

BIRLA CORPORATION LIMITED

Minutes of the 94th Annual General Meeting of the Shareholders of the Company held at 'Kalpataru Uttam Mancha', 10/1/1, Monohar Pukur Road, Kolkata - 700 026 on Thursday, the 21st August, 2014 at 10.30 a.m.

PRESENT

DIRECTORS

Shri Harsh V. Lodha	-	Chairman
" P. Majumdar	-	Whole-time Director designated as Chief Management Advisor
" V. Swarup		
" B.R. Nahar	-	Managing Director

AUDITORS

Shri Gopal Jain	-	Representative of Messrs. H.P Khandelwal & Co., Auditors of the Company, By invitation
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2442 attendance slips were received from the members and the proxies attending the Meeting, out of which 2408 slips were from public/proxy shareholders and 34 slips belonged to Promoter and Promoter Group.

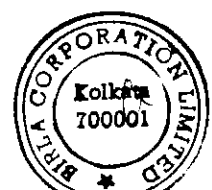
Shri Harsh V. Lodha, Chairman of the Board, took the Chair in accordance with the Article 94 of the Company's Articles of Association and Section 104 of the Companies Act, 2013.

The requisite quorum being present, Meeting was called to order. Thereafter, the Notice convening the Meeting was taken as read and the members were informed that total proxies received were for 12166399 Ordinary Shares.

The Chairman informed the shareholders that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the shareholders of the Company in respect of the businesses to be transacted at the Annual General Meeting. The e-voting commenced on 14th August, 2014 (from 9.00 a.m.) and ended on 16th August, 2014 (upto 6.00 p.m.) and the Scrutinizer appointed to scrutinize the e-voting process has submitted his report to him.

The Register of Directors and Key Managerial Personnel Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 was produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.

Thereafter, the Chairman laid before the Meeting for its consideration, the Audited Balance Sheet of the Company as at 31st March, 2014, the Audited Profit & Loss Account for the year ended on that date the Directors' Report and the Auditors' Report thereon and the same were kept open for inspection at the Meeting by any member of the Company. The Chairman informed that the Auditors' Report do not contain any qualification, observations, or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company.



The Chairman made brief observations about the working of the Company and major developments.

The Chairman stated that apart from e-voting, the Company will also give the option of physical balloting to all the shareholders who could not avail the e-voting facility and the ballot papers will be available for distribution in the hall. The Chairman appointed Shri Manoj Kumar Mehta and Shri Umesh Varma as the Scrutineers for conducting physical balloting in accordance with the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014. Thereafter, the Chairman stated that the results of the voting on all the 15 Resolutions as mentioned in the Notice of the 94th Annual General Meeting will be announced aggregating both the e-voting and physical balloting.

The Chairman then invited the shareholders to ask any questions and/or otherwise offer their comments. All the shareholders who wanted to speak were given an opportunity. Several shareholders asked for details on the working of the Company and sought clarifications in respect of the Accounts and gave their views/comments and suggestions on the working of the Company and its management.

In the meanwhile, the physical poll process was started. 2 (two) Nos. empty ballot boxes were shown by the Scrutineers appointed for conducting the ballot process to the members and thereafter the same were sealed and kept on the dais. The ballot papers were distributed to the members for taking poll.

After all the shareholders gave their views/comments, appropriate replies and information were given by the Chairman and Managing Director to such queries/comments and suggestions.

After all the members had cast their votes and put the ballot papers into the ballot box, the ballot boxes were handed over to the scrutineers for furnishing their report to the Chairman.

The Chairman stated that the combined results of voting would be declared by Shri B.R. Nahar, Managing Director of the Company on 22nd August, 2014 at 10 a.m. at the Registered Office of the Company situated at 9/1, R.N. Mukherjee Road, Kolkata – 700 001. He invited the members for the purpose of declaration of results.

The Chairman authorised Shri B.R. Nahar, Managing Director, Shri G. Sharma, Sr. Vice-President (Indirect Taxes) & Company Secretary and Shri M.K. Mehta, Dy. Company Secretary & Vice-President (Finance) to take all necessary action in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the Listing Agreement.

The Chairman thanked the members for their participation in the proceedings and the members thanked the Chairman for the conduct of the proceedings where after the Meeting was adjourned for the purpose of declaring the results of the poll.

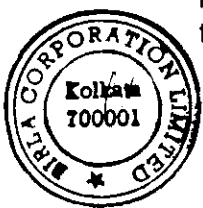
On the basis of the Scrutinizer's Report for Electronic Voting dated 18th August, 2014 and Scrutinizers' Report for the Poll dated 22nd August, 2014 held at the Annual General Meeting, the Managing Director announced the results of voting on 22nd August, 2014 at 10 a.m. at the Registered Office of the Company situated at 9/1, R.N. Mukherjee Road, Kolkata – 700 001 as under:



Resolution Nos. as given in the Notice of the 94th Annual General Meeting	Particulars of votes cast						
		Electronic Voting		Poll		Voting Result	
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%
1. Consider and Adopt Audited Financial Statements, Reports of the Directors and Auditors, Audited Consolidated Financial Statements for the year ended 31st March, 2014	Votes cast in favour	58106830	100.00	45060	0.59	58151890	88.52
	Votes cast against	0	0.00	7542992	99.41	7542992	11.48
	Invalid Votes	0	-	45675	-	45675	-
2. Declaration of Dividend on Ordinary Shares	Votes cast in favour	58110080	100.00	45755	1.91	58155835	96.11
	Votes cast against	0	0.00	2351488	98.09	2351488	3.89
	Invalid Votes	0	-	322	-	322	-
3. Re-appointment of Shri Harsh V. Lodha, who retires by rotation	Votes cast in favour	57834106	99.53	45401	0.60	57879507	88.10
	Votes cast against	275756	0.47	7543190	99.40	7818946	11.90
	Invalid Votes	0	-	46077	-	46077	-
4. Appointment of Auditors and fixing their remuneration	Votes cast in favour	58106611	99.99	45199	0.60	58151810	88.51
	Votes cast against	3250	0.01	7543392	99.40	7546642	11.49
	Invalid Votes	0	-	46077	-	46077	-
5. Appointment of Shri Vikram Swarup as an Independent Director	Votes cast in favour	57842956	99.54	45399	0.60	57888355	88.11
	Votes cast against	266906	0.46	7543192	99.40	7810098	11.89
	Invalid Votes	0	-	46075	-	46075	-
6. Appointment of Shri Anand Bordia as an Independent Director	Votes cast in favour	57830856	99.52	45201	0.60	57876057	88.09
	Votes cast against	279006	0.48	7543390	99.40	7822396	11.91
	Invalid Votes	0	-	46077	-	46077	-
7. Appointment of Shri B.B. Tandon as an Independent Director	Votes cast in favour	57830856	99.52	45399	0.60	57876255	88.09
	Votes cast against	279006	0.48	7543192	99.40	7822198	11.91
	Invalid Votes	0	-	46077	-	46077	-
8. Appointment of Shri D.N. Ghosh as an Independent Director	Votes cast in favour	58110080	100.00	45399	0.60	58155479	88.52
	Votes cast against	0	0.00	7543192	99.40	7543192	11.48
	Invalid Votes	0	-	46077	-	46077	-
9. Appointment of Dr. Deepak Nayyar as an Independent Director	Votes cast in favour	57757864	99.39	45404	0.60	57803268	87.98
	Votes cast against	351998	0.61	7543187	99.40	7895185	12.02
	Invalid Votes	0	-	46077	-	46077	-
10. Re-appointment of Shri B.R. Nahar as Managing Director	Votes cast in favour	58109862	100.00	45404	0.60	58155266	88.52
	Votes cast against	0	0.00	7543187	99.40	7543187	11.48
	Invalid Votes	0	-	46077	-	46077	-
11. Change in terms of Shri Pracheta Majumdar, Whole-time Director designated as Chief Management Advisor	Votes cast in favour	58109862	100.00	45204	0.60	58155066	88.52
	Votes cast against	0	0.00	7543387	99.40	7543387	11.48
	Invalid Votes	0	-	46077	-	46077	-
12. Special Resolution u/s. 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs. 3000 crores over and above the aggregate of paid up capital and free reserves of the Company	Votes cast in favour	58110024	100.00	45204	0.60	58155228	88.52
	Votes cast against	56	0.00	7543387	99.40	7543443	11.48
	Invalid Votes	0	-	46077	-	46077	-
13. Special Resolution u/s. 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge on Company's assets	Votes cast in favour	58110024	100.00	45199	0.60	58155223	88.52
	Votes cast against	46	0.00	7543392	99.40	7543438	11.48
	Invalid Votes	0	-	46077	-	46077	-
14. Approval of Remuneration of Cost Auditor	Votes cast in favour	58110080	100.00	45399	0.60	58155479	88.52
	Votes cast against	0	0.00	7543192	99.40	7543192	11.48
	Invalid Votes	0	-	46077	-	46077	-
15. Special Resolution u/s. 94(1) of the Companies Act, 2013 for keeping Register of Members and other Registers at the office of the Registrar and Share Transfer Agent	Votes cast in favour	58110044	100.00	45199	0.60	58155243	88.52
	Votes cast against	36	0.00	7543392	99.40	7543428	11.48
	Invalid Votes	0	-	46077	-	46077	-

Shri B.R. Nahar, Managing Director stated that all the above resolutions were approved and passed with requisite majority.

The Resolutions for the ordinary and special businesses as set out in Item Nos.1 to 15 in the Notice of the 94th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 94th Annual General Meeting of the Members held on 21st August, 2014.



RESOLUTION NO.1 (AS AN ORDINARY RESOLUTION)

"RESOLVED that the following financial statements be and are hereby adopted:

- a) Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account of the Company for the year ended 31st March, 2014 and the Reports of the Directors and the Auditors;
- b) Audited consolidated financial statements of the Company for the financial year ended 31st March, 2014."

RESOLUTION NO.2 (AS AN ORDINARY RESOLUTION)

"RESOLVED that the payment of Dividend at the rate of ₹ 6.00 per share (60%) on 7,70,05,347 Ordinary Shares of ₹ 10/- each, for the year ended 31st March, 2014, be and is hereby declared and that the same be paid to the Ordinary Shareholders of the Company, whose names stand on the *Register of Members as on 21st August, 2014, and, in respect of shares held in electronic form, to the Beneficial Owners of shares as on 11th August, 2014 as per details furnished by the Depositories in this regard.*"

RESOLUTION NO.3 (AS AN ORDINARY RESOLUTION)

"RESOLVED that Shri Harsh V. Lodha (DIN 00394094), Director, retiring by rotation, be and is hereby re-appointed."

RESOLUTION NO.4 (AS AN ORDINARY RESOLUTION)

"RESOLVED that pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E), be and are hereby appointed as Statutory Auditors of the Company, to hold office for one year from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorised to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them in connection with the audit of Accounts of the Company."

RESOLUTION NO.5 (AS AN ORDINARY RESOLUTION)

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Shri Vikram Swarup (DIN 00163543), an existing Independent Director whose period of office is liable to determination by retirement of directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."



RESOLUTION NO.6 (AS AN ORDINARY RESOLUTION)

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Shri Anand Bordia (DIN 00679165), an existing Independent Director whose period of office is liable to determination by retirement of directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."

RESOLUTION NO.7 (AS AN ORDINARY RESOLUTION)

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Shri B.B. Tandon (DIN 00740511), an existing Independent Director whose period of office is liable to determination by retirement of directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."

RESOLUTION NO.8 AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Shri D.N. Ghosh (DIN 00012608), an existing Independent Director whose period of office is liable to determination by retirement of directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."



RESOLUTION NO.9 (AS AN ORDINARY RESOLUTION)

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Dr. Deepak Nayyar (DIN 00348529), an existing Independent Director whose period of office is liable to determination by retirement of directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."

RESOLUTION NO.10 (AS AN ORDINARY RESOLUTION)

"RESOLVED that in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act 2013 (corresponding to Sections 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956), and subject to the requisite approval of the Central Government, the consent of the shareholders of the Company be and is hereby accorded for re-appointment of Shri B.R. Nahar (DIN 00049895) as Managing Director of the Company, being eligible for re-appointment, for a period of 5 years with effect from 3rd August, 2014, liable to retire by rotation, 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 of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include Nomination and Remuneration Committee) 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 B.R. Nahar provided that the total remuneration payable to Shri B.R. Nahar 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."

RESOLUTION NO.11 (AS AN ORDINARY RESOLUTION)

"RESOLVED that in partial modification of the Resolution passed at the Annual General Meeting of the Company held on 10th July, 2013 and in accordance with the provisions of Sections 196, 197, 203 and any other



applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956) the consent of the shareholders of the Company be and is hereby accorded for the variation in the terms and conditions of appointment of Shri Pracheta Majumdar (DIN 00179118), as the Whole-time Director designated as the Chief Management Advisor of the Company, who was appointed as a non retiring director, shall under the revised terms be liable to retire by rotation, with effect from 1st April, 2014, for the remaining tenure of his office i.e. till 19th May, 2018, as set out in the draft supplemental 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 Nomination and 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."

"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."

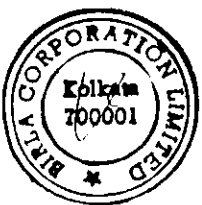
RESOLUTION NO.12 (AS A SPECIAL RESOLUTION)

"RESOLVED that in supersession of the Ordinary Resolution passed at the Annual General Meeting of the Company held on 19th September, 2006 and in pursuance of the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time as they may think fit for the purpose of the Company's business, any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that aggregate of the moneys borrowed or to be borrowed by the Board of Directors of the Company shall not at any time exceed ₹ 3000 crores over and above the aggregate of the paid up capital of the Company and its free reserves as per the last audited annual accounts."

"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."

RESOLUTION NO.13 (AS A SPECIAL RESOLUTION)

"RESOLVED that in supersession of the Ordinary Resolution passed by way of Postal Ballot held on 17th June, 2010 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the



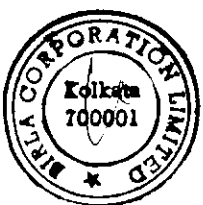
Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted/to be constituted to exercise its powers) to create mortgage and/or charge/hypothecation(s) in addition to the existing mortgage(s)/ charge(s)/ hypothecation(s) created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the Financial Institution(s)/ Bank(s)/Security Trustee/Lenders Agent and/Trustee(s) for securing the borrowings availed/to be availed by the Company, by way of loan(s) (in foreign currency and/or Indian rupee) and securities (comprising fully/partly Convertible Bonds/ Debentures/ Warrants and/or Non Convertible Debentures or other debt instruments) issued/to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act, together with interest, premium (if any) on redemption, all other costs, charges and expenses including any increase as a result of devaluation/ revaluation or fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s)/ Facility Agreement(s)/Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Security Trustee/Trustee(s), in respect of the loans/ borrowings/ bonds/debentures/warrants and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Security Trustee/Trustee(s)."

"RESOLVED FURTHER that for the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgage(s)/charge(s)/ hypothecation(s) as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above Resolution."

RESOLUTION NO.14 (AS AN ORDINARY RESOLUTION)

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 3 lakhs (Rupees three lakhs only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to Shri Somnath Mukherjee, (Membership No. 5343), Cost Auditor of the Company, for the financial year 2014-15, as approved by the Board of Directors of the Company, be and is hereby ratified."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."



RESOLUTION NO.15 (AS A SPECIAL RESOLUTION)

"RESOLVED that pursuant to provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members of the Company and the respective Register of Debenture holders and other security holders, if any, maintained under Section 88 of the Companies Act, 2013 together with the Index of Members and/or Debenture holders/other security holders, and copies of Annual Returns of the Company filed under Section 92 of the Companies Act, 2013, at the office of the Registrar and Share Transfer Agents of the Company, i.e. M/s. Karvy Computershare Private Limited, 49, Jatin Das Road, 1st Floor, Kolkata - 700 029 and at such places within Kolkata in the State of West Bengal where the Registrar and Share Transfer Agent may shift its office from time to time, in place of M/s. MCS Limited with such effective date based on shifting of depository connectivity and the records from M/s. MCS Limited to M/s. Karvy Computershare Private Limited."

"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."

All the above resolutions, which were put to vote were accordingly declared as passed by requisite majority.

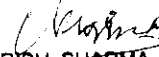
With the declaration of the Poll results, the Meeting stood concluded.

Sd/-

18.09.2014

CHAIRMAN

Certified to be true Copy
For BIRLA CORPORATION LIMITED


GIRISH SHARMA
Sr. Vice-President (Indirect Taxes)
& Company Secretary