



Birla Corporation Limited

Corporate Office:

1, Shakespeare Sarani,
A.C. Market (2nd Floor), Kolkata 700 071

P: 033 6603 3300-02

F: +91 332288 4426

E: Coordinator@birlacorp.com

5th September, 2023

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(s),

Sub: Proceedings of the 103rd Annual General Meeting ('AGM')

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith summary of proceedings of the 103rd AGM of the Company held on Tuesday, 5th September, 2023 at 10.30 a.m. (IST) at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700026.

The meeting concluded at 12.33 p.m. (IST).

This is for your information and records.

Thanking you,

Yours faithfully,
For **BIRLA CORPORATION LIMITED**

MANOJ KUMAR MEHTA
Company Secretary & Legal Head

Encl: As above



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SUMMARY OF THE PROCEEDINGS OF THE 103RD ANNUAL GENERAL MEETING OF BIRLA CORPORATION LIMITED

The 103rd Annual General Meeting ('AGM') of the members of Birla Corporation Limited ("the Company") was held today, i.e. on Tuesday, 5th September, 2023 at 10.30 a.m. (IST) at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata – 700026.

Shri Harsh V. Lodha, Chairman of the Board & Chairman of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee, 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, the Chairman called the Meeting to order.

Shri Sandip Ghose, Managing Director & Chief Executive Officer of the Company, Shri Vikram Swarup, Non-Executive Independent Director and Chairman of the Audit Committee and the Nomination and Remuneration Committee of the Company were present at the Meeting. In view of the prior commitments, other remaining Directors of the Company mostly the out stationed Directors were unable to attend the meeting.

The representatives of the Statutory Auditors, Secretarial Auditors of the Company and the Scrutinizer were also present in the meeting.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Circular, the Company has extended to its legal 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 AGM. The remote e-voting commenced on 2nd September, 2023 from 9:00 am and ended on 4th September, 2023 at 5:00 pm.

The Chairman informed the Members that the Company has also provided facility to the Members to cast their vote through Ballot paper once the proceedings of the meeting ends.

Shri Anil Kumar Murarka, Company Secretary in wholetime practice was appointed as Scrutinizer to scrutinize the voting and remote e-voting process.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or arrangements in which Directors are interested and all other documents referred to in the Notice of 103rd AGM were open and available for inspection during the meeting to any person having a right to attend the meeting.

The Chairman informed the Members that 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.



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The Chairman, thereafter, briefed the Members about the working of the Company and the major developments that happened during the fiscal 2022-23.

In terms of the Notice of AGM dated 9th May, 2023 and its Addendum dated 14th August, 2023 the following business was transacted at the Meeting:

Ordinary Business:

Resolution No. 1: Ordinary Resolution

Adoption of: a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Report of Auditors thereon.

Resolution No. 2: Ordinary Resolution

Declaration of Dividend on Ordinary Shares for the financial year ended 31st March, 2023 at the rate of ₹ 2.50/- per share (25%).

Resolution No. 3: Ordinary Resolution

Re-appointment of Shri Dilip Ganesh Karnik (DIN: 06419513), Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

Resolution No. 4: Special Resolution

Approval for waiver of recovery or the excess remuneration paid/payable to Shri Arvind Pathak (DIN: 00585588), erstwhile Managing Director & Chief Executive Officer of the Company for the period from 1st April, 2022 till 31st December, 2022.

Resolution No. 5: Special Resolution

Approval for waiver of recovery of the excess remuneration paid/payable to Shri Sandip Ghose (DIN: 08526143) Managing Director & Chief Executive Officer of the Company for the period from 1st December, 2022 till 31st March, 2023.

Resolution No. 6: Ordinary Resolution

Ratification of remuneration of ₹ 4,50,000/- payable to Cost Auditors of the Company, M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) for the Financial Year 2023-2024.



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Resolution No. 7: Ordinary Resolution

Approval of fees for service of any document(s) to the Member(s) requested through a particular mode.

Resolution No. 8: Special Resolution

Appointment of Mr. Sudeep Roy (DIN: 02753781) as a Non-Executive Non-Independent Director of the Company pursuant to a Notice received from a member under Section 160 of the Companies Act, 2013.

Then on invitation of the Chairman several Members addressed the meeting, gave suggestions and raised queries on the Company's accounts and businesses, to which appropriate replies and details were given by the Chairman, Managing Director & Chief Executive Officer, Chief Financial Officer and Senior Management Personnel of the Company. The Chairman thanked the Members for making various observations and constructive suggestions.

Thereafter, the Chairman ordered that the voting through Ballot Paper be conducted on all the Resolutions for Ordinary and Special businesses as set out in Item Nos. 01 to 08 of the Notice including Addendum to the Notice of the 103rd AGM.

The Chairman informed that the consolidated results of the voting will be announced within 2 working days of the conclusion of the meeting and the results alongwith the Scrutinizer's Report will be intimated to the Stock Exchanges in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and will also be placed on the website of the Company and Central Depository Services (India) Limited.

A total of 922 members were present in the meeting in person/ through proxy.

The Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted in due course.

For **BIRLA CORPORATION LIMITED**

MANOJ KUMAR MEHTA
Company Secretary & Legal Head