



NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-sixth 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 Friday, the 8th day of July, 2016 at 10.30 A.M. to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt :
 - (a) the Balance Sheet as at 31st March, 2016, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2016.
2. To declare dividend on Ordinary Shares.
3. To appoint a director in place of Shri Bachh Raj Nahar (holding DIN 00049895), who retires by rotation and being eligible, offers himself for re-appointment as Managing Director.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and The Companies (Audit and Auditors) Rules, 2014 ("the rules") made there under including any statutory amendment(s) or re-enactment thereof for the time being in force, pursuant to the recommendation of the Audit Committee, Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as auditors of the Company, in terms of the provisions of Section 141 of the Act and Rules, 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."

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution** :

"RESOLVED that pursuant to Section 196(3) of the Companies Act 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the shareholders of the Company be and is hereby granted for continuation of holding of office by Shri Pracheta Majumdar (DIN 00179118), Wholetime Director designated as Chief Management Advisor of the Company who has attained the age of 70 (Seventy) years, up to the expiry of his present term of office i.e. 19th May, 2018, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution 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 time being in force), read with Schedule V of the Companies Act, 2013 the consent of the shareholders of the Company be and is hereby accorded for the variation in the terms and conditions of remuneration payable to Shri Pracheta Majumdar (DIN 00179118), Wholetime Director designated as Chief Management Advisor w.e.f. 1st April, 2016 for the remaining tenure of his office till 19th May, 2018 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement attached to this Notice and the Draft Supplemental Agreement to be entered into by the Company and Shri Pracheta Majumdar, 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 provided that the total remuneration payable to Shri Majumdar shall not exceed the limit specified under the Companies Act and Schedules appended thereto as amended from time to time."

"RESOLVED FURTHER that for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution 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 ₹ 3.50 lakhs (Rupees three lakhs fifty thousand 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 2016-17, as approved by the Board of Directors of the Company, at its meeting held on 6th May, 2016, be and is hereby ratified and confirmed."

"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."

Registered Office :

Birla Building
9/1, R. N. Mukherjee Road
Kolkata-700 001
CIN : L01132WB1919PLC003334
Dated, the 1st June, 2016

By Order of the Board

Girish Sharma
Jt. 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) **A person shall not act as Proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A person holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- (03) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- (04) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (05) The Register of Members and the Share Transfer Books of the Company will remain closed from 2nd July, 2016 to 8th July, 2016 (both days inclusive).
- (06) 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 1st July, 2016, 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 1st July, 2016.
- (07) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 5, 6 and 7 which sets out details relating to Special Business at the meeting, is annexed hereto.
- (08) 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.
- (09) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2009, 2010, 2011, 2012, 2013, 2014 and 2015 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.

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and



Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 02, 2015 (date of last Annual General Meeting) on the website of the Company (www.birlacorporation.com), as also on the website of the Ministry of Corporate Affairs.

- (10) Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all companies mandatorily have 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.
- (11) Electronic copies of the Annual Report are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
- (12) Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 96th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on Company's website www.birlacorporation.com for their download.
- (13) As per the provisions of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agents/Company.
- (14) 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).
- (15) **Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.**
- (16) Shareholders/Proxy holders are requested to carry valid ID proof such as PAN, Voter Card, Passport, Driving Licence, Aadhar Card etc. along with the printed attendance slip.
- (17) Disclosure pursuant to SEBI Listing Regulations with the Stock Exchanges, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is given in the Annexure.
- (18) **Voting through electronic means**
 - I. In compliance with provisions of Section 108 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 5th July, 2016 (9.00 a.m.) and ends on 7th July, 2016 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under :
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Birla Corporation Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail to : aditi@vinodkothari.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st July, 2016.
- IX. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st July, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- XI. Ms. Aditi Jhunjunwala, Partner of M/s. Vinod Kothari & Company, Practising Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.



- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.birlacorporation.com and on the website of NSDL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- (19) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours 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.

Green Initiative launched by the Ministry of Corporate Affairs

Members are requested to support the "Green Initiatives" by registering their E-mail address with the Company, if not already done.

Those members who have changed their E-mail ID are requested to register their new E-mail ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Members holding shares in physical mode are also requested to register their e-mail address with our Registrar & Share Transfer Agent - M/s. MCS Share Transfer Agent Limited, 12/1/5, Monohar Pukur Road, Kolkata - 700 026, E-mail ID : mcssta@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.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Items of Special Business :

Item No. 5

The Shareholders of the Company at the Annual General Meeting held on July 10, 2013, approved appointment of Shri Pracheta Majumdar as the Wholetime Director designated as Chief Management Advisor of the Company for a period of five years effective from 20th May, 2013 through an Ordinary Resolution under the relevant provisions of the Companies Act, 1956 (then prevailing).

Shri Pracheta Majumdar has attained the age of 70 years during the currency of his tenure.

Though Shri Pracheta Majumdar was appointed under the provisions of erstwhile Companies Act, 1956, as a matter of abundant precaution, the Company seeks consent of the members by way of a Special Resolution for continuation of his existing office after attaining the age of 70 years during his term of appointment under the provisions of Section 196(3)(a) of the Companies Act, 2013 read with rules made thereunder.

Except Shri Pracheta Majumdar and his relatives none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

Your Directors, therefore, recommend the said Special Resolution at Item No. 5 for your approval.

Item No. 6

The Board of Directors at its meeting held on 20th May 2013, has appointed Shri Pracheta Majumdar as the Wholetime Director of the Company designated as the Chief Management Advisor for a period of five years on the basis of recommendation of Nomination and Remuneration Committee. Considering the significant contribution made by Shri Majumdar in various operational and strategic matters of the Company, particularly in the areas of manufacturing and marketing, the Board of Directors of the Company at its meeting held on 6th May, 2016, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of members, had approved revision in the terms of remuneration payable to Shri Pracheta Majumdar, Wholetime Director designated as Chief Management Advisor of the Company w.e.f. 1st April, 2016.

The broad particulars of revision in remuneration of Shri Pracheta Majumdar, Wholetime Director designated as Chief Management Advisor during his term of office are as under :

- (a) Consolidated remuneration of ₹ 69 lacs (Rupees sixty nine lacs) per annum including medical reimbursement against expenses incurred for self and family up to a maximum limit of ₹ 15000/- (Rupees fifteen thousand) per annum with an authority to the Board to revise the same from time to time as it may deem fit.
- (b) Performance Linked Bonus - At the discretion of the Board subject to a maximum limit of ₹ 40 lacs (Rupees forty lacs) for the year 2016-17 with an authority to the Board to revise the limit on yearly basis.
- (c) Group Mediclaim Insurance Policy for self and family in accordance with the Rules of the Company.

All other existing terms and conditions as approved by the Members in their meeting held on 10th July, 2013 remain unchanged.

A copy of the Supplemental Agreement setting out the terms of variation with Shri Pracheta Majumdar and copy of the resolutions passed by the Board of Directors on 6th May, 2016 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 prior to the date of the Meeting excluding Saturday and Sunday and will also be available for inspection during the Meeting.

Except Shri Pracheta Majumdar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

The resolutions for the variation in terms of appointment of Shri Pracheta Majumdar at Item No.6 of the Notice is commended for approval by the Members.

Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 6th May, 2016, has considered and approved the appointment of Shri Somnath Mukherjee, Cost Accountant (Membership No. 5343), as the Cost Auditor of the Company for the financial year 2016-17 for the following products at a total remuneration of ₹ 3.50 lakh (Rupees three lakh fifty thousand only) per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

1. Cement - ₹ 2.20 lakh (Rupees two lakh twenty thousand only) per annum
2. Jute Goods - ₹ 1.10 lakh (Rupees one lakh ten thousand only) per annum
3. Steel - ₹ 0.20 lakh (Rupees twenty thousand only) per annum

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2016-2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

Your Directors, therefore, recommend the said Resolutions at Item No.7 for your approval.

Registered Office :

Birla Building
9/1, R. N. Mukherjee Road
Kolkata-700 001
CIN : L01132WB1919PLC003334
Dated, the 1st June, 2016

By Order of the Board

Girish Sharma
Jt. President (Indirect Taxes)
& Company Secretary



ANNEXURE TO ITEMS 3, 5 & 6 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting
[in pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

(As on 31st March, 2016)

Name of the Director	Shri B.R. Nahar	Shri Pracheta Majumdar
Date of Birth	14.06.1951	15.08.1944
Nationality	Indian	Indian
Date of appointment on the Board	03.08.2006	28.10.2003
Qualifications	Chartered Accountant	Mechanical Engineer
Expertise	An eminent Chartered Accountant, with wide experience in diverse fields at senior positions in large corporate houses.	Wide experience in the fields of design and project management of Chemicals, Petrochemical and Fertilizer Plants and other Management functions.
Number of shares held in the Company	500*	500*
List of directorships held in other companies	Universal Cables Limited Talavadi Cements Ltd. Budge Budge Floorcoverings Ltd. Lok Cements Ltd. Birla Cement (Assam) Ltd.	Vindhya Telelinks Ltd.
Chairman/Member of the Committees of the Boards of companies in which he/she is Director	Member <i>Committee of Directors and Stakeholders Relationship Committee -</i> Birla Corporation Ltd.	Member <i>Committee of Directors and Stakeholders Relationship Committee -</i> Birla Corporation Ltd. <i>Audit Committee -</i> Vindhya Telelinks Ltd.
Relationship between Directors inter-se	Nil	Nil

NOTE : * Shares held jointly with other shareholder.

Directorships / Committee memberships exclude Alternate Directorships and Directorships in private/foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.