



VINOD KOTHARI & COMPANY

Practising Company Secretaries
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Kolkata - 700 017, India

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PAN No - AAMFV6726E

Service Tax Registration No. - AFMPK8774QST002

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
Chairman
Birla Corporation Limited
1, Shakespeare Sarani
2nd Floor, Kolkata-71
India

Re: Ninety-fifth Annual General Meeting of the Equity Shareholders of Birla Corporation Limited Held at Kalpataru Uttam Mancha, 10/1/1Monohar Pukur Road, Kolkata-700026, on Thursday, the 2nd July, 2015 at 10.30 A.M.

Dear Sir,

In pursuance of power conferred by Board Resolution dated May 07, 2015, the Managing Director of your Company had appointed the undersigned, Mr. Arun Kumar Maitra, Partner, Vinod Kothari & Company, Practising Company Secretaries, of 1006-1009 Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as Scrutinizer for the purpose of the polling process conducted on the below mentioned resolution, placed before the members at the Ninety-fifth Annual General meeting of the Members of Birla Corporation Limited, held on Kalpataru Utam Mancha, 10/1/1Monohar Pukur Road, Kolkata-700026, on Thursday, the 2nd July, 2015 at 10.30 A.M.. Accordingly, we submit our report as under:

1. The polling process began after the close of discussions on the Resolutions proposed at the Meeting. The polling process was carried out by using polling paper, which were provided by the Company under my supervision.
2. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, viz., MCS Share Transfer Agent Limited and the authorizations / proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. Where a member had casted vote by both remote e-voting and by polling paper, the votes casted by polling paper have been considered as invalid.
6. The result of the Poll is as under (the said however, is to be read along with result of remote e-voting, for which please refer to our consolidated report):

a) Resolution 1: To receive, consider and adopt:

- the Balance Sheet as at 31st March, 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
- the audited consolidated financial statements of the Company for the financial year 31st March, 2015

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
233	111546	13.18

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	735054	86.82

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
8	209272

b) Resolution 2: To declare dividend on Ordinary Shares.

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



282	167617	99.98
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(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	32	0.02

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
9	209273

c) Resolution 3: To appoint a director in place of Shri Parcheta Majumdar (holding DIN: 00179118), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
233	111546	13.18

(ii) Voted against the resolution:

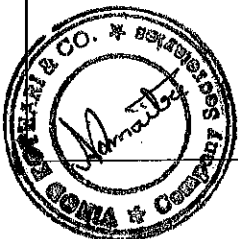
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	735054	86.82

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
8	209272

d) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E), be and are hereby appointed as Statutory Auditors of the Company, to



hold office for one year from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorised to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them in connection with the audit of Accounts of the Company."

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
232	11546	1.4

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
78	835054	98.6

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
8	209272

e) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Ms Shailaja Chandra, (holding DIN 03320688), who was appointed as an Additional Director of the Company under Section 161(1) of the Act and Article 138 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years with effect from February 05, 2015."

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
236	111606	13.19



(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
73	734394	86.81

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
8	209271

f) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 3 lakhs (Rupees three lakhs only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to Shri Somnath Mukherjee, (Membership No. 5343), Cost Auditor of the Company, for the financial year 2015-16, as approved by the Board of Directors of the Company, be and is hereby ratified."

(i) Voted in favour of the resolution:

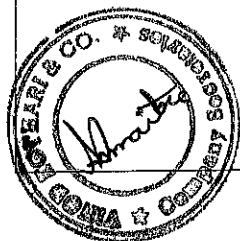
Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
233	111546	13.8

(ii) Voted against the resolution:

Numbers of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	735054	86.2

(iii) Invalid votes:

Numbers of members present and voting (in person or by proxy)	Total number of votes cast by them
8	209272



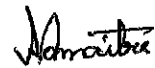
7. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
8. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Kolkata

Dated: July 02, 2015

**For Vinod Kothari & Company
Practising Company Secretaries**



**Arun Kumar Maitra
(Partner)**

CP no.: 14490

