



Birla Corporation Limited

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A.C. Market (2<sup>nd</sup> Floor), Kolkata 700 071  
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Ref. No. BCL/10

1st October, 2021

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

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: Voting Results of the 101st Annual General Meeting**

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Voting Results of the business transacted at the 101st Annual General Meeting of the Company held on Wednesday, 29th September, 2021 at 10.30 (IST) through Video Conferencing /Other Audio Visual Means ("VC/OAVM").

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and e-voting at the Annual General Meeting.

This is for your information and record.

Thanking you,

Yours faithfully,  
For **BIRLA CORPORATION LIMITED**

**(MANOJ KUMAR MEHTA)**  
**Company Secretary & Legal Head**

**Encl:** As above

# BIRLA CORPORATION LTD.

101st Annual General Meeting held on Wednesday, 29th September, 2021  
through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

## DETAIL OF VOTING RESULTS

Date of the AGM	29th September, 2021
Total number of shareholders on record date	86613
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	0
Public:	0
No. of shareholders attended the meeting either through Video Conferencing:	
Promoter and Promoter Group:	30
Public:	97



## BIRLA CORPORATION LTD.

### Resolution No. 1

**Adoption of: a) Audited Standalone Financial Statements for the financial year ended 31st March, 2021 and Reports of the Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements for the financial year ended 31st March, 2021 and the Report of Auditors thereon.**

Resolution required: (Ordinary/ Special)		Ordinary 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 - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	37738383	77.917	37738383	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>37738383</b>	<b>77.917</b>	<b>37738383</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-Voting	14522895	12262040	84.432	12262040	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>12262040</b>	<b>84.432</b>	<b>12262040</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public- Non Institutions	E-Voting	14048261	3311237	23.570	3310884	353	99.989	0.011
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>3311237</b>	<b>23.570</b>	<b>3310884</b>	<b>353</b>	<b>99.989</b>	<b>0.011</b>
<b>Total</b>		<b>77005347</b>	<b>53311660</b>	<b>69.231</b>	<b>53311307</b>	<b>353</b>	<b>99.999</b>	<b>0.001</b>



## BIRLA CORPORATION LTD.

### Resolution No. 2

Declaration of Dividend on Ordinary Shares of the Company for the financial year ended 31st March, 2021.								
Resolution required: (Ordinary/ Special)			Ordinary 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 - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	37738383	77.917	37738383	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>37738383</b>	<b>77.917</b>	<b>37738383</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-Voting	14522895	12313161	84.784	12313161	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>12313161</b>	<b>84.784</b>	<b>12313161</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institutions	E-Voting	14048261	3311252	23.571	3271899	39353	98.812	1.188
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>3311252</b>	<b>23.571</b>	<b>3271899</b>	<b>39353</b>	<b>98.812</b>	<b>1.188</b>
<b>Total</b>		<b>77005347</b>	<b>53362796</b>	<b>69.298</b>	<b>53323443</b>	<b>39353</b>	<b>99.926</b>	<b>0.074</b>



## BIRLA CORPORATION LTD.

### Resolution No. 3

<b>Re-appointment of Shri Dilip Ganesh Karnik (DIN: 06419513), Director of the Company, who retires by rotation.</b>								
Resolution required: (Ordinary/ Special)			Ordinary 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 - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	37738383	77.917	24961925	12776458	66.145	33.855
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>37738383</b>	<b>77.917</b>	<b>24961925</b>	<b>12776458</b>	<b>66.145</b>	<b>33.855</b>
Public Institutions	E-Voting	14522895	12127519	83.506	8821647	3305872	72.741	27.259
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>12127519</b>	<b>83.506</b>	<b>8821647</b>	<b>3305872</b>	<b>72.741</b>	<b>27.259</b>
Public-Non Institutions	E-Voting	14048261	3311198	23.570	2412904	898294	72.871	27.129
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>3311198</b>	<b>23.570</b>	<b>2412904</b>	<b>898294</b>	<b>72.871</b>	<b>27.129</b>
<b>Total</b>		<b>77005347</b>	<b>53177100</b>	<b>69.056</b>	<b>36196476</b>	<b>16980624</b>	<b>68.068</b>	<b>31.932</b>



## BIRLA CORPORATION LTD.

### Resolution No. 4

Appointment of Shri Arvind Pathak (DIN: 00585588) as a Director of the Company .								
Resolution required: (Ordinary/ Special)			Ordinary 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 - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	37738383	77.917	37738383	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>37738383</b>	<b>77.917</b>	<b>37738383</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-Voting	14522895	12313161	84.784	12199898	113263	99.080	0.920
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>12313161</b>	<b>84.784</b>	<b>12199898</b>	<b>113263</b>	<b>99.080</b>	<b>0.920</b>
Public-Non Institutions	E-Voting	14048261	3310319	23.564	3307437	2882	99.913	0.087
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>3310319</b>	<b>23.564</b>	<b>3307437</b>	<b>2882</b>	<b>99.913</b>	<b>0.087</b>
<b>Total</b>		<b>77005347</b>	<b>53361863</b>	<b>69.296</b>	<b>53245718</b>	<b>116145</b>	<b>99.782</b>	<b>0.218</b>



## BIRLA CORPORATION LTD.

### Resolution No. 5

**Appointment of Shri Arvind Pathak (DIN: 00585588) as Managing Director & Chief Executive Officer of the Company, for a period of 3 years w.e.f. 31st March, 2021**

Resolution required: (Ordinary/ Special)		Ordinary 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 - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	37738383	77.917	37738383	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>37738383</b>	<b>77.917</b>	<b>37738383</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-Voting	14522895	12313161	84.784	12313161	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>12313161</b>	<b>84.784</b>	<b>12313161</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institutions	E-Voting	14048261	3310672	23.566	3307722	2950	99.911	0.089
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>3310672</b>	<b>23.566</b>	<b>3307722</b>	<b>2950</b>	<b>99.911</b>	<b>0.089</b>
<b>Total</b>		<b>77005347</b>	<b>53362216</b>	<b>69.297</b>	<b>53359266</b>	<b>2950</b>	<b>99.994</b>	<b>0.006</b>



## BIRLA CORPORATION LTD.

### Resolution No. 6

Ratification of Remuneration of the Cost Auditors of the Company.								
Resolution required: (Ordinary/ Special)			Ordinary 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 - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	37738383	77.917	37738383	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>37738383</b>	<b>77.917</b>	<b>37738383</b>	<b>0</b>	<b>100.000</b>	0.000
Public Institutions	E-Voting	14522895	12313161	84.784	12313161	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>12313161</b>	<b>84.784</b>	<b>12313161</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Non Institutions	E-Voting	14048261	3310892	23.568	3308196	2696	99.919	0.081
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>3310892</b>	<b>23.568</b>	<b>3308196</b>	<b>2696</b>	<b>99.919</b>	<b>0.081</b>
<b>Total</b>		<b>77005347</b>	<b>53362436</b>	<b>69.297</b>	<b>53359740</b>	<b>2696</b>	<b>99.995</b>	<b>0.005</b>





## BIRLA CORPORATION LTD.

### Resolution No. 7

**Appointment of Mr. Rameshwar Singh Thakur (DIN: 00020126) as a Non-Executive Non-Independent Director of the Company pursuant to Notice received from a member under Section 160 of the Companies Act, 2013.**

Resolution required: (Ordinary/ Special)		Ordinary 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 - in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48434191	37738383	77.917	12776458	24961925	33.855	66.145
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>37738383</b>	<b>77.917</b>	<b>12776458</b>	<b>24961925</b>	<b>33.855</b>	<b>66.145</b>
Public Institutions	E-Voting	14522895	10868765	74.839	1386357	9482408	12.755	87.245
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>10868765</b>	<b>74.839</b>	<b>1386357</b>	<b>9482408</b>	<b>12.755</b>	<b>87.245</b>
Public-Non Institutions	E-Voting	14048261	3311222	23.570	1234453	2076769	37.281	62.719
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>3311222</b>	<b>23.570</b>	<b>1234453</b>	<b>2076769</b>	<b>37.281</b>	<b>62.719</b>
<b>Total</b>		<b>77005347</b>	<b>51918370</b>	<b>67.422</b>	<b>15397268</b>	<b>36521102</b>	<b>29.657</b>	<b>70.343</b>



**CONSOLIDATED**  
**SCRUTINIZER'S REPORT**

**OF**

**BIRLA CORPORATION LTD.**

*Hundred and First Annual General Meeting*

*Held on Wednesday, 29<sup>th</sup> September, 2021*

*At 10:30 A.M.*

**THROUGH**

**VIDEO CONFERENCING/**

**OTHER AUDIO VISUAL MEANS**

**A MURARKA & CO**

PRACTISING COMPANY SECRETARIES

DIAMOND PRESTIGE

41A, A J C BOSE ROAD

KOLKATA – 700017, INDIA

PHONE NO. : 033-40616033/34/35

E- MAIL: [anilmurarka@gmail.com](mailto:anilmurarka@gmail.com)



## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013, as amended, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

**The Managing Director & Chief Executive Officer**

101<sup>st</sup> Annual General Meeting of the Members of **Birla Corporation Limited**

Held on: Wednesday, 29<sup>th</sup> September, 2021 at 10:30 A.M.

Through Video Conferencing (VC)/

Other Audio Visual Means (OAVM)

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on the process of Voting through Electronic Means pertaining to the Hundred and First Annual General Meeting (AGM) of the Equity Shareholders of "Birla Corporation Limited"**

### **A. APPOINTMENT**

- (i) I, **Anil Kumar Murarka**, a Company Secretary in Practice, having FCS No. - 3150 & CoP No.- 1857, have been appointed as a Scrutinizer by the Board of Directors of **Birla Corporation Limited** (the Company) at their Meeting held on 12<sup>th</sup> May, 2021 for the purpose of Scrutinizing the remote e-voting process and e-voting conducted at the Hundred and First Annual General Meeting (AGM) in a fair and transparent manner;
- (ii) My appointment as a Scrutinizer was under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules");
- (iii) My appointment as a Scrutinizer was also for ascertaining the requisite majority for the Resolutions proposed in the Notice of AGM dated 5<sup>th</sup> August, 2021 and Addendum dated 18<sup>th</sup> September, 2021 to the Notice of AGM (collectively referred to as Notice of AGM) issued to the Members of the Company in accordance with the circular dated 13<sup>th</sup> January, 2021 of Ministry of Corporate Affairs, Government of India (MCA) read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its Circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021 (SEBI Circulars). SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Requirements"). The AGM was held on Wednesday, 29<sup>th</sup> September, 2021 through Video Conferencing (VC) and Other Audio Visual Means (OAVM).





## **B. MANAGEMENT'S RESPONSIBILITY**

The management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Companies Act, 2013, as amended and the Rules made thereunder as amended;
- (ii) the MCA Circulars; and
- (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("LODR") as amended

relating to e-voting on the Resolutions set out in the Notice calling the AGM and the Addendum to the said Notice.

## **C. SCRUTINIZER'S RESPONSIBILITY**

My responsibility as a Scrutinizer for the e-voting process of voting through electronic means i.e. by remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in "favour" or "against" the Resolutions as stated in the said notice of AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means i.e. by remote e-voting and e-voting at the AGM.

## **D. CUT-OFF DATE**

- (i) The Company dispatched Notice of the AGM and the Addendum to the said Notice to the members by e-mail whose names appeared on the Register of Members/List of Beneficiaries as furnished by Depositories as on 27<sup>th</sup> August, 2021.
- (ii) The Company had provided the facility of voting on the Resolutions proposed in the notice of the AGM through electronic means i.e. by remote e-voting and e-voting at the AGM to persons who were Members on the cut-off date, that is 22<sup>nd</sup> September, 2021.

## **E. REMOTE E-VOTING AND E-VOTING AT THE AGM**

- (i) In accordance with the Notice dated 5<sup>th</sup> August, 2021 and the Addendum thereto sent to the Members and a public notice by way of an 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as Amended) on 8<sup>th</sup> September, 2021 and 22<sup>nd</sup> September, 2021 respectively, the remote e-voting opened on Sunday, 26<sup>th</sup> September, 2021 at 09.00 AM and ended on Tuesday, 28<sup>th</sup> September, 2021 at 5:00 P.M. The remote e-voting module was disabled by NSDL for voting thereafter;
- (ii) In terms of the Notice of AGM dated 5<sup>th</sup> August, 2021, Members who were present in the AGM through VC/OAVM facility and had not cast their vote on the Resolutions through remote e-voting were provided with the facility of e-voting at the AGM.
- (iii) I have obtained a complete record of votes cast by remote e-voting and e-voting at the AGM from NSDL which was unblocked by NSDL after 30(thirty) minutes from the conclusion of AGM held on Wednesday, 29<sup>th</sup> September, 2021.





- (iv) I have unblocked the votes cast through remote e-voting and e-voting at the AGM after 30(thirty) minutes from the conclusion of AGM in the presence of 2 (two) witnesses who are not in the employment of the Company, namely Ms. Yashika Poddar & Ms. Monika Gupta.
- (v) All votes cast by remote e-voting and e-voting at the AGM in respect of Resolutions contained in the Notice of AGM held on Wednesday, 29<sup>th</sup> September, 2021 have been considered for my scrutiny;
- (vi) Particulars of all the votes cast by remote e-voting and e-voting at the AGM have been entered in a Register separately maintained for the purpose.

## F. REPORT

My Scrutinizer's Report on the results of voting through remote e-voting and e-voting at the AGM is as under: -

### 1. ORDINARY RESOLUTION -

To receive consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Auditors thereon.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Valid Votes (%)
	No.	Votes	No.	Votes	No.	Votes	
Voted in Favour	605	34529703	13	18781604	618	53311307	99.999
Voted Against	12	353	0	0	12	353	0.001
<b>Total</b>	<b>617</b>	<b>34530056</b>	<b>13</b>	<b>18781604</b>	<b>630</b>	<b>53311660</b>	<b>100</b>

### Invalid Votes:

Total number of members whose votes were considered invalid	Total number of votes cast by them
12	10695808

...4



::4::

## 2. ORDINARY RESOLUTION -

To declare a Dividend of ₹ 10/- per ordinary share of the face value of ₹ 10/- each, of the Company for the financial year ended 31<sup>st</sup> March, 2021.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Valid Votes (%)
	No.	Votes	No.	Votes	No.	Votes	
Voted in Favour	605	34541839	13	18781604	618	53323443	99.926
Voted Against	14	39353	0	0	14	39353	0.074
<b>Total</b>	<b>619</b>	<b>34581192</b>	<b>13</b>	<b>18781604</b>	<b>632</b>	<b>53362796</b>	<b>100</b>

### Invalid Votes:

Total number of members whose votes were considered invalid	Total number of votes cast by them
12	10695808

## 3. ORDINARY RESOLUTION -

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

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Valid Votes (%)
	No.	Votes	No.	Votes	No.	Votes	
Voted in Favour	488	17414875	12	18781601	500	36196476	68.068
Voted Against	124	16980621	1	3	125	16980624	31.932
<b>Total</b>	<b>612</b>	<b>34395496</b>	<b>13</b>	<b>18781604</b>	<b>625</b>	<b>53177100</b>	<b>100</b>

### Invalid Votes:

Total number of members whose votes were considered invalid	Total number of votes cast by them
12	10695808

...5

**4. ORDINARY RESOLUTION -**

To appoint Shri Arvind Pathak (DIN:00585588) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31<sup>st</sup> March, 2021 and who hold office as such up to this AGM in terms of provisions of Section 161 of the Act as a Director of the Company liable to retire by rotation.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Valid Votes (%)
	No.	Votes	No.	Votes	No.	Votes	
Voted in Favour	593	34464117	12	18781601	605	53245718	99.782
Voted Against	21	116142	1	3	22	116145	0.218
<b>Total</b>	<b>614</b>	<b>34580259</b>	<b>13</b>	<b>18781604</b>	<b>627</b>	<b>53361863</b>	<b>100</b>

**Invalid Votes:**

Total number of members whose votes were considered invalid	Total number of votes cast by them
12	10695808

**5. ORDINARY RESOLUTION -**

To appoint Shri Arvind Pathak (DIN:00585588), as Managing Director & Chief Executive Officer of the Company for a period of 3 (three) years with effect from 31<sup>st</sup> March, 2021, liable to retire by rotation in terms of provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Valid Votes (%)
	No.	Votes	No.	Votes	No.	Votes	
Voted in Favour	597	34577662	13	18781604	610	53359266	99.994
Voted Against	19	2950	0	0	19	2950	0.006
<b>Total</b>	<b>616</b>	<b>34580612</b>	<b>13</b>	<b>18781604</b>	<b>629</b>	<b>53362216</b>	<b>100</b>

**Invalid Votes:**

Total number of members whose votes were considered invalid	Total number of votes cast by them
12	10695808



**6. ORDINARY RESOLUTION –**

To ratify and confirm payment of remuneration of ₹4,50,000/- (Rupees four lakh fifty thousand only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses in connection with the cost audit to M/s. Shome & Banerjee, (Firm Registration No.000001), Cost Auditors of the Company, for the Financial Year 2021-2022 in terms of provisions of Section 148(3) and other applicable provisions, if any of the Act.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Valid Votes (%)
	No.	Votes	No.	Votes	No.	Votes	
Voted in Favour	598	34578136	13	18781604	611	53359740	99.995
Voted Against	19	2696	0	0	19	2696	0.005
<b>Total</b>	<b>617</b>	<b>34580832</b>	<b>13</b>	<b>18781604</b>	<b>630</b>	<b>53362436</b>	<b>100</b>

**Invalid Votes:**

Total number of members whose votes were considered invalid	Total number of votes cast by them
12	10695808

**7. ORDINARY RESOLUTION\* -**

To appoint Mr. Rameshwar Singh Thakur (DIN:00020126) as a Non-Executive Non-Independent Director of the Company in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature as a Director in terms of provisions of Section 152, 160 and other applicable provisions, if any, of the Act.

Particulars	Remote e-voting		e-Voting during AGM		Total		Percentage of Valid Votes (%)
	No.	Votes	No.	Votes	No.	Votes	
Voted in Favour	283	15397267	1	1	284	15397268	29.657
Voted Against	324	17739499	12	18781603	336	36521102	70.343
<b>Total</b>	<b>607</b>	<b>33136766</b>	<b>13</b>	<b>18781604</b>	<b>620</b>	<b>51918370</b>	<b>100</b>

...7





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**Invalid Votes:**

Total number of members whose votes were considered invalid	Total number of votes cast by them
12	10695808

\* the above-mentioned Ordinary Resolution is part of the Addendum to the notice of 101<sup>st</sup> AGM of the Company which was sent to the members on 21<sup>st</sup> September, 2021.

**H. REQUISITE RECORDS AND DOCUMENTS:**

This Report is to be read along with Annexures A, B, C and D of even date annexed with this Report and all the Annexures form an integral part of this Report

**I. SAFE CUSTODY OF RECORDS**

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the Hundred and First AGM.

**J. RESTRICTION ON USE**

This report has been issued at the request of the Company for

- (i) submission to the Stock Exchanges where the securities of the Company are listed
- (ii) placing on website of the Company and
- (iii) placing on the website of the NSDL.

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Place: Kolkata  
Date: 1<sup>st</sup> October, 2021



*Anil Kumar Murarka*  
(ANIL KUMAR MURARKA)  
FCS No. 3150  
CoP No. 1857  
UDIN:F003150C001064474

RECEIVED

Counter signed by:  
For Birla Corporation Limited

*Arvind Pathak*  
(ARVIND PATHAK)  
Managing Director & Chief Executive Officer




## Annexure-A

As a Scrutineer of the 101<sup>st</sup> AGM of BCL, I have received claims and counterclaims with respect to casting of the votes in the Remote E-voting Process from 3 (Three) different Shareholders namely "**August Agents Limited**", "**Insilco Agents Limited**", and "**Laneseda Agents Limited**";

1. I have carefully considered the documents/ papers/ forms received in this regard from the aforesaid 3 (Three) Shareholders and accordingly took a decision for including in the Scrutineers Report of the votes cast by the above mentioned 3(Three) Shareholders.;
2. The votes cast by these 3 (Three) Shareholders by letter of voting on 28th September, 2021 and also through their email dated 29<sup>th</sup> September, 2021 were considered as E-Voting during the AGM for all the 7 (Seven) Resolutions;
3. A detailed reasoning for inclusion of votes/invalidation of votes is set out in: "**Annexure-B**"; "**Annexure-C**"; and "**Annexure-D**" which Annexures form an integral part of the Scrutineers Report;
4. I have received claims and counterclaims also from the following Shareholders in respect of votes cast in the Remote E-Voting process of 101<sup>st</sup> AGM of BCL under 12 (Twelve) different Clients Ids, namely:
  - i. Hindustan Medical Institution,
  - ii. Eastern India Educational Institution, and
  - iii. Belle Vue Clinic.
5. In absence of documents in support of their claims, I have taken a considered decision to cancel and have not included votes cast by above mentioned 3 (Three) shareholders namely Hindustan Medical Institution, Eastern India Educational Institution, and Belle Vue Clinic in the voting result and the same have been considered as invalid votes.
6. On receipt of the claims and counter claims mentioned herein above from various Shareholders, I had approached "National Securities Depository Limited" who had provided E-voting system and I was requested to decide based on the available documents by their email dated 28th September, 2021.
7. My Report is based on the aforesaid facts and facts mentioned in Annexures B, C and D.

Place: Kolkata  
Date: 1<sup>st</sup> October, 2021



  
(ANIL KUMAR MURARKA)  
FCS No. 3150  
CoP No. 1857  
UDIN: F003150C001064474

**Annexure- "B"**

**AUGUST AGENTS LIMITED**

1. I have received a complaint from "August Agents Limited" (AAL) with respect to casting of vote in the Remote E-Voting process of the 101<sup>st</sup> Annual General Meeting (AGM) of Birla Corporation Limited (BCL) on 27<sup>th</sup> September, 2021 at 12:23 PM;
2. I have sought relevant information, documents, papers and forms from AAL, its Directors and/or their Advocates;
3. I have examined the documents / forms and other relevant papers including the data available on the website of Ministry of Corporate Affairs (MCA) and after verification, it is observed that---
  - A) The Company AAL is a wholly owned Subsidiary of "Vindhya Telelinks Ltd." (VTL);
  - B) 2 (Two) groups have submitted Board Resolution of the Company (AAL) authorizing some persons to exercise the votes in the E-voting process of 101<sup>st</sup> AGM of BCL;
  - C) 1 (One) group is represented by "Mr. Ravindra Pratap Singh" and they have submitted certified true copy of the Board Resolution passed on 10<sup>th</sup> May, 2021 of AAL to me as a Scrutineer by an email on 15<sup>th</sup> September, 2021 authorizing some persons to exercise votes in the e-voting process of the 101<sup>st</sup> AGM of BCL. The other group represented by "Mr. Sushil Kumar Daga" has submitted certified true copy of the Board Resolution passed on 16<sup>th</sup> September, 2021 of AAL to me as a Scrutineer by an email on 24<sup>th</sup> September, 2021 authorizing some persons to exercise votes in the E-voting process of 101<sup>st</sup> AGM of BCL;
  - D) There are 6 (Six) Directors in the Company (AAL) as per the group represented by "Mr. Ravindra Pratap Singh", namely:
    - i. Mr. Rakesh Puri,
    - ii. Mr. Pradip Tondon,
    - iii. Mr. Ravindra Pratap Singh,
    - iv. Mr. Aravind Srinivasan,
    - v. Mr. Shiv Dayal Kapoor, and
    - vi. Mr. Vinay Sureka;
  - E) There are 5 (Five) Directors in the Company (AAL) as per the group represented by "Mr. Sushil Kumar Daga", namely:
    - i. Mr. Sushil Kumar Daga,
    - ii. Mr. Krishna Damani,
    - iii. Mr. Vinay Sureka,
    - iv. Mr. Ravindra Pratap Singh, and
    - v. Mr. Pradip Tondon;



- F) Mr. Krishna Damani, Director of the Company was removed as a Director by the Shareholders of AAL at the adjourned Extra-Ordinary General Meeting held on 3<sup>rd</sup> July, 2021 on the requisition dated 12<sup>th</sup> May, 2021 by VTL i.e. **Holding Company. AAL** in the matter has filed Form No. GNL-2 & Form No. MGT-14 on 3<sup>rd</sup> July, 2021 and Form No. DIR-12 on 19<sup>th</sup> July, 2021 with MCA System. It appears that MCA has not taken in their system Form No. DIR-12 filed by AAL. The Form No. DIR-12 filed by AAL for removal of Mr. Krishna Damani as Director is pending for taking the same on record by MCA, hence, he is shown as a Director continuing in AAL;
- G) Mr. Sushil Kumar Daga has not been reappointed by the Shareholders at the Annual General Meeting of **AAL** held on 14<sup>th</sup> September, 2021 and Form No. MGT-14 has been filed by the Company with MCA System. The Company could not file Form No. DIR-12 with MCA system for cessation of directorship of Mr. Sushil Kumar Daga as the earlier Form DIR-12 filed for removal of Mr. Krishna Damani is pending for taking the same on record by MCA;
- H) As per MCA Master Data, there are 8 (Eight) Directors in the Company, namely:
- i. Mr. Shiv Dayal Kapoor (DIN-00043634),
  - ii. Mr. Krishna Damani (DIN-00050123),
  - iii. Mr. Sushil Kumar Daga (DIN-00050168),
  - iv. Mr. Aravind Srinivasan (DIN-00088037),
  - v. Mr. Ravindra Pratap Singh (DIN-00240910),
  - vi. Mr. Vinay Sureka (DIN-02845176),
  - vii. Mr. Pradip Tondon (DIN-02936222), and
  - viii. Mr. Rakesh Puri (DIN-07068559);
4. I have inter alia considered the name of Directors mentioned in para 3(H) above, as Directors of the Company as the aforesaid names appear in the Master Data of MCA;
5. A Notice dated 16<sup>th</sup> September, 2021 for passing of Resolution by Circulation was sent by Mr. Sushil Kumar Daga (although not reappointed at the AGM of AAL held on 14<sup>th</sup> September, 2021) on 16<sup>th</sup> September, 2021 on or around 06:08 PM. seeking Board's consent of AAL to authorise some Directors to cast vote in the E-voting of 101<sup>st</sup> AGM of BCL and the Notice was sent only to the following 5 (Five) Directors namely:
- i. Mr. Sushil Kumar Daga,
  - ii. Mr. Krishna Damani,
  - iii. Mr. Vinay Sureka,
  - iv. Mr. Ravindra Pratap Singh, and
  - v. Mr. Pradip Tondon;





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6. Notice of Resolution by Circulation was not sent to the following Directors namely:

- i. Mr. Shiv Dayal Kapoor,
- ii. Mr. Aravind Srinivasan, and
- iii. Mr. Rakesh Puri;

---The above Directors are being shown as Directors on the MCA Website;

7. The Notice of Resolution by Circulation was issued on 16<sup>th</sup> September, 2021 on or around 06:08 PM. with a request to the Directors to accord their Assent/Dissent by 18<sup>th</sup> September, 2021 but without mentioning any time. However, the said Resolution by Circulation is shown to have been passed on 16<sup>th</sup> September, 2021 itself without waiting for the Assent/Dissent to the Resolution from the 2 (Two) Directors namely:

- i. Mr. Ravindra Pratap Singh, and
- ii. Mr. Pradip Tondon;

The time of passing the said Resolution by Circulation on 16<sup>th</sup> September, 2021 has not been furnished to me. It is surprising that Resolution sent to the Directors for their approval on 16<sup>th</sup> September, 2021 on or around 06:08 PM has been shown as approved on the same day despite the above mentioned facts.

8. I have issued a mail to AAL, its Directors and/or their Advocates with a request to furnish all the relevant papers in relation to the above-mentioned Resolution by Circulation;

9. Based on the facts mentioned above, the Resolution sent by way of Circulation to the Directors of AAL on 16<sup>th</sup> September, 2021 by Mr. Sushil Kumar Daga group cannot be deemed to have been validly & legally passed because—

- i. Notice of said Resolution has not been sent to all the Directors whose names are appearing on MCA Website. As stated in para 6 above, the Notice of resolution by circulation was not sent to the 3(Three) directors namely Mr. Shiv Dayal Kapoor, Mr. Aravind Srinivasan, and Mr. Rakesh Puri, resulting in non-issue of notice to more than 1/3 of the total strength of Board of Directors;
- ii. 2(Two) Directors namely "Mr. Ravindra Pratap Singh" and "Mr. Pradip Tondon" have not conveyed their assent/dissent to the Resolution circulated by Mr. Sushil Kumar Daga;
- iii. Only 3(Three) Directors out of the total number of 8 (Eight) Directors as per MCA records have presumably passed the Resolution by Circulation. As per provisions of Section 175 of the Companies Act, 2013 and as per Secretarial Standard 1 issued by Institute of Company Secretaries of India, the Resolution passed by Circulation is required to be approved by the majority of Directors who are entitled to vote on the Resolution. Consequently, the Resolution presumably passed by the 3(three) Directors is not valid and cannot be given effect to;
- iv. The e-voting exercised on the strength of the Resolution by Circulation sent by Mr. Sushil Kumar Daga cannot be given effect to and the voting is therefore considered as invalid.





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10. I have physically received the letter of voting from "Mr. Ravindra Pratap Singh and group" on 28<sup>th</sup> September, 2021 and also through e-mail on 29<sup>th</sup> September, 2021;
11. As per the records, remote e-voting has been exercised by persons mentioned in the Resolution sent by way of Circulation to the Directors by Mr. Sushil Kumar Daga which Resolution for reasons stated above is not validly passed. This has resulted in the persons authorised by the Board of AAL by Resolution dated 10<sup>th</sup> May, 2021 unable to exercise their voting rights in the remote e-voting. Shareholders democracy is very important on matters concerning their voting rights and only authorised persons of a duly constituted Board can exercise voting rights in members meeting. I have therefore considered the voting exercised through the letter of voting received by me through email on 29<sup>th</sup> September, 2021 as e-voting during AGM while submitting my Report and invalidating the voting exercised by the persons mentioned in the Resolution by way of Circulation by Mr. Sushil Kumar Daga in the remote e-voting;
12. I have obtained a legal opinion of a Retired High Court Judge in this connection, inter alia, opining that-
- Quote-
- A. The Scrutinizer is not only empowered but also duty bound to take necessary action to ensure the purity and transparency of the process of conducting vote and also to see that no one authorised by valid Board Resolution is deprived of the right to exercise the vote at the AGM of BCL;
- B. Since NSDL has requested the Scrutinizer to take a decision based on the documents available with him, I am of the opinion that the votes cast in the names of the three complainant companies by unauthorised persons on the basis of Board Resolution dated September 16, 2021, which is invalid in the eye of law, needs to be rejected. Similarly, the persons authorised by the complainant companies to cast the votes on behalf of the complainant companies on the basis of the Resolution of Board Meeting held on May 10, 2021 should be allowed to exercise the voting right on the basis of the representation submitted by the complainant companies before the scrutinizer and the said votes should be taken into account as valid vote in the AGM of BCL.

Unquote:

Place: Kolkata  
Date: 1<sup>st</sup> October, 2021



(ANIL KUMAR MURARKA)  
FCS No. 3150  
CoP No. 1857  
UDIN: F003150C001064474

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::13::

**Annexure-C**

**INSILCO AGENTS LIMITED**

1. I have received a complaint from "Insilco Agents Limited" (IAL) with respect to casting of vote in the Remote E-Voting process of the 101<sup>st</sup> Annual General Meeting (AGM) of **Birla Corporation Limited (BCL)** on 27<sup>th</sup> September, 2021 at 12:48 PM;
2. I have sought relevant information, documents, papers and forms from IAL, its Directors and/or their Advocates;
3. I have examined the documents / forms and other relevant papers including the data available on the website of Ministry of Corporate Affairs (MCA) and after verification, it is observed that---
  - A) The Company IAL is a wholly owned Subsidiary of "**Vindhya Telelinks Ltd.**" (VTL);
  - B) 2 (Two) groups have submitted Board Resolution of the Company (IAL) authorizing some persons to exercise the votes in the e-voting process of 101<sup>st</sup> AGM of BCL;
  - C) 1 (One) group is represented by "Mr. Ravindra Pratap Singh" and they have submitted certified true copy of Board Resolution passed on 10<sup>th</sup> May, 2021 of IAL to me as a Scrutineer by an email on 15<sup>th</sup> September, 2021 authorizing some persons to exercise votes in the e-voting process of the 101<sup>st</sup> AGM of "BCL". The other group represented by "Mr. Sushil Kumar Daga" has submitted certified true copy of Board Resolution passed on 16<sup>th</sup> September, 2021 to me as a Scrutineer by an email on 24<sup>th</sup> September, 2021 authorizing some persons to exercise votes in the e-voting process of the 101<sup>st</sup> AGM of "BCL";
  - D) There are 6 (Six) Directors in the Company (IAL) as per the group represented by "Mr. Ravindra Pratap Singh", namely:
    - i. Mr. Rakesh Puri,
    - ii. Mr. Ravindra Pratap Singh,
    - iii. Mr. Aravind Srinivasan,
    - iv. Mr. Shiv Dayal Kapoor,
    - v. Mr. Vinay Sureka, and
    - vi. Mr. Umesh Verma;
  - E) There are 5 (Five) Directors in the Company (IAL) as per the group represented by "Mr. Sushil Kumar Daga", namely:
    - i. Mr. Sushil Kumar Daga,
    - ii. Mr. Krishna Damani,
    - iii. Mr. Vinay Sureka,
    - iv. Mr. Umesh Verma, and
    - v. Mr. Ravindra Pratap Singh;

...14





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- F) Mr. Krishna Damani, Director of the Company was removed as a Director by the Shareholders of IAL at the adjourned Extra-Ordinary General Meeting held on 3<sup>rd</sup> July, 2021 on the requisition dated 12<sup>th</sup> May, 2021 by VTL i.e. **Holding Company, IAL** in the matter has filed Form No. GNL-2 & Form No. MGT-14 on 3<sup>rd</sup> July, 2021 and Form No. DIR-12 on 19<sup>th</sup> July, 2021 with MCA System. It appears that MCA has not taken in their system Form No. DIR-12 filed by IAL. The Form No. DIR-12 filed by IAL for removal of Mr. Krishna Damani as Director is pending for taking the same on record by MCA, hence, he is shown as a Director continuing in IAL;
- G) Mr. Sushil Kumar Daga has not been reappointed by the shareholders at the AGM of IAL held on 14<sup>th</sup> September, 2021 and Form No. MGT-14 has been filed by the Company with MCA System. The Company could not file Form No. DIR-12 with MCA system for cessation of directorship of Mr. Sushil Kumar Daga as the earlier Form DIR-12 filed for removal of Mr. Krishna Damani is pending for taking the same on record by MCA;
- H) As per MCA Master Data, there are 8 (Eight) Directors in the Company (IAL), namely:
- Mr. Shiv Dayal Kapoor (DIN- 00043634),
  - Mr. Umesh Varma (DIN--00049720),
  - Mr. Krishna Damani (DIN- 00050123),
  - Mr. Sushil Kumar Daga (DIN--00050168),
  - Mr. Aravind Srinivasan (DIN- 00088037),
  - Mr. Ravindra Pratap Singh (DIN- 00240910),
  - Mr. Vinay Sureka (DIN- 02845176), and
  - Mr. Rakesh Puri (DIN- 07068559);
4. I have inter alia considered the name of Directors mentioned in para 3(H) above, as Directors of the Company as the aforesaid names appear in the Master Data of MCA;
5. A Notice dated 16<sup>th</sup> September, 2021 for passing of Resolution by Circulation was sent by Mr. Sushil Kumar Daga (although not reappointed at the AGM of IAL held on 14<sup>th</sup> September, 2021) on 16<sup>th</sup> September, 2021 on or around 06:08 PM. seeking Board's consent of IAL to authorise some Directors to cast vote in the e-voting of 101<sup>st</sup> AGM of BCL and the Notice was sent only to the following 5 (Five) Directors, namely:
- Mr. Sushil Kumar Daga,
  - Mr. Krishna Damani,
  - Mr. Vinay Sureka,
  - Mr. Umesh Verma, and
  - Mr. Ravindra Pratap Singh;







::15::

6. Notice of Resolution by Circulation was not sent to the following Directors namely:

- i. Mr. Shiv Dayal Kapoor,
- ii. Mr. Aravind Srinivasan, and
- iii. Mr. Rakesh Puri;

-- The above Directors are being shown as Directors on the MCA Website;

7. The Notice of Resolution by Circulation was issued on 16<sup>th</sup> September, 2021 on or around 06:07 PM. with a request to the Directors to accord their Assent/Dissent by 18<sup>th</sup> September, 2021 but without mentioning any time. However, the said Resolution by Circulation is shown to have been passed on 16<sup>th</sup> September, 2021 itself without waiting for the Assent/Dissent to the Resolution from 1 (One) Director i.e. Mr. Ravindra Pratap Singh;

The time of passing the said Resolution by Circulation on 16<sup>th</sup> September, 2021 has not been furnished to me. It is surprising that Resolution sent to the Directors for their approval on 16<sup>th</sup> September, 2021 on or around 06:07 PM has been shown as approved on the same day despite the above mentioned facts.

8. I have issued a mail to IAL, its Directors and/or their Advocates with a request to furnish all the relevant papers in relation to the above-mentioned Resolution by Circulation;

9. Based on the facts mentioned above, the Resolution sent by way of Circulation to the Board of Directors of IAL on 16<sup>th</sup> September, 2021 by Mr. Sushil Kumar Daga group cannot be deemed to have been validly and legally passed because---

- i. Notice of said Resolution has not been sent to all the Directors whose names are appearing on MCA Website. As stated in para 6 above the Notice of Resolution by Circulation was not sent to the 3(Three) Directors namely Mr. Shiv Dayal Kapoor, Mr. Aravind Srinivasan, and Mr. Rakesh Puri resulting in non-issue of notice to more than 1/3 of the total strength of Board of Directors;
- ii. 1 (One) Director namely "Mr. Ravindra Pratap Singh" did not cast his vote upto the time mentioned in the Notice of Resolution by Circulation but the Resolution has been shown to be passed on the date of sending the notice of said Resolution;
- iii. Only 4 (Four) Directors out of the total number of 8 (Eight) Directors as per MCA records have presumably passed the Resolution by Circulation. As per provisions of Section 175 of the Companies Act, 2013 and as per Secretarial Standard-1 issued by Institute of Company Secretaries of India, the Resolution passed by Circulation is required to be approved by the majority of Directors who are entitled to vote on the Resolution. Consequently, the Resolution presumably passed by the 4 (Four) directors is not valid and cannot be given effect to;
- iv. The e-voting exercised on the strength of the Resolution by Circulation sent by Mr. Sushil Kumar Daga cannot be given effect to and the voting is therefore considered as invalid;





::16::

10. I have physically received the letter of voting from "Mr. Ravindra Pratap Singh and group" on 28<sup>th</sup> September, 2021 and also through e-mail on 29<sup>th</sup> September, 2021;
11. As per the records, remote e-voting has been exercised by persons mentioned in the Resolution sent by way of Circulation to the Directors by Mr. Sushil Kumar Daga which Resolution for reasons stated above is not validly passed. This has resulted in the persons authorised by the Board of IAL by Resolution dated 10<sup>th</sup> May, 2021 unable to exercise their voting rights in the remote e-voting. Shareholders democracy is very important on matters concerning their voting rights and only authorised persons of a duly constituted Board can exercise voting rights in members meeting. I have therefore considered the voting exercised through the letter of voting received by me through email on 29<sup>th</sup> September, 2021 as e-voting during the AGM while submitting my Report and invalidating the voting exercised by the persons mentioned in the Resolution by way of Circulation by Mr. Sushil Kumar Daga in the remote e-voting;
12. I have obtained a legal opinion of a Retired High Court Judge in this connection, inter alia, opining that-


Quote-

- A. The Scrutinizer is not only empowered but also duty bound to take necessary action to ensure the purity and transparency of the process of conducting vote and also to see that no one authorised by valid Board Resolution is deprived of the right to exercise the vote at the AGM of BCL;
- B. Since NSDL has requested the Scrutinizer to take a decision based on the documents available with him, I am of the opinion that the votes cast in the names of the three complainant companies by unauthorised persons on the basis of Board Resolution dated September 16, 2021, which is invalid in the eye of law, needs to be rejected. Similarly, the persons authorised by the complainant companies to cast the votes on behalf of the complainant companies on the basis of the Resolution of Board Meeting held on May 10, 2021 should be allowed to exercise the voting right on the basis of the representation submitted by the complainant companies before the scrutinizer and the said votes should be taken into account as valid vote in the AGM of BCL

Unquote:

Place: Kolkata  
Date: 1<sup>st</sup> October, 2021



  
(ANIL KUMAR MURARKA)  
FCS No. 3150  
CoP No. 1857  
UDIN: F003150C001064474



::17::

**Annexure- "D"**

**LANESED A AGENTS LTD.**

1. I have received a complaint from "Laneseda Agents Limited" (LAL) with respect to casting of vote in the Remote e-voting process of 101<sup>st</sup> Annual General Meeting (AGM) of Birla Corporation Limited (BCL) on 27<sup>th</sup> September, 2021 at 12:55 PM;
2. I have sought relevant information, documents, papers and forms from LAL, its Directors and/or their Advocates;
3. I have examined the documents / forms and other relevant papers including the data available on the website of Ministry of Corporate Affairs (MCA) and after verification, it is observed that----
  - A) The Company LAL is a wholly owned Subsidiary of "Vindhya Telelinks Ltd." (VTL);
  - B) 2 (Two) groups have submitted Board Resolution of the Company (LAL) authorizing some persons to exercise the votes in the e-voting process of 101<sup>st</sup> AGM of BCL;
  - C) 1 (One) group is represented by "Mr. Ravindra Pratap Singh" and they have submitted certified true copy of the Board Resolution passed on 10<sup>th</sup> May, 2021 of LAL to me as a Scrutineer by an email on 15<sup>th</sup> September, 2021 authorizing some persons to exercise votes in the e-voting process of the 101<sup>st</sup> AGM of BCL. The other group represented by "Mr. Sushil Kumar Daga" has submitted certified true copy of the Board Resolution passed on 16<sup>th</sup> September, 2021 of LAL to me as a Scrutineer by an email on 24<sup>th</sup> September, 2021 authorizing some persons to exercise votes in the e-voting process of 101<sup>st</sup> AGM of BCL;
  - D) There are 5 (Five) Directors in the Company (LAL) as per the group represented by "Mr. Ravindra Pratap Singh", namely:
    - i. Mr. Rakesh Puri (Chairman of the Board),
    - ii. Mr. Ravindra Pratap Singh,
    - iii. Mr. Aravind Srinivasan,
    - iv. Mr. Shiv Dayal Kapoor, and
    - v. Mr. Sushil Kumar Daga;
  - E) There are 4 (Four) Directors in the Company (LAL) as per the group represented by "Mr. Sushil Kumar Daga", namely:
    - i. Mr. Sushil Kumar Daga,
    - ii. Mr. Krishna Damani,
    - iii. Mr. Vinay Sureka, and
    - iv. Mr. Ravindra Pratap Singh;

...18





::18::

- F) Mr. Krishna Damani, Director of the Company (LAL) was removed as a Director by the Shareholders of LAL at the adjourned Extra-Ordinary General Meeting held on 3<sup>rd</sup> July, 2021 on the requisition dated 12<sup>th</sup> May, 2021 by VTL i.e. **Holding Company**. LAL in the matter has filed Form No. GNL-2 & Form No. MGT-14 on 3<sup>rd</sup> July, 2021 and Form No. DIR-12 on 31<sup>st</sup> August, 2021 with MCA System. It appears that MCA has not taken in their system Form No. DIR-12 filed by LAL. The Form No. DIR-12 filed by LAL for removal of Mr. Krishna Damani as Director is pending for taking the same on record by MCA, hence, he is shown as a Director continuing in LAL;
- G) Mr. Vinay Sureka has not been reappointed by the shareholders at the AGM of LAL held on 14<sup>th</sup> September, 2021 and Form No. MGT-14 has been filed by the Company with MCA System. The Company has filed Form No. DIR-12 with MCA system for cessation of directorship of Mr. Vinay Sureka on 14<sup>th</sup> September, 2021;
- H) As per MCA Master Data, there are 6 (Six) Directors in the Company (LAL), namely:
- i. Mr. Shiv Dayal Kapoor (DIN-00043634),
  - ii. Mr. Krishna Damani (DIN-00050123),
  - iii. Mr. Sushil Kumar Daga (DIN-00050168),
  - iv. Mr. Aravind Srinivasan (DIN-00088037),
  - v. Mr. Ravindra Pratap Singh (DIN-00240910), and
  - vi. Mr. Rakesh Puri (DIN-07068559);
4. I have inter alia considered the name of Directors mentioned in para 3(H) above, as Directors of the Company as the aforesaid names appear in the Master Data of MCA;
5. A Notice dated 16<sup>th</sup> September, 2021 for passing of Resolution by Circulation was sent by Mr. Sushil Kumar Daga on 16<sup>th</sup> September, 2021 on or around 06:08 PM. seeking Board's consent of LAL to authorise some Directors to cast vote in the e-voting of 101<sup>st</sup> AGM of BCL and the Notice was sent only to the following 4 (Four) Directors namely:
- i) Mr. Sushil Kumar Daga.
  - ii) Mr. Krishna Damani.
  - iii) Mr. Vinay Sureka, and
  - iv) Mr. Ravindra Pratap Singh;
6. Notice of Resolution by Circulation was not sent to the following Directors namely:
- i. Mr. Shiv Dayal Kapoor,
  - ii. Mr. Aravind Srinivasan, and
  - iii. Mr. Rakesh Puri;
- The above Directors are being shown as Directors on the MCA Website;

...19





::19::

7. The Notice of Resolution by Circulation was issued on 16<sup>th</sup> September, 2021 on or around 06:09 PM. with a request to the Directors to accord their Assent/Dissent by 18<sup>th</sup> September, 2021 but without mentioning any time. However, the said Resolution by Circulation is shown to have been passed on 16<sup>th</sup> September, 2021 itself without waiting for the Assent/Dissent to the Resolution from 1 (One) Director i.e. Mr. Ravindra Pratap Singh;

The time of passing the said Resolution by Circulation on 16<sup>th</sup> September, 2021 has not been furnished to me. It is surprising that Resolution sent to the Directors for their approval on 16<sup>th</sup> September, 2021 on or around 06:09 PM has been shown as approved on the same day despite the above mentioned facts.

8. I have issued a mail to LAL, its Directors and/or their Advocates with a request to furnish all the relevant papers in relation to the above-mentioned Resolution by Circulation;
9. Based on the facts mentioned above, the Resolution sent by way of Circulation to the Directors of LAL on 16<sup>th</sup> September, 2021 by Mr. Sushil Kumar Daga group cannot be deemed to have been validly and legally passed because---
- i. Notice of said Resolution has not been sent to all the Directors whose names are appearing on MCA Website. As stated in para 6 above the Notice of Resolution by Circulation was not sent to the 3(Three) Directors namely Mr. Shiv Dayal Kapoor, Mr. Aravind Srinivasan, and Mr. Rakesh Puri resulting in non-issue of notice to 1/2 (one half) of the total strength of Board of Directors;
  - ii. 1 (One) Director namely "Mr. Ravindra Pratap Singh" did not cast his vote upto the time mentioned in the Notice of Resolution by Circulation but the Resolution has been shown to be passed on the date of sending the notice of said Resolution;
  - iii. Only 2 (Two) Directors out of the total number of 6 Directors as per MCA records have presumably passed the Resolution by Circulation. As per provisions of Section 175 of the Companies Act, 2013 and as per Secretarial Standard-1 issued by Institute of Company Secretaries of India, the Resolution passed by Circulation is required to be approved by the majority of Directors who are entitled to vote on the Resolution. Consequently, the Resolution presumably passed by the 2 (Two) directors is not valid and cannot be given effect to;
  - iv. The e-voting exercised on the strength of the Resolution by Circulation sent by Mr. Sushil Kumar Daga cannot be given effect to and the voting is therefore considered as invalid.
10. I have physically received the letter of voting from "Mr. Ravindra Pratap Singh and group" on 28<sup>th</sup> September, 2021 and also through e-mail on 29<sup>th</sup> September, 2021.



::20::

11. As per the records, remote e-voting has been exercised by persons mentioned in the Resolution sent by way of Circulation to the Directors by Mr. Sushil Kumar Daga which Resolution for reasons stated above is not validly passed. This has resulted in the persons authorised by the Board of LAL by Resolution dated 10<sup>th</sup> May, 2021 unable to exercise their voting rights in the remote e-voting. Shareholders democracy is very important on matters concerning their voting rights and only authorised persons of a duly constituted Board can exercise voting rights in members meeting. I have therefore considered the voting exercised through the letter of voting received by me through email on 29<sup>th</sup> September, 2021 as e-voting during the AGM while submitting my Report and invalidating the voting exercised by the persons mentioned in the Resolution by way of Circulation by Mr. Sushil Kumar Daga in the remote e-voting.

12. I have obtained a legal opinion of a Retired High Court Judge in this connection, inter alia, opining that-

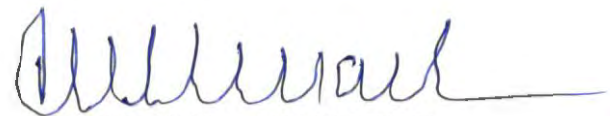
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B. Since NSDL has requested the Scrutinizer to take a decision based on the documents available with him, I am of the opinion that the votes cast in the names of the three complainant companies by unauthorised persons on the basis of Board Resolution dated September 16, 2021, which is invalid in the eye of law, needs to be rejected. Similarly, the persons authorised by the complainant companies to cast the votes on behalf of the complainant companies on the basis of the Resolution of Board Meeting held on May 10, 2021 should be allowed to exercise the voting right on the basis of the representation submitted by the complainant companies before the scrutinizer and the said votes should be taken into account as valid vote in the AGM of BCL.

Unquote:

Place: Kolkata  
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(ANIL KUMAR MURARKA)  
FCS No. 3150  
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UDIN: F003150C001064474