

BIRLA CORPORATION LIMITED

MINUTES OF THE PROCEEDINGS HELD ON 26TH FEBRUARY, 2016 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BIRLA BUILDING, 9/1, R.N. MUKHERJEE ROAD, KOLKATA – 700 001 RELATING TO DECLARATION OF THE RESULT ON VOTING BY POSTAL BALLOT (INCLUDING E-VOTING) CONDUCTED PURSUANT TO NOTICE DATED 23RD DECEMBER, 2015

Present

- Shri G. Sharma - Jt. President (Indirect Taxes)
& Company Secretary
" M.K. Mehta - Deputy Company Secretary &
Sr. Vice-President (Direct Tax)

Scrutinizer

- Ms. Aditi Jhunjunwala - Practising Company Secretary

Members

- Shri A. Gangwal
" V.K. Sharma
" V.S. Mishra
" Umesh Varma
" A.K. Garg
Ms. S. Agarwal

Shri Girish Sharma, Jt. President (Indirect Taxes) & Company Secretary welcomed the persons gathered for the purpose of declaration of Postal Ballot results. Shri Girish Sharma informed that the Board of Directors of the Company at its Meeting held on 23rd December, 2015 had 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.

It was informed that the Postal Ballot Notice dated 23rd December, 2015, issued pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for passing the Special Resolution under Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013, was dispatched to the shareholders of the Company during the period from 20th January, 2016 to 22nd January, 2016. Shareholders in respect of whom the e-mail ID was available in the Company/Registrar's record the notice of Postal Ballot was e-mailed to such shareholders, on or before 22nd January, 2016.

Approval of the shareholders was sought in respect of the following item as Special Resolution:

To approve the offer or invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis:

"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.”

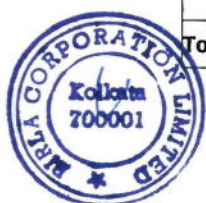
“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include Committee of Directors or any other Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient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

It was informed that the Company has offered e-voting facility as an option to the shareholders to cast their votes electronically and the e-voting window was open from 9.00 a.m. on 24th January, 2016 till 5.00 p.m. on 23rd February, 2016. As regards, voting through Postal Ballots, the shareholders were requested to return the Postal Ballot Form duly completed in the attached self-addressed envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5:00 p.m. on 23rd February, 2016.

It was also informed that the Scrutinizer after due scrutiny of all the Postal Ballot Forms and votes cast electronically through e-voting services till 5.00 p.m. on 23rd February, 2016, had submitted her report on the voting by Postal Ballot (both by physical ballot and electronic means) on Thursday, the 25th February 2016 to Shri Girish Sharma, Jt. President (Indirect Taxes) & Company Secretary of the Company.

Shri Girish Sharma, based on the Scrutinizer’s Report announced the following result of the Postal Ballot (including e-voting) on Friday, the 26th February, 2016 at 10.30 a.m. at the Registered Office of the Company:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	48434191	48432931	99.99	48432931	0	100	0
	Physical Ballot Papers		0	0	0	0	0	0
	Total		48432931	99.99	48432931	0	100	0
Public-Institutions	E-Voting	15832890	11225117	70.90	10981650	243467	97.83	2.17
	Physical Ballot Papers		130000	0.82	130000	0	100	0
	Total		11355117	71.72	11111650	243467	97.86	2.14
Public- Non Institutions	E-Voting	12738266	5285387	41.49	351023	4934364	6.64	93.36
	Physical Ballot Papers		2162760	16.98	13423	2149337	0.62	99.38
	Total		7448147	58.47	364446	7083701	4.89	95.11
Total		77005347	67236195	87.31	59909027	7327168	89.10	10.90



The Company Secretary stated that as the number of votes cast in favour of the resolution are more than three times the votes cast against the same as shown in the table above, the Special Resolution under section 42 and 71 of the Companies Act, 2013 and Rules thereunder and Listing Regulations, as set out in the Postal Ballot Notice dated 23rd December, 2015, has been passed with requisite majority.

Shri Girish Sharma expressed his thanks to Ms. Aditi Jhunjhunwala for exercising due diligence for the entire Postal Ballot process and also thanked the members present and concluded the proceedings.

Sd/-

26.02.2016

COMPANY SECRETARY

Certified to be true Copy
For DURLA CORPORATION LIMITED


GIRISH SHARMA

Jt. President (Indirect Taxes)
& Company Secretary