



BIRLA CORPORATION LIMITED

CIN : L01132WB1919PLC003334

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

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E-mail: investorsgrievance@birlacorp.com

Website: www.birlacorporation.com

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, if any, of the Companies Act, 2013 (“Act”), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) including any statutory modification or re-enactment thereof for the time being in force 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 voting by electronic means (“e-voting”).

A statement pursuant to Section 102 of the Act 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 for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members (whether holding shares in physical or in dematerialised form) to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Board of Directors has appointed Shri Anil Murarka (Membership No. F3150, C.P No. 1857), LL.B., Company Secretary in Whole-time Practice as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

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 9th June, 2019. 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 after 5.00 p.m. on 9th June, 2019 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 the related notes to this Postal Ballot Notice and instructions given thereunder.

Upon completion of the scrutiny of Postal Ballot Forms (including e-voting), the Scrutinizer will submit his report to the Managing Director or in his absence to the Company Secretary of the Company. The results of the Postal Ballot (including e-voting) will be announced by the Managing Director and in his absence by the Company Secretary of the Company on 11th June, 2019 at 11.30 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 and would also be intimated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website viz: www.birlacorporation.com and on the website of National Securities Depository Limited viz: www.nsdl.co.in.

SPECIAL BUSINESS

Continuation of Directorship of Ms. Shailaja Chandra as a Non-Executive Independent Director

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

modification or re-enactment thereof for the time being in force) and any other applicable laws, consent of the Members be and is hereby accorded for continuation of directorship of Ms. Shailaja Chandra (DIN: 03320688), who will attain the age of 75 (seventy five) years on 16th June, 2019, as a Non-Executive Independent Director till the expiry of her existing term i.e. upto 4th February, 2020.”

By Order of the Board

Place : Kolkata
Date : 3rd May, 2019

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

NOTES :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules made thereunder setting out material facts and reasons for the aforesaid Special Resolution is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form 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 3rd May, 2019.
3. 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 alongwith a self-addressed postage pre-paid business reply envelope. Members may note that this Notice will be available on the Company's website, www.birlacorporation.com and on the website of NSDL on www.nSDL.co.in.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on 3rd May, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register 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.
5. 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 provide e-voting facility to the Members to exercise their votes electronically. 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.
6. 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 and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. on 9th June, 2019. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
8. The e-voting period commences on 11th May, 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on 9th June, 2019. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e., 3rd May, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.
9. The resolution, 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. 9th June, 2019.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, www.birlacorporation.com or from the website of NSDL, www.nSDL.co.in.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

12. Voting through electronic means :

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

A. Details on Step 1 are mentioned below :

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <i>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i>
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <i>For example if your Beneficiary ID is 12***** then your user ID is 12*****</i>
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company <i>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</i>

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’.
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.
- B. Details on Step 2 is given below:**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of “Birla Corporation Limited”.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
13. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.
 14. 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 available on www.evoting.nsdl.com to reset the password.
 15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
 16. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Statement pursuant to Section 102(1) of the Companies Act, 2013

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 and effective from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 (seventy five) years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Ms. Shailaja Chandra (DIN: 03320688), aged 74 (seventy four) years, is a Non-Executive Independent Director of the Company. At the 95th Annual General Meeting of the Company held on 2nd July, 2015, the Members had approved the appointment of Ms. Chandra as an Independent Director of the Company for a period of 5 (five) years effective from 5th February, 2015. Ms. Chandra will be attaining the age of 75 (seventy five) years during her present term and therefore in view of the aforesaid provision, it is necessary to seek approval of the Members through Special Resolution for continuance of her directorship in the Company.

Ms. Shailaja Chandra was a Member of the Indian Administrative Service (IAS) and a civil servant for 38 years who has distinguished herself in several roles including as Delhi's only woman Chief Secretary. Ms. Chandra also has additional 10 years of experience in Public Governance. Apart from 15 years of experience with the Central Government where Ms. Chandra held assignments in the Ministries of Defence, Power and Health, Ms. Chandra has worked in different parts of the country with the State Governments. She was Health Secretary in Delhi and joined the Government of India as Joint Secretary in the Ministry of Health & Family Welfare where she was promoted as Additional Secretary and later Secretary in the same Ministry. Ms. Chandra was Chairman, Public Grievances Commission and Appellate Authority under the Delhi Right to Information Act and was the first Executive Director of the National Population Stabilisation Fund, Ministry of Health & Family Welfare, Government of India.

Considering the rich experience and expertise of Ms. Chandra and her valuable contribution towards the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on 2nd May, 2019 and 3rd May, 2019 respectively recommended the continuation of present tenure of her appointment as a Non-Executive Independent Director i.e., up to 4th February, 2020 on the existing terms and conditions notwithstanding that she will attain the age of 75 (seventy five) years.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard-2 on General Meetings, requisite particulars of Ms. Chandra forms part of this Postal Ballot Notice.

Except Ms. Shailaja Chandra, none of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board of Directors, therefore, recommend the Special Resolution as set out in the Postal Ballot Notice for your approval.

By Order of the Board

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

Place : Kolkata
Date : 3rd May, 2019

Disclosure relating to Director pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name of the Director	Ms. Shailaja Chandra (DIN: 03320688)
Date of Birth and Age	17.06.1944, (74 years)
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	05.02.2015
Qualifications	I.A.S.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	A civil servant for 38 years who has distinguished herself in several roles including as Delhi's only woman Chief Secretary. She also has additional 10 years of experience in Public Governance. Apart from 15 years of experience with the Central Government where Ms. Chandra held assignments in the Ministries of Defence, Power and Health, she has worked in different parts of the country with the State Governments.
Number of shares held in the Company	500*
List of directorships held in other companies	<ol style="list-style-type: none"> 1. Kerala Ayurveda Limited 2. JSW Energy Limited 3. JSW Energy (Barmer) Limited 4. JSW Hydro Energy Limited 5. JSW IP Holdings Private Limited
Chairman/Member of the Committees of the Boards of the companies in which she is Director	<p>Member</p> <p><i>Audit Committee-</i> JSW Energy Limited JSW Hydro Energy Limited JSW IP Holdings Private Limited</p> <p><i>Corporate Social Responsibility Committee-</i> JSW Energy Limited</p> <p><i>Risk Management Committee-</i> Birla Corporation Limited</p>
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2018-19 [Out of 5 (Five) held]	5 (Five)
Number of ESOPs granted	Nil
Terms and conditions of Appointment/Re-appointment	Not liable to retire by rotation.
Details of Remuneration sought to be paid	Ms. Chandra shall be entitled to sitting fees for attending meetings of the Board and Committees thereof.
Remuneration last drawn (including sitting fees, if any)	Rs. 7,00,000/- was paid to Ms. Chandra as sitting fees during the financial year 2018-19 for attending the Meetings.

NOTE: * Shares held jointly with other shareholder.



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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 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 :

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 3rd May, 2019 of the Company by sending my/our assent or dissent to the said Special Resolution by placing the tick (V) mark in the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for continuation of Directorship of Ms. Shailaja Chandra (DIN: 03320688) as a Non-Executive Independent Director			

Place :

Date :

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

E-voting particulars :

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows :

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 on or before 5:00 p.m. (IST) on 9th June, 2019. 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 shareholder;
 - (b) Signature on the Postal Ballot Form doesn't match 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 3rd May, 2019.
10. The result of the Postal Ballot will be declared on 11th June, 2019 at 11.30 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. The Scrutiniser's decision on the validity of Postal Ballot will be final.
17. **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 3rd May, 2019. The e-voting window is open from 9.00 a.m. on 11th May, 2019 till 5.00 p.m. on 9th June, 2019 . 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.
