



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
www.india-financing.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
Service Tax Registration No. - AAMFV6726ESD001
UdyogAdhar Number – WB10D0000448

Date: February 25, 2016

To,

The Chairman
Birla Corporation Limited
Birla Building,
9/1, R. N. Mukherjee Road,
Kolkata – 700 001
West Bengal, India

Sub: Scrutinizer's report on postal ballot conducted as per Companies Act, 2013 and allied Rules

Sir,

The Board of Directors of the Company, at their meeting held on December 23, 2015 has appointed Ms. Aditi Jhunjunwala of M/s Vinod Kothari and Company, Practising Company Secretaries as the Scrutinizer to ensure that the process of postal ballot is conducted in a fair and transparent manner and in due compliance with section 110 of Companies Act, 2013 ('Act, 2013') and Companies (Management and Administration) Rules, 2014 ('Rules, 2014') including any statutory modification or re-enactment thereof for the time being in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and any other applicable provisions, if any.

The Company sought the approval of the shareholders for the following resolution:

VINOD KOTHARI & COMPANY

Aditi
Partner

Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai – 400002, Ph - 022-22817427
Delhi Office: B-49, Panchsheel Enclave, New Delhi – 110017, Ph – 011 41315340



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Description and type of the resolution		
Resolution No.	Description of resolution	Type of resolution
1	Special Resolution under Section 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.	Special

In keeping with the requirements of the Rules, 2014, we submit our report as under:

- As per the information provided to the scrutinizer, the Company had completed the dispatch of postal ballot notice, along with the postal ballot form and business reply envelope (postage prepaid) on January 22, 2016 by speed post and courier and all the notices under electronic mode were also sent on the same day to all such members whose names appeared on the Register of Members/list of beneficiaries on January 8, 2016.

VINOD KOTHARI & COMPANY

[Signature]
Partner

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2. Advertisement containing relevant details as required by Rules, 2014 was published in *Business Standard* and *Ganashaktion* January 23, 2016.
3. In keeping with the provisions of Regulation 44 of the Listing Regulations and Rules, 2014, the Company had made arrangements with National Securities Depository Limited for providing a system of recording votes of the shareholders by electronic means.
4. Particulars of all postal ballot forms received from the shareholders and votes cast by electronic means have been maintained in a separate register in electronic mode.
5. All postal ballot forms received upto 5.00 P.M. on February 23, 2016, being the last time and date fixed by the Company for receipt of the postal ballot forms, have been considered for scrutiny. Any form received after the said date and time have not been considered for scrutiny.
6. During the course of scrutiny, no postal ballot form has been found to be defaced or mutilated.
7. We have relied on information provided by the RTA of the Company in relation to details regarding number of shares and signature of shareholders.
8. The details of postal ballot forms (*both by physical ballots and electronic means*) received with respect to the proposed resolution are given below:

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J. K. K.

Partner

Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai - 400002, Ph - 022-22817427

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Sl No.	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	224	2493764
2	Total votes cast by electronic means	172	64943435
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	32	201004
4	No. of e-votes taken to be invalid	0	0
5	Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)] Resolution	364	67236195

9. The summary of the valid votes casted in favour and valid votes casted against the resolution is as follows:

Particulars	Assent		Dissent	
	No. of ballots	No. of Shares	No. of ballots	No. of Shares
Physical	169	143423	23	2149337
E-voting	144	59765604	28	5177831
Total	59909027		7327168	
%	89.10		10.90	

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10. The detailed voting results are as follows:

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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 - infavour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
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

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Note:

1. Where the ballots received by us did not had any necessary information such as signature of the shareholder, votes casted and/or mismatch of signature as per the records available with the RTA of the Company and the ballots which were received by us after 5 P.M. on February 23, 2016 and thereafter, have not been taken into account for counting votes.
2. Figures have been rounded off to their nearest numbers for ease of representation.

RESULTS:

Based on the results above and considering the provisions of Companies Act, 2013 and Rules 2014, I hereby report the following:

As the number of votes cast in favour of the resolution is more than three times the votes cast against the same as shown in the tables above, the Special Resolution pertaining to the resolution under applicable provisions of Act, 2013 and rules thereunder and Listing Regulations, as set out in the Postal ballot notice dated December 23, 2015, has been passed with requisite majority. Hence, the resolution is deemed to be passed with requisite majority as on the date of announcement of the results.

The resolution enumerated above may accordingly deemed to be passed.

I thank you for the opportunity given to act as the Scrutinizer for the above mentioned Postal Ballot process.

For Vinod Kothari and Company

Practising Company Secretaries

Aditi Jhunjhunwala

Aditi Jhunjhunwala

Partner

CP 10144

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