



Birla Corporation Limited

Corporate Office:
1, Shakespeare Sarani,
A.C. Market (2nd Flr), Kolkata 700 071
P: 033 6603 3300-02
F: +91 033 2288 4426
E: coordinator@birlacorp.com

Ref. No. BCL/10

29th September, 2022

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: Voting Results of the 102nd 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 102nd Annual General Meeting of the Company held on Tuesday, 27th September, 2022 at 10.30 A.M. (IST) at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700026.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and voting done through poll conducted at the said 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.

102nd Annual General Meeting held on Tuesday, 27th September, 2022
at 'Kalapatru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700026

DETAIL OF VOTING RESULTS

Date of the AGM	27th September 2022
Total number of shareholders on record date	99432
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	26
Public:	879
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	N.A.
Public:	N.A.



BIRLA CORPORATION LTD.

Resolution No. 1

Adoption of: a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of the 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	77.9168	37738383	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37738383	77.9168	37738383	0	100.0000	0.0000
Public Institutions	E-Voting	15537918	12989289	83.5974	12989289	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12989289	83.5974	12989289	0	100.0000	0.0000
Public- Non Institutions	E-Voting	13033238	1445640	11.0919	1445023	617	99.9573	0.0427
	Poll		21800	0.1673	21795	5	99.9771	0.0229
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1467440	11.2592	1466818	622	99.9576	0.0424
Total		77005347	52195112	67.7812	52194490	622	99.9988	0.0012



BIRLA CORPORATION LTD.

Resolution No. 2

Declaration of Dividend on Ordinary Shares of the Company for the financial year ended 31st March, 2022.								
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	77.9168	37738383	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37738383	77.9168	37738383	0	100.0000	0.0000
Public Institutions	E-Voting	15537918	13020724	83.7997	13020724	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13020724	83.7997	13020724	0	100.0000	0.0000
Public- Non Institutions	E-Voting	13033238	1445638	11.0919	1445461	177	99.9878	0.0122
	Poll		21800	0.1673	21800	0	100.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1467438	11.2592	1467261	177	99.9879	0.0121
Total		77005347	52226545	67.8220	52226368	177	99.9997	0.0003



BIRLA CORPORATION LTD.

Resolution No. 3

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), Director of the Company, who retires by rotation.								
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	77.9168	24961925	12776458	66.1447	33.8553
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37738383	77.9168	24961925	12776458	66.1447	33.8553
Public Institutions	E-Voting	15537918	13020724	83.7997	11661239	1359485	89.5591	10.4409
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13020724	83.7997	11661239	1359485	89.5591	10.4409
Public- Non Institutions	E-Voting	13033238	2098811	16.1035	1280713	818098	61.0209	38.9791
	Poll		21800	0.1673	21795	5	99.9771	0.0229
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2120611	16.2708	1302508	818103	61.4214	38.5786
Total		77005347	52879718	68.6702	37925672	14954046	71.7206	28.2794



BIRLA CORPORATION LTD.

Resolution No. 4

Appointment of Statutory Auditors of the Company and fixation of their Remuneration.								
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	77.9168	37738383	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37738383	77.9168	37738383	0	100.0000	0.0000
Public Institutions	E-Voting	15537918	13020724	83.7997	13020724	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13020724	83.7997	13020724	0	100.0000	0.0000
Public- Non Institutions	E-Voting	13033238	1445638	11.0919	1444661	977	99.9324	0.0676
	Poll		21800	0.1673	21795	5	99.9771	0.0229
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1467438	11.2592	1466456	982	99.9331	0.0669
Total		77005347	52226545	67.8220	52225563	982	99.9981	0.0019



BIRLA CORPORATION LTD.

Resolution No. 5

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	77.9168	37738383	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		37738383	77.9168	37738383	0	100.0000	0.0000
Public Institutions	E-Voting	15537918	13020724	83.7997	13020724	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13020724	83.7997	13020724	0	100.0000	0.0000
Public- Non Institutions	E-Voting	13033238	1445638	11.0919	1444604	1034	99.9285	0.0715
	Poll		21800	0.1673	21795	5	99.9771	0.0229
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1467438	11.2592	1466399	1039	99.9292	0.0708
Total		77005347	52226545	67.8220	52225506	1039	99.9980	0.0020



CONSOLIDATED
SCRUTINIZER'S REPORT
OF
BIRLA CORPORATION LTD.

102nd Annual General Meeting

Held on Tuesday, 27th September, 2022

At "Kalpataru Uttam Mancha",

10/1/1, Monohar Pukur Road,

Kolkata – 700026 at 10:30 A.M.

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



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 Chairman

102nd Annual General Meeting of the Members of **Birla Corporation Limited**

Held on: Tuesday, 27th September, 2022 at 10.30 A.M.

At: Kalpataru Uttam Mancha,
10/1/1, Monohar Pukur Road,
Kolkata – 700026

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the process of Remote E-Voting and Voting through Polling Paper pertaining to the 102nd Annual General Meeting 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 11th May, 2022 for the purpose of Scrutinizing the remote e-voting and voting through ballot/polling paper at the venue of the 102nd (Hundred and Second) Annual General Meeting (AGM) held on Tuesday, the 27th September, 2022 at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata – 700026 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 AGM's Notice dated 8th August, 2022.



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B. MANAGEMENT'S RESPONSIBILITY

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

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

relating to remote e-voting and voting through ballot/polling paper at the venue of the AGM on the Resolutions contained in the Notice calling the AGM.

C. SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer for the remote e-voting and voting through ballot/polling paper during the meeting on the date of 102nd AGM was restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the Resolutions contained in the said notice of AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide voting facilities by remote e-voting and voting through ballot/polling paper at the venue of the AGM which was facilitated on the basis of data maintained by Registrar & Share Transfer Agent of the Company.

D. CUT-OFF DATE

- (i) The Company dispatched Notice of the 102nd AGM to the Members by e-mail and also by courier whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on 26th August, 2022;
- (ii) The Company had provided the facility of voting on the Resolutions proposed in the notice of the 102nd AGM through remote e-voting and voting through ballot/polling paper at the venue of the AGM to persons who were Members on the cut-off date of Tuesday, 20th September, 2022.

E. REMOTE E-VOTING PROCESS

- (i) The remote e- voting facility was provided by the Company in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as Amended), SS-2 and Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020;



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- (ii) In accordance with the Notice dated 8th August, 2022 sent to the Members and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as Amended) on 5th September, 2022, the remote e-voting process commenced on Saturday, 24th September, 2022 at 09:00 A.M. (IST) and ended on Monday, 26th September, 2022 at 5:00 P.M. (IST);
- (iii) All votes cast through remote e-voting up to 5:00 P.M. (IST) on Monday, 26th September, 2022 in respect of Resolutions contained in the Notice of 102nd AGM held on Tuesday, 27th September, 2022 have been considered for my scrutiny;
- (iv) I have obtained a complete record of votes cast by remote e-voting from CDSL which was disabled by CDSL after 5:00 P.M. (IST) on Monday, 26th September, 2022;
- (v) Particulars of all the votes cast through remote e-voting have been entered in a Register separately maintained for the purpose.

F. VOTING AT AGM

- (i) The facility for voting through ballot/polling paper was made available at the meeting;
- (ii) Vote through polling paper of the Members and/or their valid Proxy and/or Authorised Representative of Institutional Investors who were physically present at the venue of 102nd AGM and already cast their vote using remote e-voting were treated as cancelled;
- (iii) All votes cast through ballot/polling paper in respect of Resolutions contained in the Notice of 102nd AGM held on Tuesday, 27th September, 2022 have been considered for my scrutiny;
- (iv) The ballot/polling papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately;
- (v) I have immediately after the conclusion of voting at the venue of 102nd AGM, first counted the votes cast at the AGM through ballot/polling paper and thereafter unblocked the votes cast through remote e-voting, in the presence of the 2(two) witnesses who are not in the employment of the Company and /or MCS Share Transfer Agent Limited, Registrar & Share Transfer Agent of the Company namely Ms. Yashika Poddar & Ms. Monika Gupta;

1. Yashika Poddar
(YASHIKA PODDAR)

2. Monika Gupta
(MONIKA GUPTA)

- (vi) Particulars of all the votes cast through ballot/polling paper have been entered in the register separately maintained for the purpose.



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G. REPORT

My "Consolidated Scrutinizer's Report" on the results of voting through remote e-voting and voting through ballot/polling paper at the venue of the AGM, is as under:

1. ORDINARY RESOLUTION -

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 together with the report of the Auditors thereon.

Particulars	Remote e-voting		Polling Paper		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	355	52172695	160	21795	515	52194490	99.9988
Against	13	617	2	5	15	622	0.0012
Total Valid Votes Cast	368	52173312	162	21800	530	52195112	100.0000
Invalid	12	10695808	11	1462	23	10697270	-

2. ORDINARY RESOLUTION -

To declare a Dividend of ₹ 10/- per ordinary share of face value of ₹ 10/- each for the financial year ended 31st March, 2022.

Particulars	Remote e-voting		Polling Paper		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	356	52204568	162	21800	518	52226368	99.9997
Against	12	177	0	0	12	177	0.0003
Total Valid Votes Cast	368	52204745	162	21800	530	52226545	100.0000
Invalid	12	10695808	11	1462	23	10697270	-

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3. ORDINARY RESOLUTION –

To appoint a Director in place of Shri Harsh V. Lodha (DIN:00394094), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Polling Paper		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	286	37903877	160	21795	446	37925672	71.7206
Against	89	14954041	2	5	91	14954046	28.2794
Total Valid Votes Cast	375	52857918	162	21800	537	52879718	100.0000
Invalid	12	10695808	11	1462	23	10697270	-

4. ORDINARY RESOLUTION –

To re-appoint the Auditors Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W) for the second term of 5 (five) consecutive years to hold office from the conclusion of this 102nd (Hundred and Second) AGM till the conclusion of 107th (Hundred and Seventh) AGM of the Company to be held in the year 2027 and to fix their remuneration plus travelling and other incidental expenses.

Particulars	Remote e-voting		Polling Paper		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	350	52203768	160	21795	510	52225563	99.9981
Against	18	977	2	5	20	982	0.0019
Total Valid Votes Cast	368	52204745	162	21800	530	52226545	100.0000
Invalid	12	10695808	11	1462	23	10697270	-

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5. ORDINARY RESOLUTION –

To ratify and confirm the remuneration payable to M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) as Cost Auditors of the Company for the financial year 2022-2023.

Particulars	Remote e-voting		Polling Paper		Total		Percentage of Votes Cast (%)
	No.	Votes	No.	Votes	No.	Votes	
Favour	348	52203711	160	21795	508	52225506	99.9980
Against	20	1034	2	5	22	1039	0.0020
Total Valid Votes Cast	368	52204745	162	21800	530	52226545	100.0000
Invalid	12	10695808	11	1462	23	10697270	-

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

- (i) The list of Equity Shareholders who participated in the remote e-voting and voting through ballot/polling paper at the venue of the AGM is being shared with the Company Secretary & Legal Head of the Company by way of an email;
- (ii) The electronic data and all other relevant records relating to the remote e-voting and voting through ballot/polling paper at the venue of the AGM is under my safe custody and will be handed over to the Company Secretary & Legal Head of the Company for preserving safely after the Chairman considers, approves and signs the Minutes of the 102nd AGM.



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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 CDSL.

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.

Thanking You
Yours Faithfully,

Place: Kolkata
Date: 29th September, 2022



(ANIL MURARKA)
FCS No. 3150
CoP No. 1857
PR NO. 2199/2022
UDIN: F003150D001070821



Received

29/9/22

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Annexure- "A"

As a Scrutinizer of the 102nd AGM of "Birla Corporation Limited" (BCL), I have received Resolutions from different persons or groups in respect of 3 (Three) different Shareholders namely "August Agents Limited" (AUGUST), "Insilco Agents Limited" (INSILCO), and "Laneseda Agents Limited" (LANESED).

1. I have carefully considered the Resolutions received in this regard in respect of the aforesaid 3 (Three) Shareholders;
2. A detailed reasoning for inclusion/cancellation of votes in respect of the above mentioned 3 (Three) Shareholders is set out in "Annexure-B", "Annexure-C" and "Annexure-D" which Annexures form an integral part of the Scrutinizer's Report;
3. I have received claims & counter claims about casting of vote as well as composition of Board of Trustees / Managing Committee from the following 2 (Two) Shareholders (Societies) in respect of votes cast in the remote e-voting process as well as votes cast through polling paper at the AGM of 102nd AGM of "BCL" under 11 (Eleven) different Clients Ids, namely held by:
 - i. Hindustan Medical Institution (Hindustan) and
 - ii. Eastern India Educational Institution (Eastern);
4. I have received claims and counterclaims about casting of vote as well as composition of Board of Trustees / Managing Committee from "Belle Vue Clinic (Belle)" another Shareholder (Society) also in respect of votes cast in the remote e-voting process;
5. On receipt of Resolutions from different persons or groups in respect of 6 (Six) Shareholders as mentioned herein above, I had approached "Central Depository Services (India) Limited" who had provided e-voting system for their advice in the matter but no communication has been received;



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6. I am also in receipt of 3 (Three) emails on 27th September, 2022 around 3:53 PM marked to coordinator@birlacorp.com and Manoj.Mehta@birlacorp.com and copy marked to me at evotingam@gmail.com as well as to tirthankardas@sinhaco.com from "Mr. Saubhik Chowdhury, Advocate, Sinha & Co." on behalf of "BCL" along with copy of an Order dated 26th September, 2022 passed by the Division Bench of the Hon'ble High Court at Calcutta in respect of 3 (Three) Appeals having common questions and facts filed by Hindustan, Eastern and Belle. It is observed from the said order that:
- i) The enclosed Appeal Order is in respect of an Order dated 16th September, 2022 passed by the Single Bench of the Hon'ble High Court at Calcutta in its Ordinary Original Civil Jurisdiction;
 - ii) The Order dated 16th September, 2022 of Hon'ble High Court at Calcutta was in respect of suit filed by above mentioned 3 (Three) Shareholders (Societies) of "BCL";
 - iii) The ad-interim Order of injunction as prayed for by the Plaintiffs (Appellants) namely Hindustan, Eastern and Belle was refused by the Hon'ble High Court at Calcutta in said Order dated 16th September, 2022;
7. Similar emails have been received by me on 27th September, 2022 from M/s. Fox & Mandal, Advocates for "Mrs. Anamika Lodha" communicating the order dated 26th September, 2022 passed by the Division Bench of the Hon'ble High Court;
8. The Hon'ble High Court by its order dated 26th September 2022 has essentially held that all the Trustees of the Shareholders (Societies) above named have to act in consonance and not in contradiction. The relevant extract from the judgment is set out:-

"After going through the aforesaid by-laws, so far as the delegation of authority is concerned, it can be made by majority of the trustees but taking into consideration the provision of Section 48 of the Trusts Act read with the decision of the Hon'ble Supreme Court in paragraphs 18 and 19 which reads thus:



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- "18. Section 48 of the Trusts Act provides that when there are more trustees than one, all must join in the execution of the trust, except where the instrument of trust otherwise provides. It is thus clear that all acts which the trustees intend to take for executing the trust must be taken by all of them acting together. Therefore, there can be no doubt that if the validity of the alienations effected by the trustees falls to be considered only in the light of Section 48 the fact that out of the three trustees only two have executed the sale deeds would by itself make the transactions invalid and would not convey title to the alienees. This position is not in doubt.
19. Lewin on "Trusts" has observed that "in the case of co-trustees the office is a joint one. Where the administration of the trust is vested in co-trustees they all form as it were but one collective trustee, and therefore must execute the duties of the office in their joint capacity. It is not uncommon to hear one of several trustees spoken of as the acting trustee but the Court knows no such distinction; all who accept the office are in the eyes of the law acting trustees. If anyone refuses or be incapable to join, it is not competent for the others to proceed without him, but the administration of the trust must in that case devolve upon the Court. However, the act of one trustee done with the sanction and approval of a co-trustee may be regarded as the act of both. But such sanction or approval must be strictly proved. If one of the trustees refuses to join in the execution of the trust, under the Indian Law Section 34 of the Trusts Act provides for the remedy. The other trustee can apply to the Court as contemplated by Section 34 and the trust may accordingly be executed."



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we are of the view that all the trustees have to act in consonance and not in contradiction. We are, therefore, of the view that if any one of the trustees has also not joined in the decision, it cannot be said to be a decision of the Board of Trustees."

9. In this connection, it is pertinent to mention here that I have also received communication as a Scrutinizer from "Ms. Pritha Basu, Advocate on 22nd September, 2022 on behalf of her clients" as well as from "Mrs. Anamika Lodha on 24th September, 2022" and on 26th September, 2022 from "Trustee & Honorary Secretary" of the Shareholders (Societies) having claims and counter claims as regards to casting of vote as well as about the composition of Board of Trustees / Managing Trustees in respect of the above mentioned 3 (Three) Shareholders (Societies) namely Hindustan, Eastern and Belle;
10. I as a Scrutinizer immediately after the conclusion of the voting at the Annual General Meeting (AGM) first counted the votes physically cast at the AGM and thereafter unblocked the votes cast through remote e-voting at around 3:32 PM and observe that "Hindustan and Eastern" have cast votes in remote e-voting as well as through polling paper at the AGM whereas "Belle" have cast votes in remote e-voting only;
11. In view of the contradictory letters from persons / entities who appear to be parties to the aforesaid suits and appeals, I consider it my bounden obligation to ascertain the facts to the extent possible with regard to exercise of voting rights of shares of the said 3 (Three) Shareholders (Societies), so as to ensure that the order dated 26th September, 2022 of the Hon'ble Court is strictly complied with. In fact, the said order casts a duty upon the scrutinizer to carry out the directions contained therein;
12. Therefore, by emails dated 28th September, 2022 sent to Ms. Pritha Basu, Advocate (with copy to M/s. Sinha & Co., Advocates and M/s. Fox & Mandal, Advocates), I sought certified copy of the resolution dated 19th September, 2022 signed by all the Trustees on the basis of which e-votes were cast by the 3 (Three) Shareholders (Societies) i.e., Hindustan, Eastern and Belle, the plaintiffs/appellants. However, by an email of the same date, Ms. Pritha Basu, Advocate refused to provide the same;



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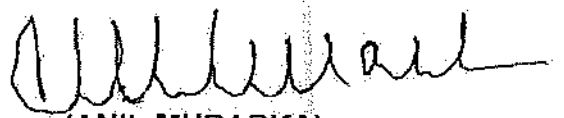


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13. In the said emails dated 28th September, 2022 of Ms. Pritha Basu, it has however been admitted that Mrs. Anamika Lodha, Trustee has dissented with the decisions of the other Trustees with respect to exercise of voting rights. Thus, I am proceeding on the admitted premise that all the Trustees of these 3 (Three) Shareholders (Societies) have to act in consonance and not in contradiction and in terms of the view expressed by the Hon'ble High Court in the Order dated 26th September, 2022, if anyone of the Trustees have also not joined in the decision, the said decision cannot be said to be a decision of the Board of Trustees;
14. I am therefore left with no option but to invalidate the votes cast in remote e-voting by these 3 (Three) Shareholders (Societies) on 24th September, 2022 and cancel the votes cast through polling paper at the AGM by the 2 (Two) Shareholders (Societies) on 27th September, 2022;
15. Although, there are claims & counter claims and the act of trustees of these 3 (Three) Shareholders (Societies) are in contradiction as mentioned herein above, I have discharged my duties as a Scrutinizer in terms of above-mentioned order dated 26th September, 2022 of Hon'ble High Court at Calcutta in respect of these 3 (Three) Shareholders (Societies);
16. My Report is based on the aforesaid facts as mentioned hereinabove in respect of these 3 (Three) Shareholders (Societies) namely "Hindustan, Eastern and Belle" and facts mentioned in "Annexures B, C and D" in respect of other 3 (Three) corporate shareholders namely AUGUST, INSILCO & LANESEDA and all these annexures forms an integral part of my Report.

Place: Kolkata
Date: 29th September, 2022




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857
PR No.: 2199/2022
UDIN: F003150D001070821

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Annexure- "B"

AUGUST AGENTS LIMITED

1. In terms of the Notice dated 8th August, 2022 of 102nd Annual General Meeting (AGM) of "Birla Corporation Limited" (BCL) held on Tuesday, 27th September, 2022, I have received following emails from--

- i. The Chairman of Board of Directors (BOD) of the Company on 5th September, 2022 at 3:42 PM at "anilmurarka@gmail.com" from email address "subsidiaries@vtlrewa.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "August Agents Limited" (AAL) in relation to 102nd AGM of "BCL" and attend the meeting and vote and/or vote through remote e-voting and/or through Ballot or any other means;
- ii. The Chairman of BOD of the Company on 21st September, 2022 sent email from email address "subsidiaries@vtlrewa.com" at 6:31 PM at "evotingam@gmail.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "AAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote and/or vote through remote e-voting and / or through Ballot or any other means;
- iii. "Mr. Vinay Sureka", one of the Director of "AAL" on 22nd September, 2022 at 8:11 PM at "evotingam@gmail.com" from email address "august@mpbicts.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "AAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote for and on behalf of the Company;
- iv. "Ms. Pritha Basu", Advocate on behalf of "AAL" on 24th September, 2022 at 8:22 PM at "anilmurarka@gmail.com" from email address pritha@clolawoffices.com along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "AAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote for and on behalf of the Company and other papers;



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2. It is observed that---

- i. 2 (Two) Board Resolutions of the Company "AAL" authorizing different set of persons have been submitted;
- ii. "Mr. Rakesh Puri", Chairman of the BOD has submitted certified true copy of the Board Resolution passed on 10th May, 2021 of "AAL" to me from email address "subsidiaries@vtirewa.com", the detail of which has been mentioned herein above;
- iii. "Mr. Vinay Sureka" who also has submitted certified true copy of the Board Resolution passed on 7th September, 2022 of "AAL" to me from email address "august@mpbicts.com", the detail of which has been mentioned herein above;
- iv. An email of Advocate as mentioned herein above has mentioned about the validly constituted BOD of AAL which is not in line with the name reflected on the Ministry of Corporate Affairs, Government of India (MCA) Website;

3. I have examined the Company's Master Data available on the website of MCA and I have sought relevant information/ clarification from the Advocate;

4. I have also sought clarification from CDSL, the agency engaged by the Company for remote e-voting in respect of Resolutions received from 2 (Two) groups;


5. The name of "Mr. S. K. Daga" as well as "Mr. Krishna Damani" as Directors of "AAL" and mentioned in the email of "Ms. Pritha Basu", Advocate is not reflected in the AAL's Master Data as downloaded from the website of MCA. Whereas the name of other 3 (Three) Directors such as "Mr. Rakesh Puri", "Mr. Shiv Dayal Kapoor" and "Mr. Aravind Srinivasan" as is being shown in the AAL's Master Data at MCA website is not being shown as Directors in the above mentioned email of "Ms. Pritha Basu";

6. The Company's Master Data as has been downloaded from MCA Website also mentions about the registered email id of the Company as "subsidiaries@vtirewa.com" and it is equally important to mention here that I have received an email from Chairman of Board of Directors on 5th September, 2022 as well as an email from the above mentioned Chairman of Board of Directors of Company on 21st September, 2022 from the said email id. The email from "Mr. Vinay Sureka" has however been received from some other email id which I cannot take notice of as a valid communication by the Company;

7. I have thus relied upon the Company's Master Data as are available on the MCA's Website; I am therefore of the opinion that the Resolution submitted by the group representing "Mr. Vinay Sureka" is not valid in the eye of law and requires no consideration.

Place: Kolkata
Date: 29th September, 2022




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857
PR No.: 2199/2022
UDIN: F003150D001070821

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Annexure- "C"

INSILCO AGENTS LIMITED

1. In terms of the Notice dated 8th August, 2022 of 102nd Annual General Meeting (AGM) of "Birla Corporation Limited" (BCL) held on Tuesday, 27th September, 2022, I have received following emails from--

- i. The Chairman of Board of Directors (BOD) of the Company on 5th September, 2022 at 3:54 PM at "anilmurarka@gmail.com" from email address "subsidiaries@vtirewa.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "Insilco Agents Limited" (IAL) in relation to 102nd AGM of "BCL" and attend the meeting and vote and/or vote through remote e-voting and/or through Ballot or any other means;
- ii. The Chairman of BOD of the Company on 21st September, 2022 sent email from email address "subsidiaries@vtirewa.com" at 6:36 PM at "evotingam@gmail.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "IAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote and/or vote through remote e-voting and/or through Ballot or any other means;
- iii. "Mr. Umesh Varma", one of the Director of "IAL" on 22nd September, 2022 at 8:13 PM at "evotingam@gmail.com" from email address "insilco@mpbicts.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "IAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote for and on behalf of the Company;
- iv. "Ms. Pritha Basu", Advocate on behalf of "IAL" on 24th September, 2022 at 8:22 PM at "anilmurarka@gmail.com" from email address "pritha@clolawoffices.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "IAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote for and on behalf of the Company and other papers;



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2. It is observed that—

- i. 2 (Two) Board Resolutions of the Company "IAL" authorizing different set of persons have been submitted;
 - ii. "Mr. Rakesh Puri", Chairman of the BOD has submitted certified true copy of the Board Resolution passed on 10th May, 2021 of "IAL" to me from email address "subsidiaries@vtlrewa.com", the detail of which has been mentioned herein above;
 - iii. "Mr. Umesh Varma" who also has submitted certified true copy of the Board Resolution passed on 7th September, 2022 of "IAL" to me from email address "insilco@mpbicts.com", the detail of which has been mentioned herein above;
 - iv. An email of Advocate as mentioned herein above has mentioned about the validly constituted BOD of "IAL" which is not in line with the name reflected on the Ministry of Corporate Affairs, Government of India (MCA) Website;
3. I have examined the Company's Master Data available on the website of MCA and I have sought relevant information/ clarification from the Advocate;
4. I have also sought clarification from CDSL, the agency engaged by the Company for remote e-voting in respect of Resolutions received from 2 (Two) groups;
5. The name of "Mr. S. K. Daga" as well as "Mr. Krishna Damani" as Directors of "IAL" and mentioned in the email of "Ms. Pritha Basu", Advocate is not reflected in the IAL's Master Data as downloaded from the website of MCA. Whereas the name of other 3 (Three) Directors such as "Mr. Rakesh Puri", "Mr. Shiv Dayal Kapoor" and "Mr. Aravind Srinivasan" as is being shown in the IAL's Master Data at MCA website is not being shown as Directors in the above mentioned email of "Ms. Pritha Basu";
6. The Company's Master Data as has been downloaded from MCA Website also mentions about the registered email id of the Company as "subsidiaries@vtlrewa.com" and it is equally important to mention here that I have received an email from Chairman of Board of Directors on 5th September, 2022 as well as an email from the above mentioned Chairman of Board of Directors of Company on 21st September, 2022 from the said email id. The email from "Mr. Umesh Varma" has however been received from some other email id which I cannot take notice of as a valid communication by the Company;
7. I have thus relied upon the Company's Master Data as are available on the MCA's Website;

I am therefore of the opinion that the Resolution submitted by the group representing "Mr. Umesh Varma" is not valid in the eye of law and requires no consideration.

Place: Kolkata
Date: 29th September, 2022




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857
PR No.: 2199/2022
UDIN: F003150D001070821



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Annexure- "D"

LANESEDA AGENTS LIMITED

1. In terms of the Notice dated 8th August, 2022 of 102nd Annual General Meeting (AGM) of "Birla Corporation Limited" (BCL) held on Tuesday, 27th September, 2022, I have received following emails from--
2. The Chairman of Board of Directors (BOD) of the Company on 5th September, 2022 at 3:59 PM at "anilmurarka@gmail.com" from email address "subsidiaries@vtlrewa.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "Laneseda Agents Limited" (LAL) in relation to 102nd AGM of "BCL" and attend the meeting and vote and / or vote through remote e-voting and / or through Ballot or any other means;
3. The Chairman of BOD of the Company on 21st September, 2022 sent email from email address "subsidiaries@vtlrewa.com" at 6:38 PM at "evotingam@gmail.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "LAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote and / or vote through remote e-voting and / or through Ballot or any other means;
4. "Mr. S.K. Daga", one of the Director of "LAL" on 22nd September, 2022 at 8:16 PM at "evotingam@gmail.com" from email address "laneseda@mpbicts.com" along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "LAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote for and on behalf of the Company;
5. "Ms. Pritha Basu", Advocate on behalf of "LAL" on 24th September, 2022 at 8:23 PM at "anilmurarka@gmail.com" from email address pritha@clolawoffices.com along with certified true copy of the Board Resolution u/s 113 of the Companies Act, 2013 authorizing some persons to act as representative of "LAL" in relation to 102nd AGM of "BCL" and attend the meeting and vote for and on behalf of the Company and other papers;



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6. It is observed that---

- i. 2 (Two) Board Resolutions of the Company "LAL" authorizing different set of persons have been submitted;
 - ii. "Mr. Rakesh Puri", Chairman of the BOD has submitted certified true copy of the Board Resolution passed on 10th May, 2021 of "LAL" to me from email address "subsidiaries@vtirewa.com", the detail of which has been mentioned herein above;
 - iii. "Mr. S.K. Daga" who also has submitted certified true copy of the Board Resolution passed on 7th September, 2022 of "LAL" to me from email address "laneseda@mpbicts.com", the detail of which has been mentioned herein above;
 - iv. An email of Advocate as mentioned herein above has mentioned about the validly constituted BOD of "LAL" which is not in line with the name reflected on the Ministry of Corporate Affairs, Government of India (MCA) Website;
7. I have examined the Company's Master Data available on the website of MCA and I have sought relevant information/ clarification from the Advocate;
8. I have also sought clarification from CDSL, the agency engaged by the Company for remote e-voting in respect of Resolutions received from 2 (Two) groups;
9. The name of "Mr. Vinay Sureka" as well as "Mr. Krishna Damani" as Directors of "LAL" and mentioned in the email of "Ms. Pritha Basu", Advocate is not reflected in the LAL's Master Data as downloaded from the website of MCA Whereas the name of other 3 (Three) Directors such as "Mr. Rakesh Puri", "Mr. Shiv Dayal Kapoor" and "Mr. Aravind Srinivasan" as is being shown in the LAL's Master Data at MCA website is not being shown as Directors in the above mentioned email of "Ms. Pritha Basu";
10. The Company's Master Data as has been downloaded from MCA Website also mentions about the registered email id of the Company as "subsidiaries@vtirewa.com" and it is equally important to mention here that I have received an email from Chairman of Board of Directors on 5th September, 2022 as well as an email from the above mentioned Chairman of Board of Directors of Company on 21st September, 2022 from the said email id. The email from "Mr. S.K. Daga" has however been received from some other email id which I cannot take notice of as a valid communication by the Company.
11. I have thus relied upon the Company's Master Data as are available on the MCA's Website;
- I am therefore of the opinion that the Resolution submitted by the group representing "Mr. S.K. Daga" is not valid in the eye of law and requires no consideration.

Place: Kolkata
Date: 29th September, 2022




(ANIL MURARKA)
FCS No. 3150
CoP No. 1857
PR No.: 2199/2022
UDIN: F003150D001070821