



28th November, 2025

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Scrip Code: 500335/954744/954925**  
**730300**

**National Stock Exchange of India Ltd.**

'Exchange Plaza', C-1, Block G,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai- 400 051

**Scrip Symbol: BIRLACORPN**

Dear Sir(s),

**Sub: Notice of the Adjourned 105th Annual General Meeting to be held on Monday, 22nd December, 2025**

Pursuant to Regulation 30, 34 and 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Adjourned 105th Annual General Meeting ("AGM") of the Members of the Company (which was originally convened on Monday, 15th September, 2025 at 10.30 a.m. (IST), wherein the consideration of the Item no. 5 of the business as set out in the Notice of AGM dated 9th May, 2025 was adjourned sine die) scheduled to be held on Monday, 22nd December, 2025 at 10.30 a.m. (IST) at Gyan Manch, 11, Pretoria Street, Kolkata – 700071.

The Notice of the Adjourned AGM, Attendance Slip and Proxy Form are being sent through electronic mode to the Members whose e-mail addresses are registered with the Company's Registrar and Transfer Agent/Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited. For Members who have not registered their email addresses, physical copy of the aforesaid Notice is being sent by the permitted mode.

The Notice of the Adjourned AGM is also uploaded on the website of the Company at [www.birlacorporation.com](http://www.birlacorporation.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For **BIRLA CORPORATION LIMITED**

**(MANOJ KUMAR MEHTA)**

**Company Secretary & Legal Head**

**Encl:** As above



## BIRLA CORPORATION LIMITED

CIN: L01132WB1919PLC003334

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

**Ph-** (033) 6616 6729/6603 3300; **Fax-** (033) 2248 7988/2872

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

### **NOTICE OF THE ADJOURNED 105TH ANNUAL GENERAL MEETING**

#### **To the Members**

**NOTICE** is hereby given that the Adjourned 105th (Hundred and Fifth) Annual General Meeting (AGM) of the Members of the Company (which was originally convened on Monday, 15th September, 2025 at 10.30 a.m. (IST), wherein the consideration of the Item No. 5 of the business as set out in the Notice of AGM dated 9th May, 2025 was adjourned sine die) will now be held on Monday, 22nd December, 2025 at 10.30 a.m. (IST) at Gyan Manch, 11, Pretoria Street, Kolkata – 700071 to transact the following business:-

#### **SPECIAL BUSINESS:**

#### **1. Item No. 5 of original Notice of AGM dated 9th May, 2025: 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.”

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

Place: Kolkata  
Dated: 27th November, 2025

By Order of the Board

**Manoj Kumar Mehta**  
**Company Secretary & Legal Head**

#### **NOTES REGARDING THE ADJOURNED ANNUAL GENERAL MEETING (AGM):**

The proposal for adoption of a new set of Articles of Association of the Company could not be considered by the Members at the 105th AGM of the Company originally held on 15th September, 2025, in view of an ex-parte ad-interim order of temporary injunction dated 11th September, 2025 passed by the Learned Civil Judge (Sr. Division), 1st Court, Alipore, South 24 Parganas. The said order, issued in connection with a suit filed by five shareholders of the Company, restraining the respondents including the Company, inter alia, from giving any effect or further effect for conducting any poll including remote e-voting and publishing any result in respect of physical vote and remote e-voting pertaining to Item No. 5 under the head 'Special Business' of the Notice of the 105th AGM being the resolution relating to the adoption of a new set of Articles of Association of the Company and any alteration, amendment, modification, or substitution thereof.

Consequent to the said Court Order, Central Depository Services (India) Limited (CDSL), e-voting service provider, imposed restrictions on remote e-voting in respect of Resolution No. 5 of the said AGM Notice.

In view of the Court Order and based on legal advice, the Chairman of the Company in the AGM held on 15th September, 2025 had adjourned the consideration of Item No. 5 of the AGM Notice dated 9th May, 2025 sine die. The other items of business as set out in the Notice of the 105th AGM dated 9th May, 2025, were transacted as scheduled. Further, remote e-vote, if any, cast in respect of Item No. 5, were disregarded.

Subsequently, two separate Appeals were preferred one by the Company and the other by the Company Secretary & Legal Head being Misc. Appeal No. 303 of 2025 and Misc. Appeal No. 360 of 2025, respectively before the Learned District Judge at Alipore against the aforesaid injunction Order dated 11th September, 2025. Later on, the said Appeal(s) were transferred to the 16th Court of Additional District & Sessions Judge, Alipore, South 24 Parganas.

The 16th Court of Additional District & Sessions Judge, Alipore, South 24 Parganas, vide its Order(s) dated 21st November, 2025 received by the Company on 26th November, 2025 has pleased to stay the impugned order dated 11th September, 2025 passed by the Learned Civil Judge (Sr. Division) till disposal of the Misc. Appeal(s).

In view of the aforesaid Order(s), the Adjourned 105th AGM is now being re-convened to consider Agenda Item No. 5 of the original AGM Notice dated 9th May, 2025, relating to the adoption of a new set of Articles of Association of the Company.

In accordance with Clause no. 15.2 of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, fresh notice is being given for this agenda item of the Adjourned Meeting, as the original Meeting was adjourned sine die.

#### **OTHER NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ADJOURNED ANNUAL GENERAL MEETING ("ADJOURNED 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 resolution 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 Adjourned AGM and Voting at the Meeting 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](mailto:evotingam@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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 which was annexed to the original Notice dated 9th May, 2025, is reproduced as an annexure to this Notice with certain necessary modifications, as set out therein.
7. The Notice of the Adjourned AGM, Attendance Slip and Proxy Form are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Registrar & Transfer Agent (RTA)/with respective Depository Participant(s). For members who have not registered their email addresses, physical copy of the Notice of Adjourned AGM is being sent by the permitted mode. The physical copy of the Notice of Adjourned AGM shall also be made available to the Member(s) who may request for the same in writing to the Company. The Notice of Adjourned AGM is also available on the Company's website at <https://birlacorporation.com/agm.html>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Adjourned AGM Notice is also available on the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com).

**8. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 resolution proposed to be considered at the Adjourned 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, 19th December, 2025 at 9.00 a.m. (IST) and ends on Sunday, 21st December, 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, 15th December, 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 <b>CDSL</b>	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>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.</li><li>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li></ol>

	<p>5. 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p><b>A. NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section. A new screen will open. You will have to enter your User ID and Password.</li> <li>2. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider – CDSL</b> and you will be re-directed to e-Voting service provider website of CDSL for casting your vote during the remote e-Voting period.</li> <li>3. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p><b>B. E-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> <li>2. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider - CDSL</b> and you will be redirected to e-Voting service provider website of CDSL for casting your vote during the remote e-Voting period.</li> <li>3. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider – CDSL</b> and you will be re-directed to <b>e-Voting service provider website of CDSL</b> for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>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.</p> <p>Click on company name or <b>e-Voting service provider – CDSL</b> and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](https://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"> <li>● Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</li> <li>● 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.</li> </ul>
Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>● Enter the 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.</li> <li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Bank details field.</li> </ul>

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 "RESOLUTION 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](http://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](mailto: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](mailto: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.
9. **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](mailto: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, Assistant Vice President, 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](mailto: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, 15th December, 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 of the Adjourned AGM and holding shares as on the cut-off date i.e. Monday, 15th December, 2025 may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [einward.ris@kfintech.com](mailto: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 Adjourned 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 Adjourned AGM.
  - i) Shri Anil Kumar Murarka (Membership No. F3150, C.P No. 1857), LLB, Company Secretary in Wholetime Practice, appointed for the original 105th AGM shall continue to act as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner for the Special Resolution proposed in this Notice of Adjourned AGM.
  - j) The Scrutinizer shall, immediately after the conclusion of voting at the Adjourned AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 2 working days of the conclusion of the Adjourned 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](http://www.birlacorporation.com) and on the website of CDSL at [www.evotingindia.com](http://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.
10. 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 Adjourned AGM. The relevant documents as referred to in this Notice 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 Adjourned AGM and will also be available for inspection during the Adjourned AGM.
  11. All other relevant notes applicable for the original 105th AGM held on 15th September, 2025 shall mutatis-mutandis apply to the Adjourned AGM, to the extent applicable.

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the business under Item No. 1 of the accompanying Notice of the Adjourned AGM of the Company:

### **Item No. 1**

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](http://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 Adjourned AGM and will also be available for inspection during the Adjourned 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. 1 of this Notice.

The Board of Directors, therefore, recommends the Resolution as set out in Item No. 1 to be passed as Special Resolution by the Members.

Registered Office:

Birla Building,

9/1, R.N. Mukherjee Road,

Kolkata - 700 001

CIN: L01132WB1919PLC003334

Email: [investorsgrievance@birlacorp.com](mailto:investorsgrievance@birlacorp.com)

Website: [www.birlacorporation.com](http://www.birlacorporation.com)

Place: Kolkata

Dated: 27th November, 2025

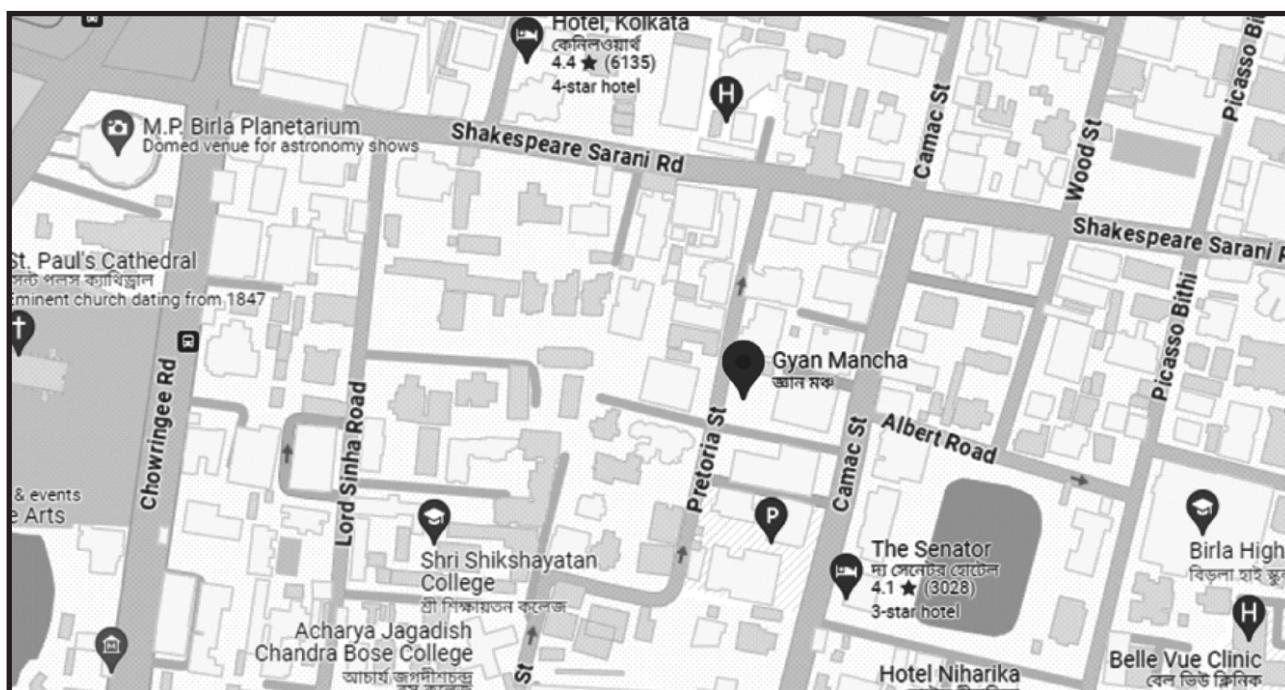
By Order of the Board

**Manoj Kumar Mehta**

**Company Secretary & Legal Head**

## ROUTE MAP OF THE VENUE OF ADJOURNED AGM

**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

**Ph-** (033) 6616 6729/6603 3300; **Fax-** (033) 2248 7988/2872

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

### ATTENDANCE SLIP

#### ADJOURNED 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 Adjourned 105th Annual General Meeting of the Company being held at **Gyan Manch, 11, Pretoria Street, Kolkata - 700 071** on **Monday**, the **22nd day of December, 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

**Ph-** (033) 6616 6729/6603 3300; **Fax-** (033) 2248 7988/2872

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

## ADJOURNED 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: .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Adjourned 105th Annual General Meeting of the Company to be held on **Monday, the 22nd day of December, 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 as indicated below:

Resolution No.	Description
<b>Special Business:</b>	
01.	Item No. 5 of original Notice of AGM dated 9th May, 2025: Adoption of new set of Articles of Association of the Company (Special Resolution).

Signed this ..... day of .....2025

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 Adjourned Annual General Meeting.**
- For the aforesaid Resolution, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of Adjourned 105th Annual General Meeting.
- Please complete all details including details of member (s) in the above box before submission.