

NOTICE

To the Members

NOTICE is hereby given that the 102nd (Hundred and Second) Annual General Meeting of the Members of the Company will be held on Tuesday, the 27th day of September, 2022 at 10.30 a.m. (IST) at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata -700 026 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, 2022 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, 2022 together with the Report of the Auditors thereon.
2. To declare a dividend of ₹10/- per ordinary share of face value of ₹10/- each for the financial year ended 31st March, 2022.
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.
4. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W), be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of 5 (Five) consecutive years to hold office from the conclusion of this 102nd (Hundred and Second) Annual General Meeting till the conclusion of the 107th (Hundred and Seventh) Annual General Meeting of the Company to be held in the year 2027 and the Board of Directors of the Company be and is hereby authorised to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them in connection with the Audit of Accounts of the Company."

"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."

SPECIAL BUSINESS:

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 other applicable provisions, if any, of the Companies Act, 2013 read with 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 2022-2023 as approved by the Board of Directors of the Company, at its Meeting held on 11th May, 2022, 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: investorgrievance@birlacorp.com
Website: www.birlacorporation.com

By Order of the Board

Manoj Kumar Mehta
Company Secretary & Legal Head

Dated: 8th August, 2022
Place: Kolkata

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' OR 'MEETING') IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.**
2. **A person shall not act as Proxy for more than Fifty (50) members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as Proxy and such person shall not act as Proxy for any other member.**
3. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed herewith.
4. Members/Proxies/Authorised Representatives are requested to carry valid ID proof such as PAN, Voter Card, Passport, Driving Licence, Aadhaar Card along with the Attendance Slip duly filled in for attending the Meeting.
5. Institutional Investors are encouraged to attend and vote on the resolutions provided in the Notice. 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 and Voting at the AGM are requested to send a certified copy of the Board Resolution/ Authorization etc. authorizing their representative to attend and vote on their behalf to the Scrutinizer by email at evotingam@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
6. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act'), in respect of special business set out under Item No. 5 is annexed hereto and forms part of the Notice. Further, additional information with respect to Item No. 4 is also annexed hereto as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
7. The relevant details of the Director seeking 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.
8. The Annual Report for the financial year 2021-2022 along with Notice of the AGM, Attendance Slip and Proxy Form are being sent through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent in the permitted mode. The physical copy of the Notice along with Annual Report shall also be made available to the Member(s) who may request for the same in writing to the Company. The Notice of AGM along with the Annual Report for the financial year 2021-2022 is also 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. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2022 to 27th September, 2022 (both days inclusive) for the purpose of this AGM and for the purpose of determining the entitlement of the members to the dividend, for the financial year ended 31st March, 2022.
10. 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, 20th September, 2022, i.e. the date prior to the commencement of book closure.
11. Pursuant to 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. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to tds@birlacorp.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to tds@birlacorp.com. The Company will be issuing a communication detailing information regarding deduction of tax at source on dividend distribution including action required from members prior to payment of dividend separately. For the detailed process, the information is available on the Company's website at <https://www.birlacorporation.com/notice.html>.

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.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, IFSC, MICR code etc.

For shares held in electronic form: to their Depository Participant only and not to the Company or RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

For shares held in physical form: to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website under the link: <https://www.birlacorporation.com/downloads.html>.

14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-2014 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.
15. 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 2021-2022, 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. 26th September, 2021. 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 IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority at <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. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this and also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Members can refer the procedure for dematerialization under the weblink at https://www.birlacorporation.com/investors/demat_process.pdf.
18. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.birlacorporation.com/downloads.html>. Members are requested to submit the said details to their DP's in case the shares are held by them in dematerialized form and to the Company/RTA in case the shares are held in physical form.
19. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31st March, 2023, and linking PAN with Aadhaar by 31st March, 2022 vide its circular dated 3rd November, 2021 and 15th December, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar at mcssta@rediffmail.com. The forms for updating the same are available at <https://www.birlacorporation.com/downloads.html>.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the RTA/Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

20. 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:
- 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 submitting duly filled and signed Form ISR-1, the format of which is available on the Company's website under the weblink at <https://www.birlacorporation.com/investors/downloads/Form-ISR-1-p-BCL.pdf> along with 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.
 - 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.

21. **Instructions for Members for Remote e-Voting are given below:**

- 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 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 CDSL.
- The remote e-Voting period commences on Saturday, 24th September, 2022 at 9.00 a.m. (IST) and ends on Monday, 26th September, 2022 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, 20th September, 2022, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- Members desiring to vote through remote e-Voting may refer to the following steps:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares 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.

Pursuant to aforesaid SEBI Circular, **Login method for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of CDSL for casting of vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL .	<p>A. NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 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. 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 company name or e-Voting service provider - NSDL and you will be re-directed to NSDL website for casting your vote during the remote e-Voting period. 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"> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider - NSDL name and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. Click on options available against company name or e-Voting service provider-CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period.

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. CDSL and NSDL.

Login type	Helpdesk details
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 toll free no. 1800 22 55 33 or at 022-23058738 or 022-23058542/43.
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.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. Login method through CDSL e-voting system for remote e-Voting for **shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <https://www.evotingindia.com/> either on a Personal Computer or on a mobile.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by

the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for **"Birla Corporation Limited"**
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload Board Resolution/POA if any uploaded, which will be made available to scrutinizer for verification.

ii. **Additional Facility for Non-Individual Shareholders and Custodians For Remote Voting only.**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorsgrievance@birlacorp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. **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 to reset the password.
- b) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- 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 Facility for voting through ballot/polling papers shall be made available at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-Voting shall be able to exercise their voting right at the Meeting through Polling Paper. However, the members who have cast their vote by remote e-Voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
- e) 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 Tuesday, 20th September, 2022. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- f) 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, 20th September, 2022 may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or mcssta@rediffmail.com.

However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote.

- g) 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 ballot paper at the Meeting.
 - h) 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.
 - i) 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.
 - j) 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 2 working days 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.
 - k) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.birlacorporation.com and on the website of CDSL at <https://www.evotingindia.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.
23. 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 for inspection by the Members during the AGM. All relevant documents referred to in the Notice, if any, will also be available for inspection at the Registered Office/Corporate Office of the Company during business hours between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the AGM and will also be available for inspection during the AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the business proposed to be transacted under Item Nos. 4 & 5 of the accompanying Notice:

Item No. 4

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Members of the Company at the 97th Annual General Meeting (AGM) held on 31st July, 2017 approved the appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants, (Firm Registration No. 109208W) as the Statutory Auditors of the Company for a period of 5 (five) years, commencing from conclusion of 97th AGM till the conclusion of 102nd AGM to be held in the year 2022. In terms of the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two terms of five consecutive years.

After evaluating and considering various aspects of the audit firm like industry experience, market standing of the firm, clientele served, technical knowledge, competency of the audit team, independence etc., the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 11th May, 2022, approved the re-appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants, (Firm Registration No. 109208W), as the Statutory Auditors of the Company for the second term of five consecutive years, to hold office from the conclusion of this 102nd AGM till the conclusion of the 107th AGM of the Company to be held in the year 2027 at such remuneration as may be decided by the Board plus travelling and other incidental expenses that may be incurred by them in connection with the Audit. The re-appointment is subject to approval of members of the Company.

M/s. V. Sankar Aiyar & Co. have given their consent to act as Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

M/s V. Sankar Aiyar & Co. is a Chartered Accountants Firm registered with Institute of Chartered Accountants of India having Firm Registration No. 109208W. The firm is in practice since 1952. The firm has 14 partners and total staff of more than 100 people working with them. The Firm has vast experience in audits of corporates and non-corporates engaged in manufacturing, financial sector (banking and insurance), exports, service industry etc., and Public Sector Undertakings. The Firm is also empanelled with the Auditor and Comptroller General of India. The Firm provides range of services which include Audit & Assurance, Taxation, Valuation & Corporate Advisory, etc.

None of the Directors/Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested in the resolution as set out at Item No. 4 of the Notice.

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

Item No. 5

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice.

In compliance with the above, the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on 11th May, 2022, 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 2022-2023 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 members of the Company.

None of the Directors/Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested in the resolution as set out at Item No. 5 of the Notice.

The Board of Directors, therefore, recommends the resolution set out at Item No. 5 to be passed as Ordinary Resolution by the members for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-2023.

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

By Order of the Board

Manoj Kumar Mehta
Company Secretary & Legal Head

Dated: 8th August, 2022
Place: Kolkata

ANNEXURE TO ITEM NO. 3 OF THE NOTICE

Details of Director seeking 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, 2022)

Name of the Director	Shri Harsh V. Lodha (DIN: 00394094)
Date of Birth and Age	13.02.1967 (55 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	Shri Harsh V. Lodha has over 36 years of experience in the field of business, finance, advisory and consultancy. He has handled audits of several large publicly quoted companies in India and has been involved in several advisory assignments in the fields of international takeovers and financing, domestic financing, project structuring, capital mobilisation, joint ventures/ collaborations, mergers/ reconstructions and rehabilitation.
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 14. The Punjab Produce & Trading Co. Pvt. Ltd.*

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

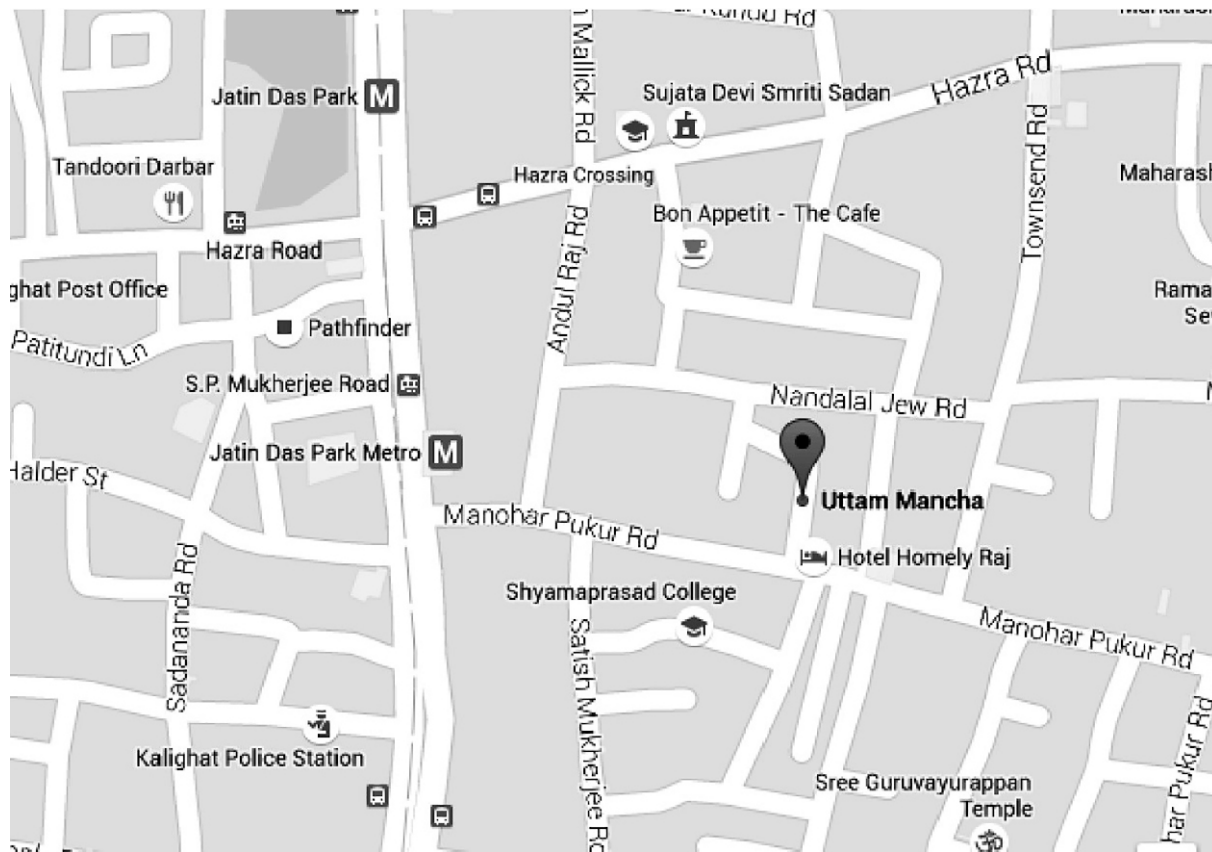
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	<p>Chairman</p> <p><i>Stakeholders Relationship Committee-</i> Birla Corporation Limited</p> <p><i>Corporate Social Responsibility Committee-</i> Birla Corporation Limited Hindustan Gum & Chemicals Limited RCCPL Private Limited The Punjab Produce & Trading Co. Pvt. Limited* Universal Cables Limited Vindhya Telelinks Ltd.</p> <p><i>Committee of Directors-</i> Birla Corporation Limited RCCPL Private Limited</p> <p>Member</p> <p><i>Corporate Social Responsibility Committee-</i> Gwalior Webbing Co. Pvt. Limited*</p> <p><i>Nomination and Remuneration Committee-</i> Birla Corporation Limited RCCPL Private Limited</p>
Listed entities from which he resigned in the past three years	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2021-2022	Shri Harsh V. Lodha has attended all the six Board Meetings held during the year.
Number of ESOPs granted	Nil
Terms and conditions of Re-appointment	Liable to retire by rotation
Details of Remuneration sought to be paid	Shri Harsh V. Lodha shall be entitled to sitting fees for attending meetings of the Board and Committees thereof 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)	The details of the Remuneration paid to Shri Harsh V. Lodha during the financial year 2021-2022 is provided in the Report on Corporate Governance.

* Shares held jointly with other shareholder

* As per declaration received by the Company from Shri Harsh V. Lodha, these Companies have filed Form DIR-12 with the Ministry of Corporate Affairs on the basis of an illegal direction from one of the Administrators pendente lite of the Estate of Priyamvada Devi Birla purportedly acting as a Chairman of a meeting of Board of Directors of the Companies held on 19th October, 2020 that he has ceased to be a director in the said Companies. The wrongful act has been done without his knowledge, consent and without proper compliance with the provisions of Law which has been legally challenged by him. There has been no valid cessation of his directorship in the said Companies. The legality of such action is subject to the decision of Court.

Route Map of the AGM venue

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





BIRLA CORPORATION LIMITED

CIN-L01132WB1919PLC003334

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

E-mail: investorsgrievance@birlacorp.com; Website: www.birlacorporation.com

Phone: (033) 6616 6729/6737

102ND ANNUAL GENERAL MEETING

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. :

DP ID No./Client ID No.* :

* Applicable for investors holding shares in electronic form.

I/We being the Member(s) of shares of Birla Corporation Limited hereby appoint :

(1) Name : Address :

E-mail ID : Signature :, or failing him / her

(2) Name : Address :

E-mail ID : Signature :, or failing him / her

(3) Name : Address :

E-mail ID : Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 102nd Annual General Meeting of the Company to be held on **Tuesday, the 27th day of September, 2022 at 10.30 a.m.** at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata- 700 026 and at any adjournment thereof in favour of/ against the Resolution(s) as are indicated below:

Resolution No.	Description
Ordinary Business:	
01.	Consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 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, 2022 together with the Report of the Auditors thereon (Ordinary Resolution).
02.	Declaration of Dividend on Ordinary Shares of the Company for the financial year ended 31st March, 2022 (Ordinary Resolution).
03.	Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), Director of the Company, who retires by rotation (Ordinary Resolution).
04.	Appointment of Statutory Auditors of the Company and fixation of their Remuneration (Ordinary Resolution).
Special Business:	
05.	Ratification of Remuneration of the Cost Auditors of the Company (Ordinary Resolution).

Signed this day of 2022

Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) For the Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of the 102nd Annual General Meeting.
- (3) Please complete all details including details of member (s) in the above box before submission.

MP BIRLA
GROUP**BIRLA CORPORATION LIMITED**

CIN-L01132WB1919PLC003334

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

E-mail: investorsgrievance@birlacorp.com; Website: www.birlacorporation.com

Phone: (033) 6616 6729/6737

ATTENDANCE SLIP

Name and Address of the Shareholder(s)

DP Id **
Client Id **
Folio No.
No. of SharesFull Name of the Member/
Proxy attending the meeting

I hereby record my presence at the 102nd Annual General Meeting of the Company being held at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata- 700 026 on **Tuesday, the 27th day of September, 2022 at 10.30 a.m.**

Signature of the attending Member/Proxy

** Applicable for investors holding shares in electronic form.

- Notes :**
1. Shareholder/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance, duly signed.
 2. Shareholder/Proxyholder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.

MP BIRLA
GROUP**BIRLA CORPORATION LIMITED****ELECTRONIC VOTING**

The Company is providing electronic voting (e-voting) facility for the Resolutions contained in the Notice convening the 102nd Annual General Meeting on Tuesday, the 27th day of September, 2022. The procedure for e-voting has been mentioned in the aforesaid Notice. Your User ID and Password for e-voting purposes are given below:

Electronic Voting Sequence Number (EVSN)	User ID	Password