



BIRLA CORPORATION LIMITED

CIN: L01132WB1919PLC003334

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

Ph- (033) 66166729/6737; Fax- (033) 22487988/2872

Email: investorsgrievance@birlacorp.com, Website: www.birlacorporation.com

ADDENDUM TO THE NOTICE OF 101ST ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated 5th August, 2021 convening 101st Annual General Meeting of the Company scheduled to be held on Wednesday, 29th September, 2021 at 10.30 a.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”):

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 (‘Act’) read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 7 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 5th August, 2021 and the notes provided therein. **Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.**

SPECIAL BUSINESS:

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

“RESOLVED that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rameshwar Singh Thakur (DIN: 00020126), in respect of whom the Company has received a notice in writing on 13th August, 2021 from a Member viz. The Punjab Produce & Trading Co. Pvt. Ltd. under Section 160 of the Act along with requisite deposit of ₹1,00,000/- (Rupees One Lakh only), proposing his candidature as a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company from the date of this 101st Annual General Meeting, liable to retire by rotation.”

“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.”

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**
For **Birla Corporation Limited**

Manoj Kumar Mehta
Company Secretary & Legal Head

Dated: 18th September, 2021
Place: Kolkata

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 101st AGM, is annexed hereto and forms part of the Notice.
 2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
 3. This addendum to the Notice of AGM is available on the website of the Company at www.birlacorporation.com, website of the Stock Exchanges at www.nseindia.com and www.bseindia.com and website of NSDL at www.evoting.nsdl.com.
 4. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 101st AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 101st AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 101st AGM.
-

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. 7

The Company had issued a Notice dated 5th August, 2021 for convening the 101st Annual General Meeting (“AGM”) scheduled to be held on Wednesday, 29th September, 2021 at 10.30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the same has already been circulated to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder.

Subsequently, on 13th August, 2021, the Company received a notice in writing from The Punjab Produce & Trading Co. Pvt. Ltd. (CIN: U74999WB1937PTC025402) (“Punjab Produce”), Member along with deposit of ₹1,00,000/- (Rupees One Lakh Only) proposing the candidature of Mr. Rameshwar Singh Thakur as a Director in terms of Section 160 of the Companies Act, 2013 for the 101st AGM of the Company.

The Company has also received from Mr. Rameshwar Singh Thakur, consent to act as a Director in Form DIR-2 and intimation by Director in Form DIR-8 under Section 164(2) of the Act confirming that he is not disqualified from being appointed as Director. However, Mr. Thakur has not submitted either himself or through the member proposing his candidature for the office of a director, his profile, details of experience and a declaration confirming that he has not been debarred or disqualified from being appointed or continuing or from holding office or restrained from acting as Director of any Company pursuant to any order of the Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs, or any such statutory authority.

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meeting(s) held on 10th September, 2021, upon perusal of the said Notice and after careful evaluation of the candidature of Mr. Rameshwar Singh Thakur, **have strongly recommended against** the appointment of Mr. Rameshwar Singh Thakur as a director of the Company and discussed, noted and observed the following:

- (a) Punjab Produce, which has proposed candidature of Mr. Rameshwar Singh Thakur for the office of a Director of the Company, has ongoing litigations with the companies/entities belonging to M.P. Birla Group. Therefore, the induction of Mr. Rameshwar Singh Thakur on the Board of Directors of the Company could be detrimental to the interest of the Company and other stakeholders as there is a possibility of conflict of interest. One of the criteria for identification of the Board member is that the proposed member should be able to balance the legitimate interest and concerns of all the stakeholders of the Company in arriving at appropriate decision in the best interest of the Company and not advance the views of or take directions from or advance the interests of a particular constituency. In view of multiple litigations initiated by Punjab Produce, the

appointment of Mr. Rameshwar Singh Thakur as a Director may be in an apparent conflict of interest with the Company and other stakeholders.

- (b) Even though the Notice under Section 160 of the Act is issued by the Punjab Produce, it is at the dictates of Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti, two of the three joint Administrator Pendente Lite (APLs) to the Estate of Late Priyamvada Devi Birla, the other joint APLs being Mr. Mahendra Kumar Sharma being totally opposed to them, the relevant chronicles of which is summarised herein:
- i. Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti had in the past issued letters to all the directors of the Company alleging disregard of orders of the Hon'ble Courts and followed it up by a contempt petition filed at their instigation before the Division Bench of the Hon'ble Calcutta High Court. This contempt petition was dismissed on 22nd April, 2021 by the Hon'ble Division Bench of the Calcutta High Court. Special Leave Petition from the said judgment and order dated 22nd April, 2021 has not been entertained by the Hon'ble Supreme Court by an order passed on 12th July, 2021. Mr. Mahendra Kumar Sharma, one of the joint APLs did not support the action of the other two joint APLs.
 - ii. It appears from diverse correspondence that the said two joint APLs (even though, along with Mr. Mahendra Kumar Sharma, the said two joint APLs hold only 1260 equity shares in the Company) are alleging majority control over the Company, seeking information and asking the Company to act as per their dictates. Such purported authoritarian conduct by the said two joint APLs is a clear attempt of infringement on the rights and powers of the Board bestowed by the Companies Act, 2013 and is against the interest of other stakeholders of the Company. Therefore, it is apprehended that the induction of any director who has behind him Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti may result in unauthorised sharing of confidential/insider information and disruption in the Company's management.
 - iii. The said two joint APLs have opposed the re-appointment of Justice Dilip Ganesh Karnik (Retired) who retiring by rotation and being eligible has offered himself for re-appointment. The grievance of the said two joint APLs against Justice Dilip Ganesh Karnik (Retired) is that, having written to him on more than ten occasions, he did not contact any of the said persons and further, before submitting his consent for re-appointment, Justice Dilip Ganesh Karnik (Retired) did not inform Justice Mohit S. Shah (Retired). This clearly shows that the said two joint APLs expect any person whom they consider to be their nominee director to act in a subservient manner and follow their instructions in the course of discharge of duties as Directors of the Company, which transcends their rights as shareholders of the Company and therefore is not in the interest of the Company and its stakeholders.
 - iv. The Board felt that the process adopted by the two joint APLs proposing appointment of directors through a promoter shareholder is an attempt to override the sanctity and authority of the Nomination and Remuneration Committee and the Board of Directors and the integrity of the Board would be compromised if they are so appointed.
- (c) Besides the above, the Nomination and Remuneration Committee has to also ensure that the Board of the Company consist of members with diverse background and experience in business, government, academics, technology, human resources, finance, law, etc. The Committee after examining the structure, composition and functioning of the present Board, reached to the conclusion that there would be no value addition to the Board of Directors or the Company by appointing Mr. Rameshwar Singh Thakur as a Non-Executive Non-Independent Director.
- (d) The Board of Directors felt that Mr. Rameshwar Singh Thakur is not suitable for appointment as director in the Company.

For the reasons stated above, the Nomination and Remuneration Committee as well as Board of Directors of the Company in their respective meeting(s) held on 10th September, 2021 **have strongly recommended "against" the appointment** of Mr. Rameshwar Singh Thakur for the office of a Director of the Company as proposed by The Punjab Produce & Trading Co. Pvt. Ltd. vide its Notice dated 13th August, 2021, pursuant to Section 160 of the Act.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to Notice is being issued by adding Item No. 7 as Special Business for appointment of Mr. Rameshwar Singh Thakur as a Non-Executive Non-Independent Director, liable to retire by rotation.

The details of the person seeking appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), to the extent provided in the aforementioned notice & enclosed documents is attached hereto as **Annexure-I**.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

The Nomination and Remuneration Committee and Board of Directors of the Company **do not recommend** the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members keeping in view the best interest of the Company and its relevant stakeholders.

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**
For **Birla Corporation Limited**

Manoj Kumar Mehta
Company Secretary & Legal Head

Dated: 18th September, 2021
Place: Kolkata

ANNEXURE TO ITEM NO. 7 OF THE NOTICE

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings with respect to Director seeking appointment, to the extent provided by him alongwith Notice under Section 160 of the Companies Act, 2013:

Name of the Director	Mr. Rameshwar Singh Thakur (DIN: 00020126)
Date of Birth and Age	06.09.1948 (73 years)
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	Not Applicable
Qualifications	BE (Mechanical Engineering), MBA
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Not Provided
Number of shares held in the Company	Not Provided
List of directorships held in other companies	1. Somany Ceramics Limited 2. Neutral Publishing House Ltd.
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	Not Provided
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not Provided
Number of meetings of the Board attended during the year 2020-2021	Not Applicable
Number of ESOPs granted	Nil
Terms and conditions of Re- appointment	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation
Details of Remuneration sought to be paid	If appointed, shall be entitled to Sitting Fees for attending meeting of the Board and the Committees, if any, and Commission as may be decided by the Board of Directors of the Company from time to time.
Remuneration last drawn (including sitting fees, if any)	Not Applicable