



Birla Corporation Limited

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Ref. No. 74G/

25th August, 2020

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring, Rotunda
Building,
P.J. Towers, Dalal Street, Fort,
Mumbai- 400 001
Scrip Code: 500335

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 051
Scrip Code: BIRLACORPN

Dear Sir,

Sub: Proceedings of 100th Annual General Meeting

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a summary of the proceedings of the 100th Annual General Meeting (AGM) of the Company held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility on 25th August, 2020 is enclosed herewith.

This is for your information and record.

Thanking you,

Yours faithfully,
For **BIRLA CORPORATION LIMITED**


(GIRISH SHARMA)
Jt. President (Indirect Taxes)
& Company Secretary

Encl: As above

SUMMARY OF THE PROCEEDINGS OF THE 100TH ANNUAL GENERAL MEETING OF BIRLA CORPORATION LIMITED HELD THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ("VC/OAVM") FACILITY ON 25TH AUGUST, 2020 AT 10.30 A.M.

The 100th Annual General Meeting of the members of the Company was held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility on 25th August, 2020 at 10.30 a.m.

Shri Harsh V. Lodha, Chairman of the Board, took the Chair in accordance with Article 94 of the Company's Articles of Association and Section 104 of the Companies Act, 2013. The requisite quorum being present, Meeting was called to order.

The Chairman requested the Directors, Key Management Personnel and Senior Management Personnel attending the meeting through Video Conference to introduce themselves.

Shri Vikram Swarup, Non-Executive Independent Director and Chairman of the Audit Committee and the Nomination & Remuneration Committee of the Company was present at the Meeting.

The representatives of the Statutory Auditors and Secretarial Auditors of the Company were also present at the Meeting through video conference from their respective locations.

Shri Girish Sharma, Company Secretary of the Company, briefed the Members on certain points regarding the participation of shareholders at the meeting through Video Conference or Other Audio Visual Means.

The Company Secretary informed the Members that the Register of Shareholding Directors and Key Managerial Personnel and the Register of Contracts or arrangements in which Directors are interested and all other documents referred to in the Notice have been made available electronically for inspection during the continuance of the meeting to any person having a right to attend the meeting.

The Company Secretary also informed the Members that pursuant to the provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI Circular, the Company had provided to its members the facility to exercise their right to vote by electronic means i.e. by remote e-Voting in respect of the businesses to be transacted at the Meeting. The remote e-Voting commenced on 22nd August, 2020 at 9.00 a.m. (IST) and ended on 24th August, 2020 at 5.00 p.m. (IST). The facility for voting at the Meeting through e-Voting System provided by National Securities Depository Limited was made available for Members who had not cast their vote by remote e-Voting prior to the Meeting and were attending the Meeting.

The Board of Directors in its Meeting held on 22nd May, 2020 had appointed Shri Anil Murarka, Company Secretary in Wholetime Practice as Scrutinizer to scrutinize the votes cast at the Meeting and through remote e-voting process.



The Chairman informed the shareholders that pursuant to provisions of Section 145 of the Companies Act, 2013, the Auditors' Report do not contain any qualification, observations, or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company.

The Chairman, thereafter, briefed the shareholders about the working of the Company, Industry outlook and major developments.

All the 5 (five) resolutions as stated below were moved for consideration and approval of the Members:

Ordinary Business:

Resolution No. 1: Ordinary Resolution

Adoption of: a) Audited Standalone Financial Statements for the financial year ended 31st March, 2020 and Reports of the Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements for the financial year ended 31st March, 2020 and the Report of Auditors thereon.

Resolution No. 2: Ordinary Resolution

Declaration of Dividend on Ordinary Shares for the financial year ended 31st March, 2020 at the rate of ₹7.50 per share (75%).

Being interested in next 2(two) Resolution Nos. 3 and 4 pertaining to re-appointment of Shri Harsh V. Lodha as a Director retiring by rotation and payment of remuneration/compensation by way of profit related commission or otherwise, to Non-Executive Chairman of the Company for the financial year 2020-2021, Shri Harsh V. Lodha with the consent of all the Directors present at the Meeting requested Shri Vikram Swarup, Independent Director of the Company, to take the chair and conduct the proceedings in respect of 2(two) items of business.

Shri Vikram Swarup took the Chair and moved the following Resolutions:

Resolution No. 3: Ordinary Resolution

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), Director, who retires by rotation.

Special Business:

Resolution No. 4: Special Resolution

Payment of remuneration/compensation by way of profit related commission or otherwise, as permissible of an amount not exceeding 0.75% (seventy five basis points) of the net profits of the Company to Shri Harsh V. Lodha (DIN: 00394094), Non-Executive Chairman of the Company for



the financial year 2020-2021, which may exceed fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors of the Company.

Shri Vikram Swarup then requested Shri Harsh V. Lodha to resume the chair for rest of the proceedings of the Meeting. Accordingly, Shri Harsh V. Lodha took the Chair and presided over the Meeting again.

The Chairman then moved the following Resolution:

Resolution No. 5: Ordinary Resolution

Ratification of remuneration of ₹ 4,00,000/- to be paid to M/s. Shome & Banerjee, Cost Auditors of the Company for the Financial Year 2020-2021.

The Chairman invited the Members who had registered themselves as speakers to ask question or present their views on the working of the Company. He requested the members to restrict their questions to the business of the Annual General Meeting and relating to the Company and not to any other matter. Thereafter, the questions raised by the members in advance prior to the Meeting and those raised at the Meeting were duly answered by the Chairman, Wholetime Director & Chief Executive Officer and Chief Financial Officer of the Company. The Chairman thanked the Members for making various observations and constructive suggestions.

The Chairman informed that the facility for voting on the NSDL platform would continue to remain open for 15 minutes from the conclusion of the Meeting to enable members to cast their vote.

The Chairman announced that the Consolidated Results of voting i.e remote e-Voting and e-Voting at the Annual General Meeting would be declared by Shri Girish Sharma, Company Secretary of the Company, immediately on receipt of the consolidated Scrutinizer's Report from the Scrutinizer and that the same shall be intimated to the Stock Exchanges and placed on the website of the Company and NSDL. The requisite quorum was present throughout the Meeting. The e-voting facility was kept open for 15 minutes and thereafter, the meeting concluded at 12.50 p.m.

On the basis of Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Annual General Meeting, all the 5 (five) Resolutions as mentioned in the Notice of AGM dated 6th July, 2020 were approved and passed with requisite majority.

For **BIRLA CORPORATION LIMITED**



(GIRISH SHARMA)
Jt. President (Indirect Taxes)
& Company Secretary