



BIRLA CORPORATION LIMITED

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

CIN : L01132WB1919PLC003334

POSTAL BALLOT NOTICE

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

To the Shareholders

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any and all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot including e-voting. A statement setting out the material facts concerning the item mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice along with Postal Ballot Form (the "Form") for your consideration.

The Board of Directors has appointed Ms. Aditi Jhunjunwala, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer at Birla Corporation Limited, Birla Building, 9/1, R.N. Mukherjee Road, Kolkata-700 001 not later than the close of business hours i.e. 5:00 p.m. on 23rd February, 2016. 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 the notes to the Postal Ballot Notice and instructions overleaf the Postal Ballot Form.

On the completion of the postal ballot process (including e-voting period), the Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the postal ballot process (including e-voting period) unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Managing Director or in his absence to the Company Secretary of the Company. The results of the Postal Ballot (including e-voting) would be announced by the Managing Director and in his absence by the Company Secretary of the Company on 26th February, 2016 at 10.30 a.m. at the Registered Office of the Company. The said results would be displayed at the Registered Office as well as the Corporate Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed and displayed along with the Scrutinizer's report on the Company's website viz: www.birlacorporation.com and the website of NSDL viz: www.nsdl.co.in.

Item of Business requiring consent of shareholders through Postal Ballot.

To approve the offer or invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis and in this regard, to consider and, if thought fit, to pass the following Resolution as **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board), for making one or more offer(s) or invitation(s) to subscribe to secured or unsecured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities, on private placement basis, in one or more tranches, on such terms and conditions as the Board of Directors of the

Company may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the said Bonds/Debentures/other Debt Securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, during a period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members, from time to time."

"RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient to give effect to this Resolution."

Place : Kolkata
Date : 23rd December, 2015

By Order of the Board

Girish Sharma
Jt. President (Indirect Taxes)
& *Company Secretary*

Notes :

1. The Statement Annexed to the Postal Ballot Notice and reasons for the aforesaid Special Resolution pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts are appended herewith.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members and the list of Beneficial Owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 8th January, 2016.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on 8th January, 2016.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
5. As per Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and Members who have not registered their e-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through Registered Post/Speed Post/Courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.nsdl.co.in or from the 'Investors' section on the Company's website www.birlacorporation.com.
6. The resolution duly passed by this Postal Ballot Notice shall be deemed to have been passed at the meeting of the shareholders as per the provisions of the Section 110 of the Companies Act, 2013 read with the Governing Rules.
7. **Voting through electronic means :**
 - I. The instructions for e-voting are as under :-
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)];
 - (i) Open email and open PDF file viz; "Birla Corporation Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.co.in>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change Menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (Electronic Voting Event Number) of Birla Corporation Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Corporates/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. who are authorized to vote to the Scrutinizer through e-mail to aditi@vinodkothari.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository participant(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form :

EVEN (Electronic Voting Even Number)	USER ID PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for casting your vote.

ANNEXURE TO NOTICE

Explanatory Statement

[Explanatory Statement under Section 102(1) of the Companies Act, 2013]

As per the provisions of Section 42 read with Section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 a Company offering or making an invitation to subscribe to Bonds/Non Convertible Debentures (NCDs)/other Debt Securities on private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which is valid for a period of one year for all the offers and invitations for such Bonds/NCDs/other Debt Securities issued during the year.

To expand the operation and to increase the cement capacity the Company is consistently exploring various opportunities including acquisition of cement business by acquiring greenfield/brownfield cement plants. Significant capital expenditure will have to be incurred on fructification of such project/acquisition. Therefore, it would be necessary for the Company to raise funds in one or more tranches.

In order to provide necessary flexibility regarding borrowings of the Company in an optimal manner depending on the market conditions, it is proposed to borrow and raise by issue of unsecured/secured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, as may be appropriate from time to time.

The approval of the Members is being sought by way of a Special Resolution under Section 42, 71 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to make one or more offers or invitations to subscribe to the Bonds/NCDs/other Debt Securities on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board of Directors including the Committee of Directors or any other Committee of the Board, to determine the terms and conditions, including the issue price of the Bonds/NCDs/other Debt Securities.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the passing of the Special Resolution of the accompanying Notice.

The Directors commend the Special Resolution of the accompanying Notice, for the approval of the Members of the Company.

Place : Kolkata

Date : 23rd December, 2015

By Order of the Board

Girish Sharma

*Jt. President (Indirect Taxes)
& Company Secretary*



BIRLA CORPORATION LIMITED

CIN: L01132WB1919PLC003334

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

Phone : (033) 6616 6726/6738; Fax : (033) 2248 2872/7988

E-mail : investorsgrievance@birlacorp.com / coordinator@birlacorp.com

website : www.birlacorporation.com

POSTAL BALLOT FORM

1. Name and Registered address of sole/first named Shareholder :
2. Name or name(s) of the joint holder(s) (if any) :
3. Registered Folio No./DP & Client ID No.* :
(*Applicable to investors holding shares in Dematerialised form)
4. Number of share(s) held :
5. I/We hereby exercise my/our votes in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 23rd December, 2015 of the Company by sending my/our assent or dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate box below :

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Sections 42, 71 and all other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder and other applicable laws or regulations for making one or more offer(s) or invitation(s) to subscribe to Secured or Unsecured Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, in one or more tranches on such terms and conditions as the Board of Directors of the Company including the Committee of Directors or any other Committee of the Board, may from time to time determine or consider proper, within the overall borrowing limits of the Company, as approved by the members, from time to time.			

Place :

Date :

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

E-voting:

EVEN (E-Voting Event Number)	LOGIN ID	PASSWORD

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

01. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached postage pre-paid self addressed envelope. Postage will be borne and paid by Birla Corporation Limited (the "Company"). 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 (as per the specimen signature registered with the Company) 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 Scrutiniser's decision on the validity of the Postal Ballot Form shall be final and binding.
06. Duly completed Postal Ballot Form should reach the Scrutiniser not later than 30 days from the date of despatch of the notice. Postal Ballot Form received after 5.00 p.m. on 23rd February, 2016 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 shareholder;
 - (b) Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
 - (c) It is not possible to determine without any doubt the assent or dissent of the shareholder;
 - (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 shareholder;
 - (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) Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
09. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 8th January, 2016.
10. The result of the Postal Ballot will be declared on 26th February, 2016 at 10.30 a.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 envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutiniser not later than the date specified under instruction No.6 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.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. E-voting: The Company is pleased to provide e-voting facility as an alternate method of voting to all the shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. Detailed e-voting instructions are given in the Postal Ballot Notice dated 23rd December, 2015. The e-voting window is open from 9.00 a.m. on 24th January, 2016 till 5.00 p.m. on 23rd February, 2016. In case a member has voted through E-voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-voting facility, as well as, sends his vote through physical postal ballot, the vote cast through physical postal ballot will NOT be considered and the voting through e-voting shall only be considered by the Scrutiniser. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.