



NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-third Annual General Meeting of the Shareholders of the Company will be held at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata - 700 026, on Wednesday, the 10th July, 2013 at 10.30 A.M. to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on Ordinary Shares and to declare Final Dividend on Ordinary Shares for the year 2012-13.
3. To appoint a director in place of Shri D.N. Ghosh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Deepak Nayyar, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

6. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :
"RESOLVED that in partial modification of the resolution passed at the Adjourned Annual General Meeting of the Company held on 27th October, 2009 and in accordance with the provision of Sections 198, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, the Company hereby approves elevation of Shri B.R. Nahar as Managing Director of the Company w.e.f. 28th July, 2012 and also approves revision in the maximum limit of the Performance Linked Bonus payable to Shri B.R. Nahar from ₹ 50,00,000 to ₹ 1,00,00,000 for each financial year w.e.f 1st April, 2012, for the remaining tenure of his office, as has been approved by the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include Remuneration Committee) of the Company at its meeting held on 28th July, 2012 and as set out in the agreement."
7. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :
"RESOLVED that in accordance with the provisions of Sections 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and subject to all the approvals, permissions and sanctions as may be necessary, the appointment of Shri Pracheta Majumdar as the Whole-time Director designated as the Chief Management Advisor of the Company, not liable to retire by rotation, for a period of 5 years with effect from 20th May, 2013 be and is hereby approved on the terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with him and placed before the meeting for approval, with further authority to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include Remuneration Committee) of the Company to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed between the Board and Shri Pracheta Majumdar provided that the total remuneration payable to Shri Pracheta Majumdar shall not exceed the limit specified under the Companies Act and Schedules appended thereto as amended from time to time."

"RESOLVED FURTHER that the Board of Directors of the Company be and are 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."

Registered Office :
Birla Building
9/1, R. N. Mukherjee Road
Kolkata-700 001
Dated, the 30th May, 2013

By Order of the Board

Girish Sharma
Sr. Vice-President (Indirect Taxes)
& Company Secretary

Notes :

- (01) A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.

- (02) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- (03) The Register of Members and the Share Transfer Books of the Company will remain closed from 27th June, 2013 to 10th July, 2013 (both days inclusive).
- (04) Interim Dividend at the rate of ₹ 2.50 per share (25%) on ordinary share capital of the Company was paid to members whose names appeared on the Register of Members as on the Record Date i.e. 23rd November, 2012 and the beneficial owners as per details received by the Company from National Securities Depository Limited and Central Depository Services (India) Limited.
- (05) Final Dividend on ordinary shares, when approved at the Meeting, will be paid to those members -
- (a) whose names appear as Beneficial Owners as at the end of business hours on 26th June, 2013, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 26th June, 2013.
- (06) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under Item Nos. 6 & 7 as set out above is annexed hereto.
- (07) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (08) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2006, 2007, 2008, 2009, 2010, 2011, 2012 and Interim Dividend Warrants for accounting year ended 31st March, 2010, 2011, 2012 and 2013 may immediately approach the Company for revalidation of unclaimed Dividend Warrants.
- Shareholders are hereby informed that pursuant to Section 205A(5) of the Companies Act, 1956, the Company is required to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ('the Fund') established by the Central Government. In accordance with Section 205B of the Act, no claim shall lie against the Company or the Fund in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims. **Accordingly, the money lying in the Unpaid Dividend Account for the year ended 31st March, 2006, will be transferred to the Fund in October, 2013.**
- (09) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
- (10) As per the provisions of the amended Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Shareholders holding shares in physical form may obtain Nomination Form - 2B from the Registrar & Share Transfer Agents/Company. Shareholders desiring to avail this facility may send their Nomination Form duly filled in, to the Company or its Registrar & Share Transfer Agents by quoting their respective Folio Numbers. In case of shares held in Demat form, the nomination has to be lodged with the Depository Participant.
- (11) As required by Securities and Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar & Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (12) Disclosure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is given in the Annexure.

EXPLANATORY STATEMENT

[Pursuant to Section 173(2) of the Companies Act, 1956]

Items of Special Business :

Item No. 6

At the Adjourned Annual General Meeting of the Company held on 27th October, 2009, the Members had approved the re-appointment and terms of remuneration of Shri B.R. Nahar as Executive Director and Chief Executive Officer of the Company for a period of five years from 3rd August, 2009.

The Board of Directors of the Company at its Meeting held on 28th July, 2012 had approved elevation of Shri B.R. Nahar as Managing Director of the Company. Further, the Board of Directors, based on recommendation of the Remuneration Committee had also approved the revision in the maximum amount of Performance Linked Bonus payable to Shri B.R. Nahar from ₹ 50,00,000 to ₹ 1,00,00,000 for each financial year, w.e.f 1st April, 2012. The existing clause relating to Performance Linked bonus shall be substituted as follows:

"Performance Linked Bonus :

Such amount as may be determined by the Board, subject to a maximum limit of ₹ 1,00,00,000/- (Rupees one crore only) for each financial year."

The above variations are subject to the approval of the members at the General Meeting.

All other existing terms and conditions of remuneration, as approved by the Members, remain unchanged.

A copy of the Supplemental Agreement setting out the terms of variation with Shri B.R. Nahar and copy of the resolutions passed by the Board of Directors on 28th July, 2012 are available for inspection by any member of the Company at the Registered Office between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

None of the Directors of the Company except Shri B.R. Nahar is concerned or interested in the Resolution.

The Resolution for the variation in the terms of Shri B.R. Nahar is recommended for approval by the Members.

Item No. 7

Shri Pracheta Majumdar, is a Mechanical Engineer and a Management Advisor by profession. He possesses more than 45 years of experience in diverse fields. He joined Birla Corporation Limited (BCL) as an Independent Director in the year 2003 and the Company has been taking his assistance and advice on various matters, since then and has benefited immensely from it.

Prior to joining the BCL Board, Shri Majumdar held the position of Managing Director at Ceat Tyres Ltd. He was also on the Supervisory Board of the RPG Group. Shri Majumdar also worked for about 12 years in Hindustan Unilever Ltd. (HUL) where he joined in Project & Manufacturing Department and was elevated as the head of the profit centre of the edible business in eastern India. When he left HUL, he was the head of manufacturing of the then largest plant of HUL.

Shri Majumdar has the experience of setting up of large greenfield projects and had spearheaded setting up of large projects both in India and abroad including an international joint venture project with a large US multinational. Shri Majumdar attended various international management courses organized by HUL and Executive Development Programmes and Advanced Management Programmes conducted by Stanford University and Harvard Business School. Since 1997, Shri Majumdar is functioning as a Management Consultant.

The Company is presently undertaking various expansions, modernization, infrastructural and technological upgradation projects and the rich experience Shri Majumdar holds in project execution would contribute to augmentation of project cycle management. His rich hands-on experience of the management of operations will be extremely useful in the overall management of the company particularly in areas of manufacturing and marketing. His experience in setting up projects outside the country would also help the Company in setting up cement projects at various international locations.

In view of the rich, wide and varied experience Shri Majumdar holds in diverse fields and also with a view to avail his professional advisory services in various strategic and operational matters of the Company, the Board of Directors at its meeting held on 20th March 2013 appointed Shri Pracheta Majumdar as Whole-time Director designated as Chief Management Advisor (hereinafter called 'Whole-time Director') for a period of 5 years subject to the approval of the shareholders of the Company at the General Meeting and other required approvals, if any, on the terms and conditions including remuneration (duly approved by the Remuneration Committee) as incorporated in the draft agreement to be entered into between the Company and Shri Majumdar.

The terms and conditions of the draft agreement are as set out hereinbelow :

1. **Period of Appointment** : 20th May, 2013 to 19th May, 2018.
 2. **Remuneration** :
 - 2.1 Consolidated remuneration of ₹ 3.70 lacs per month, with an authority to the Board to review the same from time to time as it may deem fit. The increase in salary will take effect from 1st day of April every year.
No other allowances, benefits, perquisites, including P.F., Superannuation, Leave entitlement, Gratuity etc. would be applicable.
 - 2.2 Car : Free use of Company's Car for Company's work as well as for personal purposes along with driver.
 - 2.3 Telephone : Telephone at residence at Company's cost.
 - 2.4 Other Terms and Conditions :
 - i) The Whole-time Director so long as he functions as such shall not be paid any sitting fees for attending the meeting of Board or Committees thereof.
 - ii) The appointment may be terminated by the Company or by Shri Pracheta Majumdar by giving not less than three months' prior notice in writing.
 - iii) Shri Pracheta Majumdar shall not be subject to retirement by rotation during his tenure, as Whole-time Director.
 - 2.5 Minimum Remuneration : Notwithstanding the above, where in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary not exceeding the overall limit prescribed in Schedule XIII and other applicable provisions of the Companies Act, 1956, or any amendment thereof as minimum remuneration.
 3. The Whole-time Director will also be entitled :
 - i) to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company
 - ii) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively in the business of the Company in accordance with the Rules & Regulations of the Company in force from time to time or as approved by the Board of Directors.
 4. The Whole-time Director shall devote such time and attention to the business and affairs of the Company and carry out such duties and exercise such powers as may be entrusted to him by the Board of Directors from time to time.
- A copy of the draft agreement to be entered into by the Company with Shri Pracheta Majumdar containing the terms and conditions of appointment and remuneration payable to him and copy of the resolutions passed by the Board of Directors on 20th May, 2013 is available for inspection by any member of the Company at the Registered Office between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.
- This may be regarded as an abstract of the terms of appointment of Shri Pracheta Majumdar and Memorandum of Interest under Section 302 of the Companies Act, 1956.
- None of the Directors of the Company except Shri Pracheta Majumdar is concerned or interested in the Resolutions.
- The Resolutions for the appointment of Shri Pracheta Majumdar as Whole-time Director designated as Chief Management Adviser is recommended for approval by the Members.

Registered Office :
Birla Building
9/1, R. N. Mukherjee Road
Kolkata-700 001
Dated, the 30th May, 2013

By Order of the Board
Girish Sharm
Sr. Vice-President (Indirect Tax
& Company Secreta

Invitation to participate in the Green Initiative launched by the Ministry of Corporate Affairs

The Ministry of Corporate Affairs (MCA) has permitted paperless compliances by the Companies, vide its circulars No.17/2011 and No.18/2011 dated April 21, 2011 and April 29, 2011 respectively. MCA has clarified that services of documents on Members by e-mail will constitute sufficient compliances with Section 53 of the Companies Act, 1956, provided the Members are given an advance opportunity to register their e-mail address or changes, if any, therein with the Company.

Pursuant thereto, we once again invite those members who have not registered their e-mail address to participate in the Green Initiative by registering their e-mail address for the purpose of service of documents viz. Annual Report, Notice of General Meetings, Notice of Postal Ballot, Intimation of ECS Credits etc. by e-mail.

Shareholders holding shares in Demat form, who have not yet registered their e-mail address are requested to register the same with their respective Depository Participant at the earliest. Shareholders who hold shares in physical form are also requested to register their e-mail address with our Registrar & Share Transfer Agent - M/s. MCS Limited, 77/2A, Hazra Road, Kolkata - 700 029, E-mail ID: mcskol@rediffmail.com. Such registration of e-mail address may also be made with the Company at its Registered Office as per the address mentioned above or at the E-mail ID: greeninitiative@birlacorp.com. Any changes in the E-mail address may also be communicated from time to time.