



**Birla Corporation Limited**

**Corporate Office:**

1, Shakespeare Sarani,  
A.C. Market (2<sup>nd</sup> Floor), Kolkata 700 071  
P: 033 6603 3300-02  
F: +91 332288 4426  
E: Coordinator@birlacorp.com

Ref. No. 74G

27th September, 2022

Corporate Relationship Department  
BSE Limited  
1st Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers, Dalal Street, Fort,  
Mumbai- 400 001  
**Scrip Code: 500335**

The Manager  
Listing Department  
National Stock Exchange of India Limited  
'Exchange Plaza', C-1, Block G,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai- 400 051  
**Scrip Code: BIRLACORPN**

Dear Sir(s),

**Sub: Proceedings of the 102nd Annual General Meeting ('AGM')**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith summary of proceedings of the 102nd AGM of the Company held on Tuesday, 27th September, 2022 at 10.30 a.m. (IST) at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700026.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **BIRLA CORPORATION LIMITED**

**MANOJ KUMAR MEHTA**  
**Company Secretary & Legal Head**

**Encl:** As above



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## **SUMMARY OF THE PROCEEDINGS OF THE 102ND ANNUAL GENERAL MEETING OF BIRLA CORPORATION LIMITED**

The 102nd Annual General Meeting ('AGM') of the Members of Birla Corporation Limited ("the Company") was held on Tuesday, 27th September, 2022 at 10.30 a.m. (IST) at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata – 700026.

Shri Harsh V. Lodha, Chairman of the Board & Chairman of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee, took the Chair in accordance with Article 94 of the Company's Articles of Association and Section 104 of the Companies Act, 2013. The requisite quorum being present, the Chairman called the meeting to order.

Shri Arvind Pathak, Managing Director & Chief Executive Officer the Company, Shri Vikram Swarup, Non-Executive Independent Director and Chairman of the Audit Committee and the Nomination and Remuneration Committee of the Company were present at the meeting. In view of the prior commitments, other remaining Directors of the Company mostly the out stationed Directors were unable to attend the meeting.

The representatives of the Statutory Auditors, Secretarial Auditors of the Company and the Scrutinizer were also present in the meeting.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended to its Members the facility to exercise their right to vote by electronic means i.e. by remote e-voting in respect of the businesses to be transacted at the AGM. The remote e-voting commenced on 24th September, 2022 (9:00 am) and ended on 26th September, 2022 (5:00 pm).

The Chairman informed the shareholders that the Company has also provided facility to the Members to cast their vote through Ballot Paper once the proceedings of the meeting ends.

Shri Anil Murarka, Company Secretary in whole time practice was appointed as Scrutinizer to scrutinize the voting and remote e-voting process.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or arrangements in which Directors are interested and all other documents referred to in the Notice of 102nd AGM were open and available for inspection during the continuance of the meeting to any person having a right to attend the meeting.

The Chairman informed the Members that the Auditors' Report do not contain any qualification, observations, or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company.



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The Chairman, thereafter, briefed the Members about the working of the Company and major developments.

The Chairman then moved the following business (Ordinary/ Special) for consideration and approval of the Members:

**Ordinary Business:**

**Resolution No. 1: Ordinary Resolution**

Adoption of: a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of Auditors thereon.

**Resolution No. 2: Ordinary Resolution**

Declaration of Dividend on Ordinary Shares for the financial year ended 31st March, 2022 at the rate of ₹ 10/- per share (100%).

Being interested in Resolution No. 3, Shri Harsh V. Lodha requested Shri Vikram Swarup, Independent Director to take the Chair and conduct the proceeding in respect of Resolution No. 3 of the Notice of the 102nd AGM.

Shri Vikram Swarup took the Chair and moved the following Resolution:

**Resolution No. 3: Ordinary Resolution**

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), Director, who retires by rotation and being eligible, offers himself for re-appointment.

Shri Vikram Swarup then requested Shri Harsh V. Lodha to resume the Chair for the remaining items of the business to be transacted in this meeting. Accordingly, Shri Harsh V. Lodha took the Chair and presided over the meeting again.

Shri Harsh V. Lodha then moved the following Resolution:

**Resolution No. 4: Ordinary Resolution**

Re-appointment of Statutory Auditors of the Company for a second term of 5 (Five) consecutive years from the conclusion of this 102nd (Hundred and Second) Annual General Meeting till the conclusion of the 107th (Hundred and Seventh) Annual General Meeting of the Company to be held in the year 2027 and fixation of their Remuneration.



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## **Special Business:**

### **Resolution No. 5: Ordinary Resolution**

Ratification of remuneration of ₹ 4,50,000/- payable to Cost Auditors of the Company, M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) for the Financial Year 2022-2023.

Then on invitation of the Chairman several Members addressed the meeting, gave suggestions and raised queries on the Company's accounts and businesses, to which appropriate replies and details were given by the Chairman and Managing Director & Chief Executive Officer of the Company. The Chairman thanked the Members for making various observations and constructive suggestions.

Thereafter, the Chairman ordered that the voting through Ballot Paper be conducted on all the Resolutions for Ordinary and Special businesses as set out in Item Nos. 01 to 05 of the Notice of the 102<sup>nd</sup> AGM.

The Chairman informed that the consolidated results of the voting will be announced within 2 working days of the conclusion of the meeting and the results alongwith the Scrutinizer's Report will be intimated to the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will also be placed on the website of the Company and Central Depository Services (India) Limited.

A total of 905 Members were present in the meeting in person/ through proxy.

The voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted in due course.

**For BIRLA CORPORATION LIMITED**

**MANOJ KUMAR MEHTA**  
**Company Secretary & Legal Head**