



## BIRLA CORPORATION LIMITED

CIN: L01132WB1919PLC003334

Registered Office: Birla Building, 9/1, R.N. Mukherjee Road, Kolkata – 700 001  
Ph: 033-66166729/6737; Fax: 033–22487988/2872  
E-mail: [investorsgrievance@birlacorp.com](mailto:investorsgrievance@birlacorp.com); Website: [www.birlacorporation.com](http://www.birlacorporation.com)

### Postal Ballot Notice

#### Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”), to the extent applicable and other applicable laws and regulations, if any, that the Resolutions appended below are proposed to be passed by the Members of Birla Corporation Limited (“**Company**”) by way of Postal Ballot including remote e-voting (“**e-voting**”).

A Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the proposed Resolutions setting out the material facts concerning the Resolutions and the reasons thereof is annexed hereto for your consideration and forms part of the Postal Ballot Notice.

The Board of Directors of the Company has appointed Shri Anil Kumar Murarka (Membership No. F3150, C.P No. 1857), LLB, Company Secretary in Wholetime Practice, as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies” and pursuant to the provisions of Section 108, 110 of the Act read with Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide the facility of e-voting to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members are requested to follow the procedures stated in the notes and instruction to cast their vote through e-voting.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, record their assent (for) or dissent (against) in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5.00 p.m. on Saturday, 14th January, 2023. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5.00 p.m. on 14th January, 2023 will be treated as ‘invalid’. Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read related notes to this Postal Ballot Notice and instructions given thereunder.

The Company has engaged the services of Central Depository Services (India) Limited, (“**CDSL**”) as its agency for providing e-voting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on Friday, 16th December, 2022 at 9.00 a.m. (IST) and end on Saturday, 14th January, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled for voting thereafter.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of the Postal Ballot including e-voting. The results of the Postal Ballot shall be declared on or before Tuesday, 17th January, 2023 by 5.00 p.m. at the Registered Office of the Company. The said results along with Scrutinizer Report will be displayed at the Registered Office as well as the Corporate Office of the Company and will also be communicated to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the shares of the Company are listed. A copy of the results will also be forwarded to CDSL for displaying the same on its website, [www.evotingindia.com](http://www.evotingindia.com) and will also be displayed on the Company’s website, [www.birlacorporation.com](http://www.birlacorporation.com).

## **SPECIAL BUSINESS**

### **1. Appointment of Shri Sandip Ghose (DIN: 08526143) as a Director 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 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 138 of the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, Shri Sandip Ghose (DIN: 08526143), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st December, 2022 in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### **2. Appointment of Shri Sandip Ghose (DIN: 08526143) as Wholetime Director 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 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 subject to such approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Shri Sandip Ghose (DIN: 08526143) as the Wholetime Director of the Company for a period from 1st December, 2022 till 31st December, 2022, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Statement annexed to the Postal Ballot Notice, with further authority to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Shri Sandip Ghose, provided that the total remuneration payable to Shri Sandip Ghose shall not exceed the limit specified 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 of Directors of the Company, 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.”

### **3. Appointment of Shri Sandip Ghose (DIN: 08526143) as Managing Director & Chief Executive Officer 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 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 subject to such approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Shri Sandip Ghose (DIN: 08526143) as the Managing Director & Chief Executive Officer of the Company for a period 3 (three) years with effect from 1st January, 2023, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Statement annexed to the Postal Ballot Notice, with further authority to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Shri Sandip Ghose, provided that the total remuneration payable to Shri Sandip Ghose shall not exceed the limit specified 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 of Directors of the Company, 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.”

Registered Office:  
Birla Building,  
9/1, R.N. Mukherjee Road,  
Kolkata – 700 001  
CIN: L01132WB1919PLC003334  
E-mail: [investorgrievance@birlacorp.com](mailto:investorgrievance@birlacorp.com)  
Website: [www.birlacorporation.com](http://www.birlacorporation.com)  
Date: 5th December, 2022  
Place: Kolkata

By Order of the Board  
  
Manoj Kumar Mehta  
Company Secretary & Legal Head

## NOTES:

1. The Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder setting out material facts and reasons for the proposed Resolutions, is annexed hereto.
2. The relevant details of Director seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) are also annexed as **Annexure-A** to this Notice.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 9th December, 2022.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope. Members may note that this Notice will be available on the Company's website at [www.birlacorporation.com](http://www.birlacorporation.com), 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 and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on Friday, 9th December, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members/List of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
6. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, may download the Postal Ballot Form from the Company's website, [www.birlacorporation.com](http://www.birlacorporation.com) and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on 14th January, 2023. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation etc. authorizing their representatives to 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).
9. All relevant documents referred in the Postal Ballot Notice and Statement will be available for inspection electronically between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday until the last date for receipt of duly completed Postal Ballot Form or e-voting. Members seeking to inspect such documents can send an email to [agm@birlacorp.com](mailto:agm@birlacorp.com).
10. 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 Registrar & Transfer Agent/Company where the shares are held in physical form. Members may follow the process detailed below for registration of email address:
  - 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 (eg.: 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 address 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](mailto:investorsgrievance@birlacorp.com).
11. The Resolutions, if approved by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. 14th January, 2023.
12. **Instructions for Members for Remote e-voting are given below:**
- a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants.

**b. Members desiring to vote through remote e-voting may refer to the following steps:**

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Companies”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The 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 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. Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 CDSL for casting of vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>5. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

Type of shareholders	Login Method
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 “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.</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 e-voting service provider - NSDL and you will be re-directed to NSDL website 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 held 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 - NSDL</b> name and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>depository participants</b>	<ol style="list-style-type: none"> <li>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.</li> <li>2. Once you login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on options available against company name or <b>e-Voting service provider-CDSL</b> and you will be redirected to e-voting website of CDSL for casting your vote during the remote e-voting period.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 or at 022-23058738 or 022-23058542/43.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30.

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

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

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](http://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:

<b>Particulars</b>	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</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 “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 e-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 delink in case of any wrong mapping.
5. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non-Individual shareholders are required 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 at [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.
13. 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.
14. 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 22 55 33.

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

15. 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).

## Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### Item Nos. 1, 2 & 3

The Board of Directors of the Company at its Meeting held on 8th November, 2022, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri Sandip Ghose (DIN: 08526143) as an Additional Director of the Company with effect from 1st December, 2022 in terms of Section 161 of the Companies Act, 2013 (the "Act") and simultaneously appointed Shri Sandip Ghose as a Wholetime Director of the Company for the period from 1st December, 2022 to 31st December, 2022 and also designated him as the Key Managerial Personnel of the Company w.e.f. 1st December, 2022.

Further, upon cessation of office of Shri Arvind Pathak as the Managing Director & Chief Executive Officer of the Company with effect from the close of business hours of 31st December, 2022, Shri Sandip Ghose shall be elevated to the position of "Managing Director & Chief Executive Officer" of the Company for a period of 3 (three) years w.e.f. 1st January, 2023, subject to the approval of members.

As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") effective from 1st January, 2022, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

The Company has also received the consent in writing from Shri Sandip Ghose to act as a Director of the Company and a declaration under Section 164 of the Act to the effect that he is not disqualified from being appointed as a Director. Shri Sandip Ghose satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

Shri Sandip Ghose is an experienced Business leader, who has held a variety of leadership positions in industries ranging from Consumer Goods (FMCG), Media and Cement. He is a qualified Chartered Accountant with All India Merit Rank. He has over 39 years of professional experience and has worked with both large multi-national corporations (Unilever and Lafarge-Holcim) and family run enterprises (Birla Corporation, HT media and ABP).

As Chief Operating Officer of Birla Corporation Limited (BCL) upto 30th September, 2020, he played a key role in making it one of the best performing cement companies in the mid-cap segment. During his tenure, he transformed the sales and marketing operations of the Company, creating brand architecture and increasing the sale of premium products to a significant part of the trade volumes. He contributed in the integration of brands, sales and marketing operations of the Company and RCCPL Private Limited (wholly owned subsidiary of the Company) and fast ramp up of RCCPL volumes. Prior to that he was the Country Sales Director of Lafarge India. He has been also associated with media, first with the ABP Group (as SBU Head of The Telegraph newspaper and Businessworld Magazine) and subsequently with HT Media Limited, where he as part of the senior leadership was responsible for the launch of Hindustan Times & Mint Newspapers in Mumbai.

Necessary disclosure of Shri Sandip Ghose pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings is provided in "Annexure-A" to the Notice.

The brief terms and conditions of the appointment of Shri Sandip Ghose are as set out herein below:

1. **Period of Appointment:**
  - As Wholetime Director –**  
1st December, 2022 to 31st December, 2022.
  - As Managing Director & Chief Executive Officer –**  
1st January, 2023 till 31st December, 2025.

2. **Remuneration:**

- 2.1 **Salary:**

₹ 14,00,000/- (Rupees Fourteen Lakhs only) per month with such annual increment/increase as may be recommended by the Nomination and Remuneration Committee and approved by the Board as it may deem fit. 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.



## 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:

₹ 9,85,800/- (Rupees Nine Lakh Eighty Five Thousand Eight Hundred 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.

## 3. Other Allowances, Benefits and Perquisites:

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

### 3.1 House Rent Allowance:

₹ 8,40,000/- (Rupees Eight Lakh Forty Thousand only) being 60% 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.

### 3.2 Soft Furnishing Allowance:

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.

### 3.3 Leave Travel Allowance:

For self and family, once in a year, 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.

### 3.4 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.

### 3.5 Club Fees:

Membership of one club. The subscription fees of that club will be borne by the Company.

### 3.6 Personal Accident Insurance:

Personal Accident Insurance Policy of an amount the annual premium of which does not exceed ₹ 12,000/- (Rupees Twelve Thousand only).

### 3.7 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.

### 3.8 Provident Fund:

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

### 3.9 Leave:

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

### 3.10 Medical Insurance:

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

### 3.11 Relocation Expenses:

Relocation expenses including travelling expenses of self and spouse, transportation, packing and unpacking expenses incurred for shifting from Coonoor to Kolkata will be reimbursed on actuals.

### 3.12 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 Wholetime Director/ Managing Director & Chief Executive Officer and such re-appointment shall not be deemed to constitute a break in his appointment / service as the Wholetime Director/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. Mr. Ghose shall also be entitled to reimbursement of entertainment expenses actually incurred in the course of legitimate business purpose of the Company.
8. The headquarters of Mr. Ghose will be based at Kolkata for attending his duties.
9. 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.
10. During the continuance of the employment, Mr. Ghose shall not enter into any other service or employment. Any process, discovery, invention or patent acquired by Mr. Ghose in the course of his employment will belong to the Company.
11. 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.
12. 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.
13. 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.
14. The services of Mr. Ghose is subject to termination by either party at any time by giving three (3) months' notice in writing or on payment of equivalent salary in lieu thereof.
15. 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 here-in above.
16. In express and partial supersession of the stipulations in Clause 14, 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.
17. If at any time Mr. Ghose ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Wholetime Director/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.

18. The terms and conditions contained in this Agreement including remuneration shall be subject to the approval of the Shareholders within 3 (three) months from the date of appointment 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 agreement entered into by the Company with Shri Sandip Ghose containing the terms and conditions of appointment and remuneration payable to him and copy of the resolutions passed by the Board of Directors on 8th November, 2022 shall be available for inspection by the Members by electronic mode. Members seeking to inspect such documents can send an email to the Company at [agm@birlacorp.com](mailto:agm@birlacorp.com).

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

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms and conditions of appointment and remuneration specified above are now being placed before the Members for their approval.

Shri Sandip Ghose and his relatives may be deemed to be interested in the Resolutions as set out at Item Nos. 1, 2 & 3 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 Nos. 1, 2 & 3 of the Notice.

The Board of Directors, therefore, recommends the Resolutions as set out at Item Nos. 1, 2 & 3 to be passed as Ordinary Resolutions by the Members.

Registered Office:  
Birla Building,  
9/1, R.N. Mukherjee Road,  
Kolkata – 700 001  
CIN: L01132WB1919PLC003334  
E-mail: [investorsgrievance@birlacorp.com](mailto:investorsgrievance@birlacorp.com)  
Website: [www.birlacorporation.com](http://www.birlacorporation.com)  
Date: 5th December, 2022  
Place: Kolkata

By Order of the Board  
  
Manoj Kumar Mehta  
Company Secretary & Legal Head

### Details of Director seeking Appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings)

<b>Name of the Director</b>	<b>Shri Sandip Ghose (DIN: 08526143)</b>
<b>Date of Birth and Age</b>	17th September, 1960; 62 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board of Directors of the Company</b>	1st December, 2022
<b>Qualifications</b>	Chartered Accountant with All India Merit Rank.
<b>Experience (including nature of expertise in specific functional areas)/ Brief Resume</b>	Shri Sandip Ghose is an experienced Business leader, who has held a variety of leadership positions in industries ranging from Consumer Goods (FMCG), Media and Cement. He has over 39 years of professional experience and has worked with both large multi-national corporations (Unilever and Lafarge-Holcim) and family run enterprises (Birla Corporation, HT media and ABP).
<b>Number of shares held in the Company</b>	Nil
<b>List of directorships held in other companies</b>	Nil
<b>Chairman/Member of the Committees of the Boards of the Companies in which he is Director</b>	Nil
<b>Listed entities from which the person has resigned in the past three years</b>	Nil
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None
<b>Number of meetings of the Board attended during the year 2021-2022</b>	Not Applicable
<b>Number of ESOPs granted</b>	Nil
<b>Terms and conditions of Appointment</b>	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
<b>Details of Remuneration sought to be paid</b>	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
<b>Remuneration last drawn (including sitting fees, if any)</b>	Not Applicable



## BIRLA CORPORATION LIMITED

CIN: L01132WB1919PLC003334

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

Ph: 033-66166729/6737; Fax: 033–22487988/2872

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

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.

1. Name and Registered Address of sole/first named Shareholder :
2. Name(s) of the joint holder(s), (if any) :
3. Registered Folio No./DP & Client ID No. :
4. Number of share(s) held :

I/We hereby exercise my/our votes in respect of the following Ordinary Resolutions to be passed through Postal Ballot for special business stated in the Postal Ballot Notice dated 5th December, 2022 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Shri Sandip Ghose (DIN: 08526143) as Director of the Company			
2.	Appointment of Shri Sandip Ghose (DIN: 08526143) as Wholetime Director of the Company for the period from 1st December, 2022 to 31st December, 2022			
3.	Appointment of Shri Sandip Ghose (DIN: 08526143) as Managing Director & Chief Executive Officer of the Company for a period of 3 years w.e.f. 1st January, 2023			

Place : .....

Signature(s) of the shareholder(s)/  
Authorised Representative

Date : .....

#### Electronic Voting particulars:

The electronic voting particulars are set out as follows:

EVSIN	USERID	PASSWORD
221207002		

**NOTE:** In terms of SEBI e-voting circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants. The detailed procedure for remote e-voting is given in the Postal Ballot Notice.

PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES.

## INSTRUCTIONS

01. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by Birla Corporation Limited ("Company"). However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
02. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
03. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
04. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
05. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
06. Duly completed Postal Ballot Form should reach to the Scrutinizer on or before 5.00 p.m. (IST) on Saturday, 14th January, 2023. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if the reply from such Member(s) has not been received.
07. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
08. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
  - a. It has not been signed by or on behalf of the Member;
  - b. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company/Depository Participant, as the case may be;
  - c. It is not possible to determine without any doubt the assent or dissent of the Member;
  - d. Neither assent nor dissent is mentioned;
  - e. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - f. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - g. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - h. Member has made any amendment to the resolution or imposed any condition while exercising his vote.
09. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on Friday, 9th December, 2022 (cut-off date).
10. The result of the Postal Ballot will be declared on or before Tuesday, 17th January, 2023 by 5.00 p.m. at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 06 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. A member cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to e-voting.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. The Scrutinizer's decision on the validity of Postal Ballot will be final.

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