

NOTICE

To the Members

NOTICE is hereby given that the 101st (Hundred and First) Annual General Meeting of the Members of the Company will be held on Wednesday, the 29th day of September, 2021 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, 2021 together with the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Auditors thereon.
2. To declare a dividend of ₹10/- per ordinary share of the face value of ₹10/- each, of the Company for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Shri Dilip Ganesh Karnik (DIN: 06419513), 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 an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 138 of the Articles of Association of the Company, Shri Arvind Pathak (DIN: 00585588), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2021 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the appointment of Shri Arvind Pathak (DIN: 00585588) as the Managing Director & Chief Executive Officer of the Company, for a period of 3 (three) years with effect from 31st March, 2021, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with further authority to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Shri Arvind Pathak provided that the total remuneration payable to Shri Arvind Pathak shall not exceed the limit specified under the Companies Act, 2013 and Schedules appended thereto as amended from time to time."

"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 an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 148(3) 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(s) thereof,

for the time being in force), the remuneration of ₹4,50,000 (Rupees four lakh fifty thousand only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses incurred in connection with the cost audit, payable to M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), Cost Auditors of the Company, for the financial year 2021-2022 as approved by the Board of Directors of the Company, at its Meeting held on 12th May, 2021, 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: investors@grievance@birlacorp.com
Website: www.birlacorporation.com

By Order of the Board

Manoj Kumar Mehta
Company Secretary & Legal Head

Dated: 5th August, 2021
Place: Kolkata

Notes:

1. In view of the outbreak and continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated 13th January, 2021 read with circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 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. Further, the Securities and Exchange Board of India (‘SEBI’) vide its Circulars dated 12th May, 2020 and 15th January, 2021 (‘SEBI Circulars’) has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI 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 and SEBI 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 this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.**
3. Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM facility. 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 during the AGM are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at 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, 5 and 6 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 Directors seeking appointment/ re-appointment as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are also annexed as **Annexure- A** to the Notice.
5. Pursuant to the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2020-2021 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 2020-2021 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. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2021 to 29th September, 2021 (both days inclusive) for the purpose of this AGM and for the purpose of determining the entitlement of the members to the dividend, for financial year ended 31st March, 2021.
7. 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 Wednesday, 22nd September, 2021, i.e. the date prior to the commencement of book closure.
8. 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 tds@birlacorp.com on or before Friday, 10th September, 2021. No communication on the tax determination/ deduction shall be entertained post 10th September, 2021. For the detailed process, the information is available on the Company's website at <https://www.birlacorporation.com/notice.html>.
9. 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.
10. 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.
11. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012-2013 to the Investor Education and Protection Fund ("IEPF") established by the Central Government in compliance with the applicable provisions of the Act read with the rules framed thereunder. The details of the unpaid/unclaimed amounts lying with the Company as on 31st March, 2021 are available on the website of the Company at www.birlacorporation.com. Members who have not encashed their Dividend for the financial year 2013-2014 or any subsequent Dividend declared by the Company, are advised to write to the Company immediately.
12. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, all Shares in respect of which Dividend has not been paid or claimed by the Members for seven consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2020-2021, 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. 15th August, 2020. 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.
13. The Members whose dividend/ shares has been transferred to the IEPF Authority can claim their shares from the IEPF 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.
14. 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. Members may contact the Company's RTA at mcssta@rediffmail.com for assistance in this regard. Members may also refer the procedure for dematerialization of shares available on the Company's website at https://www.birlacorporation.com/investors/demat_process.pdf.

15. 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.
16. 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 by sending email at mcssta@rediffmail.com and investorsgrievance@birlacorp.com respectively. The said forms can also be downloaded from the Company's website at <https://www.birlacorporation.com/downloads.html>.
17. 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 details to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA/Company.
18. 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 or any other document/information:
 - 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 their respective Depository Participants.

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

19. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:
 - A. Instructions for Members for attending the AGM through VC/OAVM:**
 - a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned in point no. B below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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 to avoid last minute rush.
 - 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 Laptops, Smartphones, tablets and ipads for better experience, 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, 25th September, 2021. 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, 23rd September, 2021 and 5.00 p.m. (IST) on Saturday, 25th September, 2021. Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company/Chairman of the Meeting reserves the right to restrict the number of speakers, time allotted for each speaker and number of questions depending upon the availability of time at the AGM in order to ensure smooth conduct of 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.

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, SS-2 and Regulation 44 of the Listing Regulations read with the MCA Circulars and SEBI Circulars and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", 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 Sunday, 26th September, 2021 at 9.00 a.m. (IST) and ends on Tuesday, 28th September, 2021 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 22nd September, 2021, 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:

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system.

- I. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. 2. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>B. E-Voting website of NSDL:</p> <ol style="list-style-type: none"> 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 2. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-Voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.

II. Login method for remote e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login 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 Forexample, 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. Password details for shareholders other than Individual shareholders 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 steps mentioned in the Notice in case of those shareholders whose email ids are not registered.
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) 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 etc.
 - d) Members can also use the OTP (One Time Password) 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.

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

How to cast your vote electronically and join virtual meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of "Birla Corporation Limited" to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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) The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- 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 during the AGM.
- c) The Members who have voted through remote e-Voting prior to the AGM will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote at the AGM.
- d) For details of the person who may be contacted for any grievances connected with the facility for e-Voting, before or during the AGM, please refer Note no. 20(b) below.

20. 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 during 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 and 1800-224-430 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: evoting@nsdl.co.in or 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 22nd September, 2021. 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. Wednesday, 22nd September, 2021 may obtain the User 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.

- 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 during 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.
21. 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 on all working days during normal business hours 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 & 5

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri Arvind Pathak (DIN: 00585588), as an Additional Director of the Company with effect from 31st March, 2021, in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of the 101st Annual General Meeting of the Company. He has also been appointed as the “Managing Director & Chief Executive Officer” for a period of 3 (three) years with effect from 31st March, 2021 and also designated as the Key Managerial Personnel of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Arvind Pathak for the office of Director of the Company.

The Company has also received the consent in writing from Shri Arvind Pathak to act as a Director of the Company and a declaration under Section 164 of the Companies Act, 2013 to the effect that he is not disqualified from being appointed as a Director.

Shri Pathak has around 36 years of experience in the cement industry and is skilled in manufacturing, operations management, strategic planning, project development and execution, driving cost reduction and negotiations. Shri Pathak has a strong track record of successful planning and execution of long-term business plans. To avail his Professional and Advisory Services in various strategic and operational matters of the Company, the Board of Directors at its Meeting held on 1st March, 2021 based on the recommendation of the Nomination and Remuneration Committee had appointed Shri Arvind Pathak as an Additional Director and simultaneously the Managing Director & Chief Executive Officer of the Company for a period of 3 (three) years with effect from 31st March, 2021 and also designated him as the Key Managerial Personnel subject to the approval of the shareholders of the Company at the Annual General Meeting and other required approvals, if any, on the terms and conditions including remuneration (duly approved by the Nomination and Remuneration Committee) as incorporated in the agreement entered into between the Company and Shri Pathak.

A brief profile of Shri Arvind Pathak, including nature of his expertise and shareholding in the Company, etc. is annexed as ‘**Annexure- A**’ to the Notice.

The brief terms and conditions of the appointment are as set out herein below:

1. **Period of Appointment:** 31st March, 2021 to 30th March, 2024.

2. **Remuneration:**

2.1 **Salary:**

₹10,00,000/- (Rupees Ten lakhs only) per month with such annual increment/increase as may be recommended by the Nomination and Remuneration Committee and approved by the Board as it may deem fit. The revision in salary will take effect from 1st day of April every year or as the Board may decide based on the recommendation of the Nomination and Remuneration Committee.

2.2 **Performance Linked Bonus:**

A maximum amount of ₹1,00,00,000/- (Rupees One Crore Only) or such other maximum amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board, for each financial year.

2.3 **Adhoc Allowance:**

₹10,95,467/- (Rupees Ten Lakhs Ninety Five Thousand Four Hundred and Sixty Seven only) per month or such other amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board.

2.4 House Rent Allowance:

₹6,00,000/- (Rupees Six Lakhs Only) being 60% of the Basic Salary per month or such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each financial year, as House Rent Allowance.

2.5 Soft Furnishing Allowance:

₹10,00,000/- (Rupees Ten Lakh Only) per annum or such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each financial year, as Soft Furnishing Allowance.

2.6 Leave Travel Allowance:

₹1,00,000/- (Rupees One Lakh Only) per annum or such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each financial year, as Leave Travel Allowance.

2.7 Medical Reimbursement/Allowance:

₹1,00,000/- (Rupees One Lakh Only) per annum or such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each financial year, as Medical Reimbursement and/or Allowance.

2.8 Joining Bonus:

A Joining Bonus of ₹15,00,000/- (Rupees Fifteen Lakh Only) to be paid on joining the services of the Company.

2.9 Perquisites:

In addition, the Managing Director & Chief Executive Officer, will be entitled to the following perquisites, benefits and allowances as mentioned hereinafter:

2.9.1 Club Fees:

Membership of one club. The subscription fees of that club will be borne by the Company.

2.9.2 Personal Accident Insurance:

Personal Accident Insurance Policy of an amount the annual premium of which does not exceed ₹12,000/- (Rupees twelve thousand only).

2.9.3 Car and Telephone:

Free use of Company's Car for Company's work as well as for personal purposes along with driver and telephone at residence at Company's cost.

2.9.4 In addition to the above, he will also be entitled to the following:

a) **Provident Fund :**

Company's contribution towards Provident Fund as per the Rules of the Company.

b) **Leave:**

Leave with full pay and allowances (including encashment of unavailed earned leave thereof) as per the Rules of the Company.

c) **Medical Insurance:**

Medical insurance under Group Mediclaim Policy for self, spouse and children upto 25 years as per the Rules of the Company.

d) **Relocation Expenses:**

Relocation expenses including travelling expenses of self and spouse, transportation, packing and unpacking expenses incurred for shifting from Mumbai to Kolkata will be reimbursed on actuals.

2.9.5 Other Allowances:

Any other allowances, benefits and perquisites as the Board may decide from time to time based on the recommendation of the Nomination and Remuneration Committee.

2.9.6 Minimum Remuneration:

Notwithstanding the above, where in any financial year during the currency of tenure of the Managing Director & Chief Executive Officer, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary and perquisites not exceeding the overall limit prescribed in Schedule V and other applicable provisions of the Companies Act, 2013, or any amendment thereof as minimum remuneration subject to the conditions stipulated therein in addition to the amounts mentioned in para 2.9.4(a) and encashment of leave at the end of the tenure which shall not be included in the computation of the ceiling of remuneration.

3. The Managing Director & Chief Executive Officer shall be subject to retirement by rotation during his tenure. However, the Managing Director & Chief Executive Officer re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of the Managing Director & Chief Executive Officer and such re-appointment shall not be deemed to constitute a break in his appointment/service as the Managing Director & Chief Executive Officer of the Company.
4. No sitting fees will be paid to the Managing Director & Chief Executive Officer for attending the Meetings of the Board of Directors or Committees thereof.
5. The Managing Director & Chief Executive Officer will also be entitled to reimbursement of entertainment expenses actually incurred in the course of legitimate business purpose of the Company.
6. The headquarters of the Managing Director & Chief Executive Officer will be based at Kolkata for attending his duties.
7. The Managing Director & Chief Executive Officer shall generally look after the management of the affairs of the Company subject to the overall superintendence, control and directions of the Board of the Company. The Board may from time to time entrust Managing Director & Chief Executive Officer with such powers exercisable by the Board as they think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think proper, which shall be exercised by the Managing Director & Chief Executive Officer diligently, in the best interests of the Company.
8. During the continuance of the employment, the Managing Director & Chief Executive Officer shall not enter into any other service or employment. Any process, discovery, invention or patent acquired by the Managing Director & Chief Executive Officer in the course of his employment will belong to the company.
9. The Managing Director & Chief Executive Officer will abide by the rules and regulations of the Company as are in force at the moment or as may be in force from time to time and will carry out the duties in the best interest of the Company as well as in the most efficient manner as directed by the Management.
10. The Managing Director & Chief Executive Officer will not disclose to anyone, particulars or details of our manufacturing processes, technical know-how, business strategies, security arrangement, administrative/official and/or organizational matters of a confidential or secret nature which the Managing Director & Chief Executive Officer may come to know by virtue of being in the employment of the Company.

11. In all matters not specifically provided for herein, the Managing Director & Chief Executive Officer will be governed subject to rules & regulations of the Company as may be in force from time to time at the place where the Managing Director may be working.
12. The services of the Managing Director & Chief Executive Officer are subject to termination by either party at any time by giving three (3) months' notice in writing or on payment of equivalent salary in lieu thereof.
13. The services of the Managing Director & Chief Executive Officer are liable to be terminated without any notice in case of any breach on his part of any of the terms and conditions mentioned herein above.
14. If at any time the Managing Director & Chief Executive Officer ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Managing Director & Chief Executive Officer and this Agreement with the Company shall stand terminated forthwith. Similarly, if at any time the Managing Director & Chief Executive Officer ceases to be in the employment of the Company for any cause/ reason whatsoever, he shall cease to be a Director of the Company.
15. The terms and condition contained in this Agreement including remuneration shall be subject to the approval of the Shareholders in the next General Meeting of the Company and in the event of any alteration directed/approved by the Shareholders in any terms and conditions mentioned herein above including remuneration, the same shall be binding on the Managing Director & Chief Executive Officer and his appointment shall be subject thereto. A supplemental deed of variation shall be entered into with the Managing Director & Chief Executive Officer for incorporation of such changes as may be approved by the Shareholders.

A copy of the agreement entered into by the Company with Shri Arvind Pathak containing the terms and conditions of appointment and remuneration payable to him and copy of the resolutions passed by the Board of Directors on 1st March, 2021 would be available electronically for inspection by the members during the AGM.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Arvind Pathak under Section 190 of the Act.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms and conditions of appointment and remuneration specified above are now being placed before the Members for their approval.

Shri Arvind Pathak and his relatives may be deemed to be interested in the resolutions as set out at Item No. 4 & 5 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 4 & 5 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item No. 4 & 5 to be passed as Ordinary Resolutions by the Members.

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on 12th May, 2021, has considered and approved the appointment of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), as the Cost Auditors of the Company for the financial year 2021-2022 to conduct the audit of the cost records of the Company for the following products at a total remuneration of ₹4,50,000 (Rupees four lakh fifty thousand only) per annum plus tax as applicable and reimbursement of travelling and incidental expenses incurred in connection with the Cost Audit:

1. Cement- ₹2,85,000 (Rupees two lakh eighty five thousand only) per annum.
2. Jute Goods- ₹1,40,000 (Rupees one lakh forty 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-2022.

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. 6 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out at Item No. 6 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

Manoj Kumar Mehta
Company Secretary & Legal Head

Dated: 5th August, 2021
Place: Kolkata

ANNEXURE TO ITEM NO. 3, 4 AND 5 OF THE NOTICE

Details of Directors seeking appointment/re-appointment 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, 2021)

Name of the Director	Shri Dilip Ganesh Karnik (DIN: 06419513)	Shri Arvind Pathak (DIN: 00585588)
Date of Birth and Age	10.05.1950 (70 years)	08.01.1959 (62 years)
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	11.11.2017	31.03.2021
Qualifications	Completed Bachelor of Science from University of Pune in the year 1969 and is also a Gold medalist in Law from University of Pune.	Shri Pathak holds an Electrical Engineering degree from the IIT (BHU) and PG degree in Industrial Engineering and Management.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	He was a practicing advocate and Judge of Hon'ble Bombay High Court. He has a vast experience as an Arbitrator and Legal Consultant (Advisor in Commercial, Corporate, Property and Family Laws and Arbitrator in Commercial, Property and Family Disputes).	Skilled in manufacturing, operations management, strategic planning, project development and execution, driving cost reduction and negotiations. He has a strong track record of planning & executing long-term business plans.
Number of shares held in the Company	500	150
List of directorships held in other companies	1. Universal Cables Limited 2. Vindhya Telelinks Limited 3. ICICI Prudential Life Insurance Company Limited 4. ICICI Securities Primary Dealership Limited 5. ICICI Prudential Asset Management Company Limited	NIL
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	Chairman <i>Nomination and Remuneration Committee</i> – ICICI Securities Primary Dealership Limited ICICI Prudential Life Insurance Company Limited <i>Corporate Social Responsibility Committee</i> – ICICI Securities Primary Dealership Limited ICICI Prudential Life Insurance Company Limited	NIL

	<p>Member</p> <p><i>Audit Committee –</i></p> <p>ICICI Prudential Life Insurance Company Limited</p> <p>ICICI Securities Primary Dealership Limited</p> <p>ICICI Prudential Asset Management Company Limited</p> <p><i>Risk Management Committee-</i></p> <p>ICICI Prudential Asset Management Company Limited</p> <p>Birla Corporation Limited</p> <p><i>Risk Management & I.T. Strategy Committee-</i></p> <p>ICICI Securities Primary Dealership Limited</p> <p><i>Customer Service & Policy Holders Protection Committee-</i></p> <p>ICICI Prudential Life Insurance Company Limited</p>	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year 2020-2021	Two of Six	NA
Number of ESOPs granted	NIL	NIL
Terms and conditions of Re-appointment	He is a Non-Executive Non-Independent Director and liable to retire by rotation.	As mentioned in the explanatory statement at item no. 4 and 5 of this Notice.
Details of Remuneration sought to be paid	Entitled to Sitting Fees for attending meeting of the Board and the Committees thereof and Commission as may be decided by the Board of Directors of the Company from time to time.	As per the resolution at item no. 5 of the Notice convening this Meeting read with the Statement annexed thereto.
Remuneration last drawn (including sitting fees, if any)	The details of the Remuneration paid to the Directors during the financial year 2020-2021 are provided in the Report on Corporate Governance.	