



BIRLA CORPORATION LIMITED

CIN: L01132WB1919PLC003334

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

Ph: 033-66166729/6737; Fax: 033-22487988/2872

E-mail: investorsgrievance@birlacorp.com; Website: www.birlacorporation.com

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**"), to the extent applicable and other applicable laws and regulations, if any, that the Resolutions appended below are proposed to be passed by the Members of Birla Corporation Limited ("**Company**") by way of Postal Ballot including remote e-voting ("**e-voting**").

A Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the proposed Resolutions setting out the material facts concerning the Resolutions and the reasons thereof is annexed hereto for your consideration and forms part of the Postal Ballot Notice.

The Board of Directors of the Company has appointed Shri Anil Kumar Murarka (Membership No. F3150, C.P No. 1857), LLB, Company Secretary in Wholetime Practice, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and pursuant to the provisions of Section 108, 110 of the Act read with Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide the facility of e-voting to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members are requested to follow the procedures stated in the notes and instruction to cast their vote through e-voting.

Members have the option to vote either by means of physical Postal Ballot or through e-voting.

Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, **record their assent ('for') or dissent ('against')** in the Postal Ballot Form and return the same in original duly completed in the self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than the close of business hours i.e. 5.00 p.m. on Sunday, 17th March, 2024. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5.00 p.m. of Sunday, 17th March, 2024 will be treated as '**invalid**'. Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read related notes to this Postal Ballot Notice and instructions given thereunder.

The Company has engaged the services of Central Depository Services (India) Limited, ("**CDSL**") as its agency for providing e-voting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on Saturday, 17th February, 2024 from 9.00 a.m. (IST) and end on Sunday, 17th March, 2024 at 5.00 p.m. (IST). The e-voting module shall be disabled for voting thereafter.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of the Postal Ballot Forms including e-voting. The results of the Postal Ballot shall be declared on or before Tuesday, 19th March, 2024 by 5.00 p.m. at the Registered Office of the Company. The said results along with Scrutinizer Report will be displayed at the Registered Office as well as the Corporate Office of the Company and will also be communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") where the shares of the Company are listed. A copy of the results will also be forwarded to CDSL for displaying the same on its website, www.evotingindia.com and will also be displayed on the Company's website, www.birlacorporation.com.

SPECIAL BUSINESS

1. Appointment of Shri Anup Singh (DIN: 00044804) as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules made thereunder and Regulation 17(1A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Anup Singh (DIN: 00044804), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from the date of declaration of the results of the Postal Ballot.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

2. Appointment of Smt. Chitkala Zutshi (DIN: 07684586) as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules made thereunder and Regulation 17(1A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, Smt. Chitkala Zutshi (DIN: 07684586), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from the date of declaration of the results of the Postal Ballot.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

3. Appointment of Smt. Rajni Sekhri Sibal (DIN: 09176377) as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules made thereunder and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, Smt. Rajni Sekhri Sibal (DIN: 09176377), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from the date of declaration of the results of the Postal Ballot.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

4. Appointment of Dr. Rajeev Malhotra (DIN: 09824055) as an Independent Director of the Company

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules made thereunder and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification, amendment or re-enactment thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Rajeev Malhotra (DIN: 09824055), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years from the date of declaration of the results of the Postal Ballot.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

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9/1, R.N. Mukherjee Road,
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CIN: L01132WB1919PLC003334
E-mail: investorsgrievance@birlacorp.com
Website: www.birlacorporation.com

By Order of the Board

Manoj Kumar Mehta
Company Secretary & Legal Head

Date: 7th December, 2023

Place: Kolkata

NOTES:

1. The Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder setting out material facts and reasons for the proposed Resolutions, is annexed hereto and forms part of this Notice.
2. The relevant details of Directors seeking appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings (“SS-2”) are also annexed as **Annexure-A** to this Notice.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 9th February, 2024.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope. Members may note that this Notice will be available on the Company's website at www.birlacorporation.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL at www.evotingindia.com.
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on Friday, 9th February, 2024. (“**cut-off date**”). Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.

6. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid. Further, members cannot exercise their vote by proxy.
7. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, www.birlacorporation.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on 17th March, 2024. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at evotingam@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
9. All relevant documents referred in the Postal Ballot Notice and Statement will be available for inspection electronically on any working day excluding Saturday and Sunday until the last date for receipt of duly completed Postal Ballot Form or e-voting. Members seeking to inspect such documents can send an email to agm@birlacorp.com.
10. Members who have not yet registered their email address are requested to register the same with their depository participant(s) where shares are held in dematerialized form and with the Registrar & Transfer Agent/Company where the shares are held in physical form. Members may follow the process detailed below for registration of email address:
 - a. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by submitting duly filled and signed Form ISR-1, the format of which is available on the Company's website under the weblink at <https://www.birlacorporation.com/investors/downloads/Form-ISR-1-p-BCL.pdf> along with self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Bank Statement, Election Identity Card, Passport, Aadhaar Card) in support of the address of the Member.
 - b. Members holding shares in dematerialized mode are requested to register/update their email address with their respective Depository Participants.
 - c. In case of any queries/difficulties in registering the email address, Members may write to the Company at investorsgrievance@birlacorp.com.
11. The Special Resolutions, if approved by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. 17th March, 2024.
12. **Instructions for Members for remote e-Voting are given below:**
 - a. 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 read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants. In order to increase the efficiency of the voting process the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be considered by Postal ballot by electronic means. The facility of casting the vote by the members using an electronic voting system ("remote e-Voting") will be provided by CDSL.
 - b. The remote e-Voting period commences on Saturday, 17th February, 2024 at 9.00 a.m. (IST) and ends on Sunday, 17th March, 2024 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 9th February, 2024, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- c. Members desiring to vote through remote e-Voting may refer to the following steps:

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular, **Login method for e-voting for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab. 2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of CDSL for casting of vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 5. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider - CDSL and you will be re-directed to CDSL’s website for casting your vote during the remote e-voting period. 3. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <p>B. E-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 2. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider - CDSL name and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. Once you login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against company name or e-Voting service provider-CDSL and you will be redirected to e-voting website of CDSL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 022-4886 7000 and 022-2499 7000.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. Login method through CDSL e-voting system for remote e-voting for **shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-voting website of CDSL. Open web browser by typing the following URL: <https://www.evotingindia.com> either on a Personal Computer or on a mobile.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<ul style="list-style-type: none"> ● Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> ● Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for “**Birla Corporation Limited**”
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload Board Resolution/POA if any uploaded, which will be made available to scrutinizer for verification.

ii. Additional Facility for Non-Individual Shareholders and Custodians for Remote e-voting only.

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 5. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 6. Alternatively, Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address at evotingam@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
13. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option to reset the password.
14. If you have any queries or issues regarding e-voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
15. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item Nos. 1 to 4

With a belief of creating a diverse pipeline of succession for the Board Members which is vital for creating a robust future for the Company, the Nomination and Remuneration Committee ("NRC") had set business dynamics, global business, social perspective, educational and professional background, personal achievements, skill matrix and time commitment as the desired attributes for the selection of the Independent Directors. Basis those attributes, the NRC and the Board of Directors at their respective meetings held on 7th December, 2023, pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 (the "Act") and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") considered and recommended to the members the appointment of Shri Anup Singh (DIN: 00044804) Smt. Chitkala Zutshi (DIN: 07684586), Smt. Rajni Sekhri Sibal (DIN: 09176377) and Dr. Rajeev Malhotra (DIN: 09824055) (hereinafter collectively referred to as the "**proposed appointees**") as Non-Executive Independent Directors of the Company, for a period of 5 (five) consecutive years with effect from the date of declaration of the result of the Postal Ballot.

Profile of Shri Anup Singh

Shri Anup Singh is a B. Tech (Hons.) in Electric Engineering from IIT, Kharagpur. He was associated with ITC for more than four decades and served as an Executive Director on the Board of ITC from November, 1997 to July, 2010. During his stint in ITC he supervised the Company's Cigarettes, Foods, Personal Care, Lifestyle Retailing, Information Technology, Agri business and its Nepal Subsidiary SNPL. He also played a key role in strategy formulation, modernisation, quality and technology upgradation in various businesses to continuously enhance competitive superiority.

He also served as the President of Indian Chamber of Commerce, Kolkata in 2004 and President of Bengal Chamber of Commerce, Kolkata in 2009.

Profile of Smt. Chitkala Zutshi

Smt. Chitkala Zutshi is a post graduate in Sociology from the University of Rajasthan. She retired from the Indian Administrative Services (IAS) with four decades of experience in diverse fields. She held various posts with the Government of India and the Government of Maharashtra including Additional Chief Secretary, Home Department, Government of Maharashtra; Principal Secretary, Finance Department, Government of Maharashtra; Projects Chief with the Ministry of Textiles, Government of India; Member of the Maharashtra Water Resources Regulatory Authority, a Statutory Body. She has led Government delegations to the US, UK, Canada, Australia, France, Japan and about 40 other countries.

She has also been awarded a certificate in Applied International Systems in the year 1991 by The Swedish Institute of Management, Stockholm.

Profile of Smt. Rajni Sekhri Sibal

Smt. Rajni Sekhri Sibal, a retired Indian Administrative Service officer is the first lady to top the Civil Services Examination in 1986 Batch. She is also a M.A in Economics and Psychology. She is an Independent External Monitor of Securities and Exchange Board of India.

During the first two decades of her career she worked with the Government of India in Taxation and with the Government of Haryana both at the implementation as well as public formulation levels in various fields including Finance, Industry, Urban Management, Education, Environment and Infrastructure.

She was responsible for framing India's Milk Policy and was a Director on the Board of National Dairy Development Board ('NDDB'). She was also in charge of International Cooperation and Disaster Management and Disaster Risk Reduction in India. In her last Government assignment, she was the Secretary Fisheries, Government of India and was responsible for setting up a new Ministry to develop a sustainable Blue Economy and helped frame India's Marine Policy.

She is the recipient of the Indian of the Year Award 2012-13 by NDTV and Woman of Substance Award 2010 by Delhi University.

Her expertise lies in strategy, policy formulation, project management and in leading multi-cultural teams. She is credited with several published articles and has authored several books.

Profile of Dr. Rajeev Malhotra

Dr. Rajeev Malhotra is a PhD (Economics) from Jawaharlal Nehru University, New Delhi. He holds Master's from Delhi School of Economics and London School of Economics (LSE). He bridges the world of academics and policymaking. A development economist and a civil servant with more than 35 years of experience, he has worked with the Government of India where until August 2012 he was an Economic Adviser to the then Union Finance Minister of India, responsible for macroeconomic policy for the preparation of union budget and fiscal policy and monitoring and analysis of domestic and global economic trends for coordinating the Government's Policy response. He also worked at the UN Office of the High Commissioner for Human Rights in Geneva from 2002 to 2008 and prior to that at the planning commission, New Delhi. As a founding faculty member he helped set up India's first graduate programme in public policy at the Jindal School of Government and Public Policy.

Despite being a career civil servant, he has remained engaged with research and academic developments in the areas of his interest. As a result, he has acquired considerable expertise in working with new analytical concepts, evidence and quantitative techniques to enrich policy making including budget making at national and international levels.

He has also penned various books and papers and currently he is a visiting faculty at the Indian School of Business, Mohali and Hyderabad, India.

The Company has received from the proposed appointees (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164 of the Act, (iii) a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that they are not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

In terms of Regulation 25(8) of the Listing Regulations, the proposed appointees have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, they have also confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of each of the proposed appointees for the office of director of the Company.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment of the proposed appointees requires approval of the Members by passing a Special Resolution.

Further, in terms of Regulation 17(1A) of the Listing Regulations the listed entity shall not appoint a person or continue directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The Nomination and Remuneration Committee and the Board are of the view that Shri Anup Singh and Smt. Chitkala Zutshi who have attained/will attain the age of 75 years during their current tenure of appointment, are persons of integrity, possess relevant experience in the cement industry and have vast experience in the field of strategy formulation, policy making, business development and performance management. Considering their rich experience, professional attainments, commercial wisdom, business acumen gained by them in their respective fields, their association will immensely benefit the Company.

Further, in the opinion of the Nomination and Remuneration Committee and the Board, the proposed appointees, fulfils the conditions specified under the Act and the Listing Regulations for appointment as Independent Directors. All the proposed appointees are independent of the management and possesses appropriate skills, experience and knowledge.

Copy of the draft letters for the appointment of the proposed appointees, as Independent Directors of the Company setting out the terms and conditions of appointment shall be available for inspection by the Members by electronic mode upto the of last date of Voting. Members seeking to inspect such documents can send an email to the Company at agm@birlacorp.com.

Necessary disclosure of the proposed appointees pursuant to the provisions of the Listing Regulations and SS-2 is provided in “Annexure-A” to the Notice

Except Shri Anup Singh, Smt. Chitkala Zutshi, Smt. Rajni Sekhri Sibal and Dr. Rajeev Malhotra, with regard to their respective appointments, none of the other Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item Nos. 1 to 4 of the Notice.

The Board of Directors, therefore, recommends the Resolutions as set out at Item Nos. 1 to 4 to be passed as Special Resolutions by the Members.

Registered Office:
Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata – 700 001
CIN: L01132WB1919PLC003334
E-mail: investorsgrievance@birlacorp.com
Website: www.birlacorporation.com

Date: 7th December, 2023

Place: Kolkata

By Order of the Board

Manoj Kumar Mehta
Company Secretary & Legal Head

Details of Director seeking Appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
Companies Act, 2013 and Secretarial Standard on General Meetings)

(As on 7th December, 2023)

Name of the Director	Shri Anup Singh (DIN:00044804)	Smt. Chitkala Zutshi (DIN: 07684586)	Smt. Rajni Sekhri Sibal (DIN: 09176377)	Dr. Rajeev Malhotra (DIN: 09824055)
Date of Birth and Age	21st March 1945 (78 years)	25th March 1949 (74 years)	12th February 1960 (63 years)	8th January, 1964 (59 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board of Directors of the Company	Appointment on the Board will be effective from the date of the declaration of the voting results of the Postal Ballot.	Appointment on the Board will be effective from the date of the declaration of the voting results of the Postal Ballot.	Appointment on the Board will be effective from the date of the declaration of the voting results of the Postal Ballot.	Appointment on the Board will be effective from the date of the declaration of the voting results of the Postal Ballot.
Qualifications	B. Tech (Hons.) in Electrical Engineering from IIT, Kharagpur.	Retired Indian Administrative Services (IAS).	Retired Indian Administrative Services (IAS).	PhD (Economics) from Jawaharlal Nehru University. M.Sc. Development Studies (Economics) from London School of Economics and Political Science.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	As provided in the Statement pursuant to Section 102 of the Companies Act, 2013.	As provided in the Statement pursuant to Section 102 of the Companies Act, 2013.	As provided in the Statement pursuant to Section 102 of the Companies Act, 2013.	As provided in the Statement pursuant to Section 102 of the Companies Act, 2013.
Number of shares held in the Company (including share-holding as a beneficial owner)	NIL	NIL	NIL	NIL
List of directorships held in other Companies	<ul style="list-style-type: none"> • Edifix Realventures Private Limited • RCCPL Private Limited • Belvedere Estates Limited 	<ul style="list-style-type: none"> • 63 Moons Technologies Limited. • RCCPL Private Limited 	<ul style="list-style-type: none"> • Star Health and Allied Insurance Company Limited • GKN Driveline (India) Limited 	<ul style="list-style-type: none"> • SKOPOS India Foundation
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	Edifix Realventures Private Limited <ul style="list-style-type: none"> • <i>Chairman of Board of Directors (Chairman)</i> RCCPL Private Limited <ul style="list-style-type: none"> • <i>Audit Committee (Member)</i> • <i>Nomination and Remuneration Committee (Member)</i> • <i>Corporate Social Responsibility Committee (Member)</i> 	63 Moons Technologies Limited <ul style="list-style-type: none"> • <i>The National Company Law Tribunal Committee (Member)</i> • <i>Corporate Social Responsibility Committee (Chairperson)</i> • <i>Audit Committee (Chairperson)</i> • <i>Nomination and Remuneration Committee (Member)</i> 	Star Health and Allied Insurance Company Limited <ul style="list-style-type: none"> • <i>Risk Management Committee (Chairperson)</i> • <i>Audit Committee (Member)</i> • <i>Nomination and Remuneration Committee (Member)</i> • <i>Stakeholders Relationship Committee (Member)</i> GKN Driveline India Limited <ul style="list-style-type: none"> • <i>Audit & Risk Management Committee (Chairperson)</i> • <i>Nomination & Remuneration Committee (Member)</i> • <i>Corporate Social Responsibility Committee (Member)</i> 	-
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL	NIL	NIL	NIL
Number of meetings of the Board attended during the year 2023-2024	NA	NA	NA	NA
Number of ESOPs granted	NIL	NIL	NIL	NIL
Terms and conditions of Appointment	As mentioned in the Statement pursuant to Section 102 of the Companies.	As mentioned in the Statement pursuant to Section 102 of the Companies.	As mentioned in the Statement pursuant to Section 102 of the Companies.	As mentioned in the Statement pursuant to Section 102 of the Companies.
Details of Remuneration sought to be paid	Shri Anup Singh shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and Commission as may be decided by the Board of Directors of the Company from time to time.	Smt. Chitkala Zutshi shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and Commission as may be decided by the Board of Directors of the Company from time to time.	Smt. Rajni Sekhri Sibal shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and Commission as may be decided by the Board of Directors of the Company from time to time.	Dr. Rajeev Malhotra shall be entitled to sitting fees for attending meetings of the Board and Committees thereof and Commission as may be decided by the Board of Directors of the Company from time to time.
Remuneration last drawn (including sitting fees, if any)	NA	NA	NA	NA



BIRLA CORPORATION LIMITED

CIN: L01132WB1919PLC003334

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

Ph: 033-66166729/6737; Fax: 033–22487988/2872

E-mail: investorsgrievance@birlacorp.com; Website: www.birlacorporation.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.

1. Name and Registered Address of sole/first named Shareholder :
2. Name(s) of the joint holder(s), (if any) :
3. Registered Folio No./DP & Client ID No. :
4. Number of share(s) held :

I/We hereby exercise my/our votes in respect of the following Special Resolutions to be passed through Postal Ballot for special business stated in the Postal Ballot Notice dated 7th December, 2023 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Shri Anup Singh (DIN: 00044804) as an Independent Director of the Company			
2.	Appointment of Smt. Chitkala Zutshi (DIN: 07684586) as an Independent Director of the Company			
3.	Appointment of Smt. Rajni Sekhri Sibal (DIN: 09176377) as an Independent Director of the Company			
4.	Appointment of Dr. Rajeev Malhotra (DIN: 09824055) as an Independent Director of the Company.			

Place :

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

Authorised Representative

Date :

Electronic Voting particulars:

The electronic voting particulars are set out as follows:

EVSN	USER ID	PASSWORD
240209006		

NOTE: In terms of SEBI Master circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants. The detailed procedure for remote e-voting is given in the Postal Ballot Notice.

PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES.

INSTRUCTIONS

01. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by Birla Corporation Limited ("Company"). However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
02. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
03. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
04. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
05. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
06. Duly completed Postal Ballot Form should reach to the Scrutinizer on or before 5.00 p.m. (IST) on Sunday, 17th March, 2024. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if the reply from such Member(s) has not been received.
07. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
08. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
 - a. It has not been signed by or on behalf of the Member;
 - b. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company/Depository Participant, as the case may be;
 - c. It is not possible to determine without any doubt the assent or dissent of the Member;
 - d. Neither assent nor dissent is mentioned;
 - e. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - f. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - g. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - h. Member has made any amendment to the resolution or imposed any condition while exercising his vote.
09. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital as on Friday, 9th February, 2024. (cut-off date).
10. The result of the Postal Ballot will be declared on or before on Tuesday, 19th March, 2024 by 5.00 p.m. at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 06 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. A member cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to e-voting.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. The Scrutinizer's decision on the validity of Postal Ballot will be final.
