

NOTICE

To the Members

NOTICE is hereby given that the 105th (Hundred and Fifth) Annual General Meeting of the Members of the Company will be held on Monday, 15th September, 2025 at 10.30 a.m. (IST) at Gyan Manch, 11, Pretoria Street, Kolkata - 700071 to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 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, 2025 together with the Report of the Auditors thereon.

2. Declaration of Dividend:

To declare a dividend of ₹10/- per ordinary share of face value of ₹10/- each for the financial year ended 31st March, 2025.

3. Appointment of Shri Sandip Ghose (DIN: 08526143) as Director, liable to retire by rotation:

To appoint a Director in place of Shri Sandip Ghose (DIN: 08526143), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Shri Sandip Ghose (DIN: 08526143) as Managing Director & Chief Executive Officer:

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 (the “Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in

force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals as may be necessary and based on the recommendation of the Nomination and Remuneration Committee, consent of the Members be and is hereby accorded to the re-appointment of Shri Sandip Ghose (DIN: 08526143) as the Managing Director & Chief Executive Officer of the Company for a further period of 3 (three) years with effect from 1st January, 2026, upon expiry of his present term, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as ‘the Board’, which term shall be deemed to include Nomination and Remuneration Committee), be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and remuneration as may be mutually agreed upon between the Board and Shri Sandip Ghose, provided that the overall remuneration shall not exceed the limits prescribed under the Act and Schedules appended thereto or any other statute or such other limits as may be approved by the Members from time to time.”

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

5. Adoption of new set of Articles of Association of the Company:

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

“RESOLVED that pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 and Schedule I of the Act (including any statutory modification(s) or re-enactment thereof for the

time being in force) and subject to such approvals, consents, conditions or modifications as may be required or suggested by any competent authority and agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to adopt a new set of Articles of Association, primarily based on Table F under the Act, in substitution and supersession of the existing Articles of Association of the Company, to align with the provisions of the Act, as per the draft placed before this Meeting.”

“RESOLVED FURTHER that the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution, including but not limited to filing necessary forms with the Registrar of Companies and making such modifications as may be required by any regulatory or statutory authority, without further reference to the Members.”

6. Appointment of Secretarial Auditors of the Company:

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

“RESOLVED that pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded for appointment of M/s. Mamta Binani & Associates, Company Secretaries (Firm

Registration No. P2016WB060900), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from the financial year 2025-26 till financial year 2029-30 to conduct the Secretarial Audit of the Company and to avail any other services, certificates, or reports as may be permissible under applicable laws.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to fix the remuneration of the Secretarial Auditors for each financial year during their term, as may be mutually agreed with the Secretarial Auditors and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

7. Ratification of remuneration of Cost Auditors for the Financial Year 2025-26:

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 thereof, for the time being in force), the remuneration of ₹5,00,000/- (Rupees Five Lakh 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 2025-26 as approved by the Board of Directors of the Company, at its Meeting held on 9th May, 2025, 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 such acts, deeds and things 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

Place: Kolkata
Dated: 9th May, 2025

By Order of the Board

Manoj Kumar Mehta
Company Secretary & Legal Head

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 at its Registered Office duly filled up and signed, 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/Corporates, who are Members of the Company, are encouraged to attend and vote on the resolutions provided in the Notice. Institutional Investors/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. Institutional Investors/ Corporate Members (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
6. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), in respect of special business set out under Item No. 4 to Item No. 7 is annexed hereto and forms part of the Notice. Further, additional information with respect to Item No. 6 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 Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the Listing Regulations is annexed as "Annexure - A" to the Notice.
8. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is KFin Technologies Limited ("RTA") having its operational office at Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad - 500 032, Unit: Birla Corporation Limited.
9. The Annual Report for the financial year 2024-25 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/RTA/with respective Depository Participant(s). 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 2024-25 is also available on the Company's website at <https://birlacorporation.com/annual-report.html>, 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 Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. Further, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, where the complete details of the Annual Report for the

financial year 2024-25 is available, will be sent to those shareholders who have not registered their email address with the Company/RTA/Depository Participant(s).

10. The Company has fixed 8th September, 2025, as the Record date for the purpose of determining the entitlement of the members to the dividend, for the financial year ended 31st March, 2025.
11. The dividend on the ordinary shares, if approved at the AGM, will be paid within the prescribed period of 30 days from the date of the forthcoming AGM, 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 Monday, 8th September, 2025.
12. Pursuant to the Income Tax Act, 1961 (the "IT Act") as amended by the Finance Act, 2020, the dividend paid or distributed by a Company shall be taxable in the hands of the shareholders. Accordingly, the Company shall make the payment of dividend after necessary deduction of tax at source (TDS). The shareholders are requested to refer to the IT Act (as amended from time to time) and circulars/notifications issued thereunder for the applicable rates of tax to be deducted at source for various categories. 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. Tax deducted in accordance with the communication made by the Company in this regard, shall be final and the Company shall not refund/adjust said amount subsequently.
13. In terms of the Listing Regulations and pursuant to SEBI Master Circular dated 7th May, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, contact details, mobile no., complete bank details and specimen signatures are registered. In case of non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), nominations, 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. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depository Participants to the Company will be considered for remittance of dividends and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details.

For shares held in physical form: to the Company's RTA in prescribed Form ISR -1 and other forms, as per instructions mentioned in the Forms. The said forms can be downloaded from the Company's website under the link: <https://www.birlacorporation.com/downloads.html>.

15. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2016-17 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 are available on the website of the Company at <https://birlacorporation.com/statement-of-unpaid-dividend.html>.
16. 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 2024-25, 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. 4th September, 2024. 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.

17. The Members whose dividend/shares have been transferred to the IEPF Authority may claim the same by making a request to the Company or the Company's RTA for issuance of "Entitlement Letter" and thereafter file web form IEPF-5 and follow the Refund Procedure as detailed on the website of IEPF Authority at <http://www.iepf.gov.in/IEPF/refund.html>.
18. Regulation 40(1) of the 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 has made it mandatory for all listed companies to issue 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 the above and to avail various benefits of dematerialization, Members are advised to dematerialize their securities held in physical form. Members can refer the procedure for dematerialization under the weblink at https://www.birlacorporation.com/investors/demat_process.pdf.

19. As per the provisions of Section 72 of the Act and applicable SEBI Circulars issued from time to time, 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.

20. As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI has mandated furnishing of PAN, KYC details including Contact details, Bank details, Specimen Signature and Nomination by holders of physical securities; and compulsory linking of PAN with Aadhaar by the holders of physical securities. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar at einward.ris@kfintech.com. The forms for updating the same are available at <https://www.birlacorporation.com/downloads.html>.
21. To support "Green Initiatives", Members who have not yet registered their email address are requested to register the same with their depository participant(s) where shares are held in dematerialized form and with the RTA/Company where the shares are held in physical form. Members may follow the process detailed below for registration of email ID to obtain the Notice of AGM, Annual Report, user ID/password for e-Voting 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 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 (e.g.: 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.
 - c. In case of any queries/difficulties in registering the email address, Members may write to the Company at investorsgrievance@birlacorp.com.

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

- 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 and in terms of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, 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.
- b) The remote e-Voting period commences on Friday, 12th September, 2025 at 9.00 a.m. (IST) and ends on Sunday, 14th September, 2025 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 i.e. Monday, 8th September, 2025 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.

- c) Currently, there are multiple E-voting Service Providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- d) Members desiring to vote through remote e-Voting may refer to the following steps:

Step 1: Access through Depositories CDSL/ National Securities Depository Limited ("NSDL") e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, 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 e-Voting for Individual shareholders holding securities in Demat mode with CDSL/NSDL/other depository participants is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-Voting 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 – CDSL and you will be re-directed to e-Voting service provider website of CDSL 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 - CDSL and you will be redirected to e-Voting service provider website of CDSL for casting your vote during the remote e-Voting period. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 – CDSL and you will be re-directed to e-Voting service provider website of CDSL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
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. After Successful 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 Company name or e-Voting service provider – CDSL and you will be redirected to e-Voting service provider website 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 above mentioned websites.

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 21 09911.
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: 022 - 4886 7000 and 022 - 2499 7000.

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.

1. 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.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first-time user follow the steps given below:



Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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)	<ul style="list-style-type: none"> 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. 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.

7. After entering these details appropriately, click on “SUBMIT” tab.
 8. 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 delinked 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 mandatorily 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 at the email address viz: evotingam@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

23. General Guidelines for shareholders

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option 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 21 09911.

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 21 09911.

- 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 ballot 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 i.e. Monday, 8th September, 2025. 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. Monday, 8th September, 2025 may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or einward.ris@kfintech.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/polling paper at the Meeting.
- h) In case of joint holders attending the AGM, 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 Kumar 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 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.
24. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available 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 prior to the date of the AGM and will also be available for inspection during the AGM.
25. Members are informed that in accordance with the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.
- [Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the Company shall or shall not act in a particular manner.]*

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 to 7 of the accompanying Notice:

Item No. 4

Shri Sandip Ghose (DIN: 08526143) was appointed as the Managing Director & Chief Executive Officer ('MD & CEO') of the Company by the Board of Directors at their Meeting held on 8th November, 2022, for a period of 3 (three) years w.e.f. 1st January, 2023 till 31st December, 2025. Subsequently, approval of the members by way of Ordinary Resolution had been obtained on 14th January, 2023 (vide Postal Ballot Notice dated 5th December, 2022) for appointment and terms of remuneration of Shri Sandip Ghose as MD & CEO of the Company.

The Board of Directors of the Company ("Board"), at its meeting held on 9th May, 2025, based on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Shri Sandip Ghose (DIN: 08526143) as the MD & CEO of the Company for a further term of 3 (three) years, effective 1st January 2026, upon the expiry of his current term, subject to approval of the Members of the Company. He is also a Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013 (the "Act").

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment or re-appointment of a Director requires the approval of shareholders at the next General Meeting or within three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Shri Sandip Ghose for the office of Director of the Company.

The Company has also received a declaration from Shri Sandip Ghose under Section 164 of the Act confirming that he is not disqualified from being re-appointed as a Director and he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority. Shri Sandip Ghose satisfies all the other conditions set out in Part-I of Schedule V of the Act and Section 196(3) of the Act.

Shri Sandip Ghose is the MD & CEO of Birla Corporation Limited since January, 2023. He is a Business leader and General Management professional with multi-disciplinary skill sets. He has nearly four decades of experience and held a variety of senior leadership positions in industries, ranging from Consumer Goods (FMCG), Media and Cement, across India and Nepal. He is a qualified Chartered Accountant and Professional Coach accredited by the International Coach Federation.

Shri Sandip Ghose has played a pivotal role in the growth of the Company. During his tenure, he has demonstrated outstanding leadership, strategic foresight, and unwavering commitment to the organization's mission, vision and growth. Under his stewardship, the Company has achieved significant milestones. He has consistently aligned the Company's direction with the industry trends and has shown adaptability, resilience and ethical leadership.

Relevant disclosures regarding Shri Sandip Ghose, pursuant to the provisions of the Listing Regulations and Secretarial Standards on General Meeting, are provided in "**Annexure-A**" to the Notice.

The brief terms and conditions of appointment including remuneration of Shri Sandip Ghose are given below:

1. Period of re-appointment: 1st January, 2026 till 31st December, 2028.

2. Remuneration:

2.1 Basic Salary:

₹16,33,334/- (Rupees Sixteen Lakh Thirty Three Thousand Three Hundred and Thirty Four only) per month with such annual increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board as it may deem fit.

2.2 Performance Linked Bonus:

A maximum amount of 30% of the total fixed cost to the Company or such other maximum amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board, for each financial year or part thereof.

2.3 Adhoc Allowance:

₹17,48,445/- (Rupees Seventeen Lakh Forty Eight Thousand Four Hundred and Forty Five only) per month or such other amount as per Company's Policy in force from time to time or as may be recommended by the Nomination and Remuneration Committee and approved by the Board.

2.4 House Rent Allowance:

₹8,16,667/- (Rupees Eight Lakh Sixteen Thousand Six Hundred and Sixty Seven only) being 50% 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.

2.5 Provident Fund:

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

2.6 Leave Travel Allowance:

For self and family, in accordance with the Rules of the Company or such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each financial year.

2.7 Medical Reimbursement/Allowance:

Expenses incurred for self and family in accordance with the Rules of the Company or such amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board for each financial year.

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.

3. Other Allowances, Benefits and Perquisites:

In addition, Mr. Ghose shall be entitled to the allowance, benefits and perquisites as mentioned hereinafter:

3.1 Club Fees:

Membership of two clubs. The subscription fees of that clubs will be borne by the Company.

3.2 Personal Accident Insurance:

Personal Accident Insurance Policy of an amount the annual premium of which shall be as per the Rules of the Company.

3.3 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.

3.4 Leave:

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

3.5 Insurance:

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

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay premiums for the same.

3.6 Expenses:

The Company to reimburse all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Ghose in performance of his duties and responsibilities.

3.7 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.

4. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Ghose, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of Basic Salary, Allowances, Benefits, Perquisites and Incentives as specified above, subject to requisite approvals being obtained in that behalf, if and to the extent necessary or in the alternative payment of remuneration to Mr. Ghose as specified above shall

be governed by the provisions as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be in force at the relevant time.

5. Mr. Ghose shall be subject to retirement by rotation during his tenure. However, if Mr. Ghose is re-appointed as a Director of the Company immediately on retirement by rotation, he shall continue to hold his office as 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.
6. No sitting fees will be paid to Mr. Ghose for attending the Meetings of the Board of Directors or Committees thereof.
7. The headquarters of Mr. Ghose will be based at Kolkata for attending his duties.
8. Mr. Ghose 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 Mr. Ghose 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 Mr. Ghose diligently, in the best interests of the Company.
9. During the continuance of the employment, Mr. Ghose shall not enter into any other service or employment other than those as approved by the Board of Directors of the Company. Any process, discovery, invention or patent acquired by Mr. Ghose in the course of his employment will belong to the Company.
10. Mr. Ghose shall 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.
11. Mr. Ghose shall 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 he may come to know by virtue of being in the employment of the Company.
12. In all matters not specifically provided for herein, Mr. Ghose shall be governed subject to rules & regulations of the Company as may be in force from time to time at the place where he may be working.
13. The services of Mr. Ghose is subject to termination by either party at any time by giving 3 (three) months' notice in writing or on payment of equivalent salary in lieu thereof.
14. The services of Mr. Ghose 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.
15. In express and partial supersession of the stipulations in Clause 13, in case of severance of services of Mr. Ghose from his position by the Company, for any reason due to a change in management and/ or control of the Company, Mr. Ghose shall be entitled to severance compensation i.e. minimum of 12 months of his fixed cost to the Company as prevalent at that point of time or full compensation of balance tenure of his service in case the remaining tenure is less than 12 months.
16. If at any time Mr. Ghose 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 Mr. Ghose ceases to be in the employment of the Company for any cause/ reason whatsoever, he shall cease to be a Director of the Company.
17. The terms and conditions contained in this Agreement including remuneration shall be subject to the approval of the Shareholders 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 Mr. Ghose and his appointment shall be subject thereto. A supplemental deed of variation shall be entered into with Mr. Ghose for incorporation of such changes as may be approved by the Shareholders.

A copy of the draft agreement to be entered into by the Company with Shri Sandip Ghose containing the terms and conditions of re-appointment and remuneration, along with the resolutions passed by the Board at its Meeting held on 9th May, 2025 shall be made available for inspection by the Members 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 prior to the date of the AGM and will also be available for inspection during the AGM.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Sandip Ghose as required under Section 190 of the Act.

The Members are requested to consider and approve the re-appointment of Shri Sandip Ghose as MD & CEO of the Company for a term of 3 years i.e. from 1st January, 2026 to 31st December, 2028.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms and conditions of re-appointment and remuneration of the MD & CEO as specified above are being placed before the Members for their approval by way of an Ordinary Resolution.

Shri Sandip Ghose and his relatives may be deemed to be interested in the Resolution as set out at Item No. 4 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 Resolution as set out at Item No. 4 of the Notice.

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

Item No. 5

The existing Articles of Association ("AoA") of the Company have been in force since its incorporation and have undergone various amendments over the years to address specific business requirements. However, the current AoA are primarily aligned with the provisions of the erstwhile Companies Act, 1956.

Consequent to the enactment of the Companies Act, 2013 (the "Act"), the regulatory provisions have

undergone comprehensive changes which has necessitated several amendments in AoA of the Company including deletion of certain redundant Articles. While the Act overrides any conflicting provisions in the Company's AoA, it is deemed advisable to amend the AoA to ensure consistency with statutory requirements.

In light of this, and to ensure that the Company's governance framework is in full conformity with the current legal regime, the Board of Directors at its meeting held on 9th May, 2025, approved the proposal to adopt a new set of AoA, primarily based on Table F of Schedule I of the Act, which provides the model articles for a Company limited by shares, subject to the approval of the shareholders.

Pursuant to the provisions of Sections 5 and 14 of the Act and the applicable Rules framed thereunder, adoption of a new set of AoA in substitution of the existing AoA requires the approval of the Members by way of a Special Resolution.

A copy of the existing AoA and the draft of the proposed new AoA are available for inspection by the Members on the Company's website at www.birlacorporation.com. The documents will also be available for inspection by the Members 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 prior to the date of the AGM and will also be available for inspection during the AGM.

None of the Directors, Key Managerial Personnel and/or their relatives are, in anyway, concerned or interested, financially or otherwise, in the above Resolution set out at Item No. 5 of this Notice.

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

Item No. 6

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

In accordance with the provisions of Section 204 of the Companies Act, 2013 (the "Act") and relevant rules framed thereunder, read with Regulation 24A

of the Listing Regulations, as amended, every listed Company is required to appoint either an individual for not more than one term of five consecutive years or a Secretarial Audit firm for not more than two terms of five consecutive years as the Secretarial Auditors based on the recommendation of its Board of Directors and subject to the approval of its Members in its Annual General Meeting.

In compliance with the above requirements and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 9th May, 2025, has approved the appointment of M/s. Mamta Binani & Associates, Company Secretaries, (Firm Registration No. P2016WB060900), a peer reviewed firm as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from the financial year 2025-26 till financial year 2029-30, subject to the approval of the Members of the Company.

M/s. Mamta Binani & Associates established in 1997 as a sole proprietorship firm and converted into a partnership firm in 2017 is a reputed, peer-reviewed firm with over 25 years of experience in corporate legal, secretarial and advisory services, both in India and internationally. The firm acts as a Corporate Consultant providing specialized, high-quality professional services including Secretarial Audit, Corporate Compliance, Due Diligence, M&A Advisory, Insolvency and Bankruptcy Services, FEMA Compliances, Listing and Capital Market Compliances, Representation before NCLT, NCLAT, Supreme Court, High Courts, RBI and other regulatory authorities.

Led by an expert team comprising of Company Secretaries, Chartered Accountants, Lawyers, and Insolvency Professionals, the firm is known for its depth of legal understanding, governance insights and practical resolution of complex corporate matters.

The Board considered the appointment of M/s. Mamta Binani & Associates as Secretarial Auditor due to its proven expertise in corporate legal advisory and compliance management.

M/s. Mamta Binani & Associates have given their consent to act as the Secretarial Auditors of the Company and have confirmed that it holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI) and the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Act and the Listing Regulations.

The Board of Directors based on the recommendation of the Audit Committee has approved the remuneration of ₹2,00,000/- (Rupees Two Lakh only), plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Mamta Binani & Associates for carrying out secretarial audit for the financial year 2025-26. The remuneration proposed to be paid to the Secretarial Auditors would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during their tenure.

The remuneration payable to the Secretarial Auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendation of the Audit Committee.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in anyway, concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board of Directors, therefore, recommends the Resolution as set out in Item No. 6 to be passed as Ordinary Resolution for approval of the Members.

Item No. 7

In terms of 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 requirements and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 9th May, 2025, 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 2025-26 to conduct the audit of the cost records of the Company relating to manufacture of Cement, Jute goods and Steel products including other Machinery & Mechanical Appliances at a remuneration of ₹3,15,000/- (Rupees Three Lakh Fifteen Thousand only), ₹1,55,000/- (Rupees One Lakh Fifty Five Thousand only) and ₹30,000/- (Rupees Thirty Thousand only) respectively, plus taxes as applicable and reimbursement of travelling and other incidental expenses as may be incurred by them in this connection.

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 as recommended by the Board 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, financially or otherwise in the Resolution as set out at Item No. 7 of the Notice.

The Board of Directors, therefore, recommends the Resolution set out at Item No. 7 to be passed as Ordinary Resolution by the members for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

Registered Office:

Birla Building,

9/1, R.N. Mukherjee Road,

Kolkata - 700 001

CIN: L01132WB1919PLC003334

Email: investorgrievance@birlacorp.com

Website: www.birlacorporation.com

Place: Kolkata

Dated: 9th May, 2025

By Order of the Board

Manoj Kumar Mehta

Company Secretary & Legal Head

Annexure-A

ANNEXURE TO ITEM NOS. 3 & 4 OF THE NOTICE

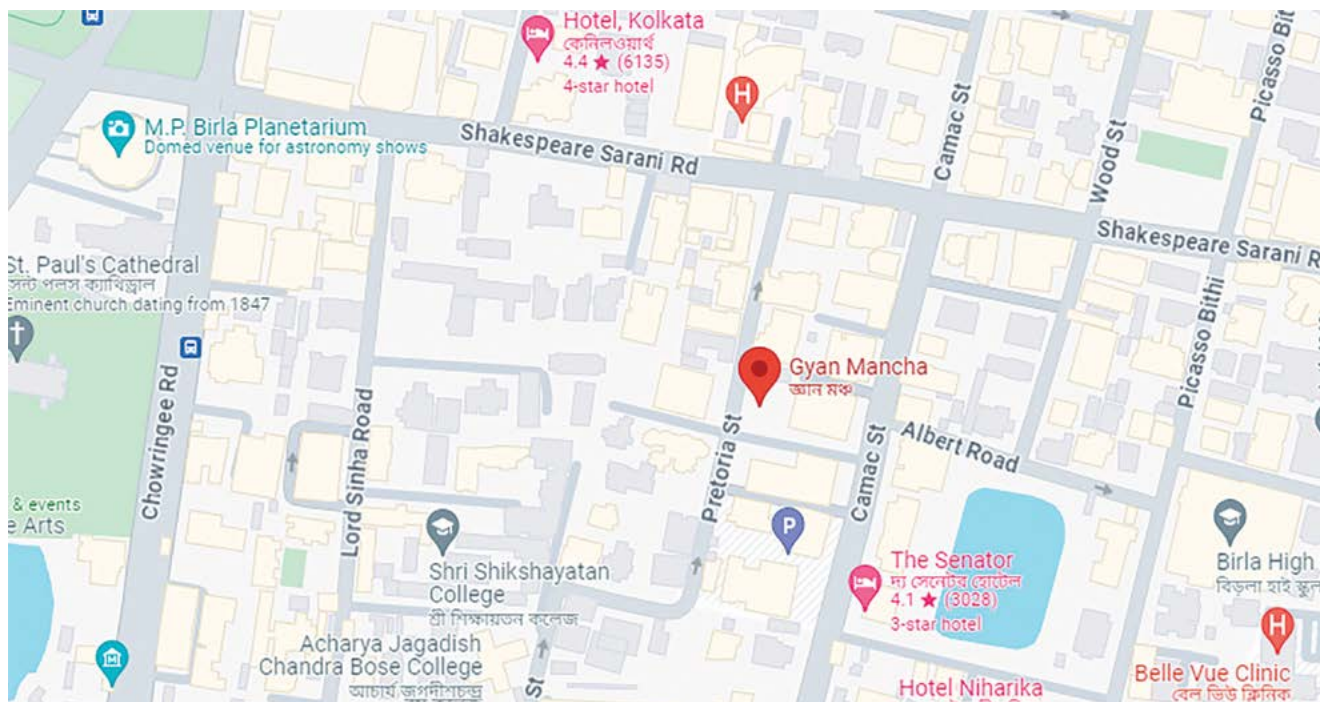
Details of Director seeking re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

(As on 31st March, 2025)

Name of the Director	Shri Sandip Ghose (DIN: 08526143)
Date of Birth and Age	17 th September, 1960; 64 years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	1 st December, 2022
Qualification	Chartered Accountant with All India Merit Rank.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Shri Sandip Ghose is a Business leader and General Management professional with multi-disciplinary skill sets. He has nearly four decades of experience and held a variety of senior leadership positions in industries, ranging from Consumer Goods (FMCG), Media and Cement, across India and Nepal. He is a qualified Chartered Accountant and Professional Coach accredited by the International Coach Federation.
Number of shares held in the Company	500 shares
List of directorships held in other companies	RCCPL Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	Audit Committee <ul style="list-style-type: none"> Birla Corporation Limited (Member) RCCPL Private Limited (Member) Stakeholders Relationship Committee <ul style="list-style-type: none"> Birla Corporation Limited (Member) Risk Management Committee <ul style="list-style-type: none"> Birla Corporation Limited (Member)
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 2024-25	Shri Sandip Ghose has attended all the 5 (five) Board Meetings held during the financial year 2024-25.
Number of ESOPs granted	Nil
Terms and conditions of Re-appointment	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Details of Remuneration sought to be paid	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Remuneration last drawn (including sitting fees, if any)	The details of the Remuneration paid to Shri Sandip Ghose during the financial year 2024-25 is provided in the Report on Corporate Governance forming part of the Annual Report.

ROUTE MAP OF THE AGM VENUE

Gyan Mancha, 11, Pretoria Street, Kolkata – 700071





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/ 6603 3330

ATTENDANCE SLIP

105TH ANNUAL GENERAL MEETING

Name and Address of the Shareholder(s):

DP ID No./Client ID No./Folio No.:

No. of Shares held:

Full Name of the Member/
Proxy attending the meeting

I hereby record my presence at the 105th Annual General Meeting of the Company being held at Gyan Manch, 11, Pretoria Street, Kolkata - 700 071 on Monday, 15th September, 2025 at 10.30 a.m. (IST).

Signature of the attending Member/Proxy/ Representative

Note: Shareholder(s)/Proxyholder(s)/Representative(s) are requested to duly fill in and sign this Attendance Slip and hand it over at the entrance for admission to the meeting venue. Admission may, however, be subject to further verification/checks as may be deemed necessary.



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/ 6603 3330

105TH 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:, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 105th Annual General Meeting of the Company to be held on **Monday, 15th September, 2025 at 10.30 a.m. (IST)** at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 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) Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2025 together with the Reports of the Board of the Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2025 together with the Report of the Auditors thereon (Ordinary Resolution).
02.	Declaration of Dividend of ₹10/- each on Ordinary Shares of the Company for the financial year ended 31 st March, 2025 (Ordinary Resolution).
03.	Re-appointment of Shri Sandip Ghose (DIN: 08526143), Director of the Company, who retires by rotation (Ordinary Resolution).
Special Business:	
04.	Re-appointment of Shri Sandip Ghose (DIN: 08526143) as Managing Director & Chief Executive Officer of the Company (Ordinary Resolution).
05.	Adoption of new set of Articles of Association of the Company (Special Resolution).
06.	Appointment of Secretarial Auditors of the Company (Ordinary Resolution).
07.	Ratification of Remuneration of the Cost Auditors of the Company (Ordinary Resolution).

Signed thisday of2025

Signature of Shareholder(s).....

Signature of Proxyholder(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 105th Annual General Meeting.
- (3) Please complete all details including details of member(s) in the above box before submission.