



BIRLA CORPORATION LIMITED

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

POSTAL BALLOT NOTICE

Pursuant to Section 192A of the Companies Act, 1956

To the Shareholders

NOTICE is hereby given that the following Resolutions are circulated for approval of the shareholders of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001:

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

1. **Amendment to the Object Clause of the Memorandum of Association of the Company:**

"RESOLVED that pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in the manner set out hereunder:

The new Sub-clauses i.e. Sub-clauses (17O) and (17P) be inserted after the existing Sub-clause (17N) under Clause 3 of the Memorandum of Association of the Company:

- (17O) To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).
- (17P) To invest, acquire, subscribe, purchase, hold, sell, divest or otherwise deal in securities, financial instruments, financial products, shares, scrips, stocks, equity/index linked securities, units, bonds, commercial papers, acknowledgements, deposits, notes, obligations, warrants, government securities, loans, loan certificates, all kinds of derivatives including interest derivatives, futures, forwards, options, calls, swaps, rights or interest in securities, foreign currencies, carbon credits, financial securities and any other securities issued by any entity whether for the purpose of hedging, arbitrage, or for any other purpose."

"RESOLVED FURTHER that the Board of Directors of the Company and/or the Acting Company Secretary of the Company be and are hereby authorized to do

all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

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

2. **Commencement of new Business:**

"RESOLVED that pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded to the Board of Directors of the Company, as they may deem fit from time to time, for commencement of all or any of the business proposed in Sub-clauses (17O) and (17P) covered under the Object Clause 3 of the Memorandum of Association of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company and/or the Acting Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

Place: Kolkata
Date: 28th April, 2011

By Order of the Board

Girish Sharma
Vice-President (Indirect Taxes)
& Acting Company Secretary

Notes:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 are given hereunder.
2. The Notice is being sent under Registered Post Acknowledgement Due to all the Members whose names would appear in the Register of Members/ Record of Depositories as on Friday, the 6th May, 2011.
3. The Board of Directors of the Company has appointed **Ms. Mamta Binani, Practising Company Secretary**, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of her scrutiny, the Scrutinizer will submit her report to the Executive Director & Chief Executive Officer and in his absence to the Acting Company Secretary of the Company.
4. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Executive Director & Chief Executive Officer and in his absence by the Acting Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on 24th June, 2011 at 10.30 a.m. at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website www.birlacorporation.com besides communicating the same to the Bombay Stock Exchange Limited and National Stock Exchange Limited where the shares of the Company are listed.
5. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and

Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 18th June, 2011.

6. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

Explanatory Statement
[Pursuant to Section 173(2) read with Section 192A of the
Companies Act, 1956]

Item Nos. 1 & 2

The Company is presently engaged mainly in the business of cement, jute goods and generation of power. The Indian Economy is currently growing at a robust rate and it is expected that the pace of growth will get further momentum in the coming years. With India's economic growth gathering pace, the market presents several attractive investment opportunities in commodity and securities markets. To enable the Company to capitalize such opportunities which may arise from time to time, it is proposed to amend the Object Clause by inserting two new Sub-clauses i.e. Sub-clauses (17O) and (17P) after the existing Sub-clause (17N) under Clause 3 of the Memorandum of Association of the Company.

Section 17 of the Companies Act, 1956 stipulates that the Object Clause of the Memorandum of Association can be altered by a Special Resolution passed by the Shareholders of the Company. Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 stipulates that the consent of the shareholders of the Company for this purpose shall be obtained by means of Postal Ballot. Accordingly, it is proposed to seek the shareholders approval by way of Postal Ballot for the amendment to the Object Clause of the Memorandum of Association by inserting two new Sub-clauses i.e. Sub-clauses (17O) and (17P).

Pursuant to Section 149(2A) of the Companies Act, 1956, approval of the shareholders is necessary by way of Special Resolution before commencement of any new business. Accordingly, approval of the shareholders is sought for commencement and carrying out of all or any of the new business and activities as mentioned in Sub-clauses (17O) and (17P), stated under Item No.1.

The Board recommends the Special Resolutions as set out in the Item Nos. 1 & 2 of the Notice for approval by the shareholders.

None of the Directors of the Company is concerned or interested in the aforesaid Special Resolutions except to the extent of shares held by them in the Company.

Place: Kolkata
Date: 28th April, 2011

By Order of the Board

Girish Sharma
Vice-President (Indirect Taxes)
& Acting Company Secretary



BIRLA CORPORATION LIMITED

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

POSTAL BALLOT NOTICE

Pursuant to Section 192A of the Companies Act, 1956

To the Shareholders

NOTICE is hereby given that the following Resolutions are circulated for approval of the shareholders of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001:

To consider and if thought fit, to give assent/dissent to the following Resolutions:

As a Special Resolution :

1. **Amendment to the Object Clause of the Memorandum of Association of the Company:**

"RESOLVED that pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, and subject to necessary approvals as may be required in this regard from appropriate authorities, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in the manner set out hereunder:

A) The existing Sub-clause (17E) under Clause 3. of the Memorandum of Association of the Company be and is hereby substituted by the following new Sub-clause:

(17E) To generate, develop, accumulate, produce, manufacture, purchase, process, transform, distribute, transmit, sale, supply, sub-contract and/or otherwise import, export, deal in any kind of power or electrical energy using coal, lignite, petroleum products or any other substances, wind energy, solar energy, wave energy, tidal energy, hydro energy, thermal energy, nuclear energy, atomic energy or any other form of energy and any products or by-products derived from any such business of energy and to set up power plants, wind turbines, power stations, hydel power station, solar energy systems or any other facility to generate power and to produce, manufacture, buy, import, sale, treat, exchange, renovate, alter, modernize, install or otherwise deal in any type of machinery, equipment, implement, material, article, and stores for generating, distributing, transmitting energy, including electricity and to deal with all persons including Companies, government and semi-government bodies for these purposes and to do all such acts, deeds and things including construction, laying down, establishing, fixing and to carry out all necessary activities for the aforesaid purpose.

B) The following new Sub-clause (9A) be inserted after the existing Sub-clause (9) under Clause 3. of the Memorandum of Association of the Company :

(9A) To build, construct, acquire, erect, install, operate, maintain, develop, promote, manage, repair, administer, provide, infrastructural facilities for ports, jetties, warfs, piers, docks, embankments, bulk, break bulk, dry bulk cargo, multipurpose and specialized cargo berths, stockyard and rail infrastructure, terminals, general terminals, marine terminals, cargo terminals, container terminals, transport systems, clearing and handling systems, cargo handling, berths, shorecrains, ship manifolds, fork lifts, bunkers, cargo houses, navigational channels, depth maintenance, navigation marks, dredging, dry docking, tunnels, canals, work shops, shipways, hangers, derricks, pipe lines for supply of water, oil, fuel, sewage, petrochemicals, chemicals, warehouses, cold storages, godowns, ship stores, sheds, container freight stations and services, port crafts and equipment, tank farms, tugs, pilotage and carnage services, container handling facilities, floating dry dock and vessel repair facilities, setting up of captive power plant, installation of equipment, handling equipment, loading equipment and supporting infrastructure, to acquire marine related technology and undertake underwater work on ports, docks, tugs, terminals, jetties and ship repairs, establish and maintain work lines of power, fuel, steam, aerial communications between ports, ships and other transports and to act as marine consultants, marine engineers and advisors.

C) The following new Sub-clauses i.e. (17L), (17M) and (17N) be inserted after the existing Sub-clause (17K) under Clause 3. of the Memorandum of Association of the Company :

(17L) To mine, quarry or beneficiate coal and manufacture coke and other by-products of coal, purchase or otherwise acquire all minerals and other materials of every kind needed for or resulting from the mining, manufacturing, production or processing of coal, coke and other by-products of every kind and for this purpose, to install, operate and manage all necessary plants, mines, establishment, works and to promote, operate and carry on the business of coal washeries and to process, make, market, use, sell and dispose of any materials produced as a result of the above activities.

(17M) To carry on the business of Real Estate and construction including construction and development of roads and for that purpose, buy, sell, purchase, lease, sub-lease or on rent or on tenancy or on license or otherwise maintain, develop, demolish, construct, build, erect, alter, repair, remodel and turn to

account any land or buildings owned or acquired or leased by the Company in which the Company may be interested as owners, lessors, lessees, licensees, architects, builders, interior decorators, designers, vendors, contractors, property developers, and Real Estate owners and agents whether such land or building or the development thereof be for or in respect of residential or commercial purposes such as multistoried buildings, complexes, houses, flats, offices, shops, garages, cinemas, theatres, business and amusement parks, industrial growth centre, hotels, restaurants, motels, pubs, inns, taverns, resorts or other structures and purchasing, holding in stock or selling materials or trading in construction materials and building accessories, electrical, sanitary, plumbing and other fixtures, fittings, equipments, plant, machinery, tools & appliances including furniture, fixtures, household goods, land, decoration materials.

(17N) To carry on the business of all kinds of cold storage and refrigeration including the business of manufacturers and dealers in all kinds of ice making refrigeration and cold storage, apparatus, machineries, equipments, systems used in connection with the same.

D) The existing Sub-clauses (29) and (35) under Clause 3. of the Memorandum of Association of the Company be and is hereby substituted by the following new Sub-clauses:

(29) To invest or deposit the moneys of the Company not immediately required in such securities or in such manner as may be determined from time to time.

(35) To do and perform all such other acts and things as are incidental or conducive to the attainment of the above objects or any of them."

"RESOLVED FURTHER that the Board of Directors of the Company be and are 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."

As an Ordinary Resolution:

2. Creation of Security/Charge:

"RESOLVED that in supersession of the Resolution passed at the Annual General Meeting of the Company held on 1st July, 1996 and in pursuance of the provisions of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted/to be constituted to exercise its powers) to create mortgage(s) and/or charge(s) and/or hypothecation(s) in addition to the mortgage(s)/charge(s)/hypothecation(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the Financial Institution(s)/Banks/Lender(s)/Agent(s) and Trust(s)/Trustee(s) for securing the borrowings availed/to be availed by the Company, by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly Convertible Bonds/Debentures/Warrants and/or Non Convertible Debentures or other debt instruments) issued/to be issued by the Company from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trust(s)/Trustee(s), in respect of the said loans/borrowings/bonds/debentures/warrants and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trust(s)/Trustee(s)."

"RESOLVED FURTHER that for the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgage(s)/charge(s)/hypothecation(s) as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above Resolution."

By Order of the Board

Girish Sharma

Vice-President (Indirect Taxes)
& Acting Company Secretary

Place: Kolkata

Date: 22nd April, 2010

Notes:

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 are given hereunder.
2. The Notice is being sent under certificate of posting to all the Members whose names would appear in the Register of Members/Record of Depositories as on Friday, the 30th April, 2010.
3. The Board of Directors of the Company has appointed **Shri Anil Murarka, FCS, LL.B., Company Secretary in Whole-time Practice**, as the Scrutinizer for conducting the Postal Ballot process. After completion of his scrutiny, the Scrutinizer will submit his report to the Executive Director & Chief Executive Officer and in his absence to the Acting Company Secretary of the Company.
4. The resolutions will be taken as passed effectively on the date of announcement of the result by the Executive Director & Chief Executive Officer and in his absence by the Acting Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The results of the Postal Ballot will be declared on 17th June, 2010 at 10.30 a.m. at the Registered Office of the Company. After declaration, the results of the Postal Ballot shall also be posted on the Company's website www.birlacorporation.com besides communicating the same to the Bombay Stock Exchange Limited and National Stock Exchange Limited where the shares of the Company are listed.
5. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. 10th June, 2010.
6. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

Explanatory Statement

[Pursuant to Section 173(2) and 192A of the Companies Act, 1956]

Item No. 1

The Company is presently engaged mainly in the business of cement, jute goods and thermal power. The present Sub-clause (17E) of the Object Clause 3. of the Memorandum of Association of the Company allows only setting up of power plants based on hydro-electric, thermal or atomic energy. With a view to reduce the emission of Green House Gases (GHG), the Indian Government has been putting greater emphasis on the use of renewable energy. In line with the above resolve of the Government, the Company is considering generation of power by using various sources of renewable energy such as solar, wind power etc. In order to enable the Company to generate power from renewable energy, the present Sub-clause (17E) of the Object Clause of the Memorandum of Association of the Company, needs to be substituted by a new Sub-clause.

Further, the present Sub-clause (9) of the Object Clause 3. of the Memorandum of Association allows the Company to do activities relating to shipping business only. In order to expand the existing line of business and to undertake the activities of jetty operation, it is proposed to insert a new Sub-clause (9A) after existing Sub-clause (9).

In this era of rapid economic liberalization and growth, the Company is also looking at various other business opportunities in the areas of coal mining and processing, real estate and construction including construction and development of roads and business of cold storage. This amendment is proposed to be made by inserting 3 new Sub-clauses i.e. Sub-clauses (17L), (17M) and (17N) after the existing Sub-clause (17K) of the Memorandum of Association of the Company.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company.

Further, due to the passage of time, some changes in certain Sub-clauses of the Memorandum of Association have become necessary for operational convenience and accordingly Sub-clauses (29) and (35) are proposed to be substituted with new Sub-clauses.

Section 17 of the Companies Act, 1956 stipulates that the Object Clause of the Memorandum of Association can be altered by a Special Resolution passed by the Shareholders of the Company. Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 stipulates that the consent of the shareholders of the Company for this purpose shall be obtained by means of Postal Ballot. Accordingly, it is proposed to seek the shareholders approval by way of Postal Ballot to pass the aforesaid Resolution.

Pursuant to Section 149(2A) of the Companies Act, 1956, approval of the shareholders is necessary by way of Special Resolution before commencement of any of the activities as mentioned in the proposed new Object Clauses of the Memorandum of Association of the Company. Approval of the shareholders is sought for amendment to the Object Clause and for commencement and carrying out of new business and activities as detailed in the Resolution No. 1.

The Board recommends the Special Resolution as set out in the Notice for approval by the shareholders. None of the Directors of the Company is concerned or interested in the aforesaid Special Resolution except to the extent of shares held by them in the Company.

Item No. 2

In the Annual General Meeting held on 1st July, 1996, the shareholders of Company had authorised the Board of Directors under Section 293(1)(a) of the Companies Act, 1956 for creation of such securities in such manner upon such assets of the Company, both present and future, for securing the loans availed from time to time from the Banks/Financial Institutions and other appropriate authorities.

In order to meet the requirement of funds for the expansion, other infrastructure projects and general corporate purposes, the Company has borrowed and/or may borrow by way of Rupee Term Loan/Working Capital Limits/Foreign currency loans including External Commercial Borrowings and/or issue of securities comprising of partly Convertible Bonds/Debentures/Warrants and/or Non-Convertible Debentures from Financial Institutions/Lenders/Bankers/Trustees/Agents and others. The aforesaid borrowings/issue of Non-Convertible Debentures are required to be secured by way of first and second charge/mortgage/ hypothecation of the movable and immovable properties of the Company, both present and future in favour of Lenders, Agents and Trustees etc.

Since creating the aforesaid security, in certain cases is regarded as disposal of whole or substantially the whole of the undertaking(s) of the Company, within the meaning of Section 293(1)(a) of the Companies Act, 1956, it is necessary to obtain approval of shareholders pursuant to Section 293(1)(a) of the Companies Act, 1956. Further, Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, provides that the aforesaid approval under Section 293(1)(a) is to be compulsorily obtained by way of Postal Ballot. Accordingly, the Resolution under Section 293(1)(a), is being proposed to seek the shareholders approval by way of Postal Ballot as per the requirements of Section 192A of the Companies Act, 1956.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the shareholders. None of the Directors of the Company is concerned or interested in the aforesaid Ordinary Resolution except to the extent of shares held by them in the Company.

By Order of the Board

Girish Sharma

Vice-President (Indirect Taxes)
& Acting Company Secretary

Place: Kolkata

Date: 22nd April, 2010