-2020 is provided in the Report on Corporate Governance.</p>

NOTE: * Shares held jointly with other shareholder.