



Birla Corporation Limited

Corporate Office:
1, Shakespeare Sarani,
A.C. Market (2nd Floor), Kolkata 700 071
P: 033 6603 3300-02
F: +91 33 2288 4426

Ref. No. BCL/10

June 22, 2018

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001
Fax No. (022) 2272 2037/2039/2041/2061/3121/3719

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051
Fax No.(022) 2659 8237/38/8348

Dear Sir,

Sub: Notice of Annual General Meeting

Please find attached the notice of the Ninety-eighth Annual General Meeting of the Company scheduled to be held on **Friday, the 20th July, 2018** at Kalpataru Uttam Mancha, 10/1/1, Monohar Pukur Road, Kolkata - 700 026 at 10.30 a.m. The notice is also placed on our website: www.birlacorporation.com.

This is for your information and records.

Thanking you,

Yours faithfully
For **BIRLA CORPORATION LIMITED**


(GIRISH SHARMA)
Jt. President (Indirect Taxes)
& Company Secretary

Encl: As above

NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-Eighth 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 20th day of July, 2018 at 10.30 A.M. to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt :
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Auditors thereon.
2. To declare dividend on Ordinary Shares for the financial year ended 31st March, 2018.
3. To appoint a director in place of Shri Pracheta Majumdar (DIN: 00179118), Wholetime Director designated as Chief Management Advisor, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory amendment(s) or re-enactment thereof for the time being in force) Shri Dilip Ganesh Karnik (DIN: 06419513), who was appointed as an Additional Director of the Company under Section 161(1) of the Act and Article 138 of the Articles of Association of the Company and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
5. To consider and if thought fit, to pass the following Resolution as a **Special Resolution** :

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the re-appointment of Shri Pracheta Majumdar (DIN: 00179118) as the Wholetime Director designated as the Chief Management Advisor of the Company, for a period of 3 (three) years with effect from 20th May, 2018, 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 Pracheta Majumdar provided that the total remuneration payable to Shri Pracheta Majumdar shall not exceed the limit specified under the Companies Act, 2013 and Schedules appended thereto as amended from time to time.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vikram Swarup (DIN: 00163543), who was appointed as an Independent Director

and who holds office as an Independent Director up to 31st March, 2019 and being eligible for re-appointment and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years i.e. with effect from 1st April, 2019.”

“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.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Anand Bordia (DIN: 00679165), who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for re-appointment and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years i.e. with effect from 1st April, 2019.”

“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.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Brij Behari Tandon (DIN: 00740511), who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for re-appointment and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years i.e. with effect from 1st April, 2019.”

“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.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Dhruva Narayan Ghosh (DIN: 00012608), who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for re-appointment and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years i.e. with effect from 1st April, 2019.”

“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.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Deepak Nayyar (DIN: 00348529), who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and being eligible for re-appointment and in respect of

whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years i.e. with effect from 1st April, 2019.”

“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.”

11. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions if any, 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 ₹ 4,00,000 Lakh (Rupees four lakh only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses, to be paid to M/s. Shome & Banerjee, (Firm Registration No.00001), Cost Auditors of the Company, for the Financial Year 2018-19 as approved by the Board of Directors of the Company, at its Meeting held on 16th May, 2018, 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 11th June, 2018
Place : Kolkata

By Order of the Board

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

NOTES :

- (01) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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 aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member 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 member. A Proxy Form is annexed to this Notice.**
- (03) Attendance Slip, Proxy Form and the Route Map of the venue of the meeting are annexed herewith.
- (04) Members/Proxies/ Authorised Representatives should bring the Attendance Slip duly filled in for attending the Meeting.
- (05) 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.
- (06) The Register of Members and the Share Transfer Books of the Company will remain closed from 14th July, 2018 to 20th July, 2018 (both days inclusive).
- (07) 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 13th July, 2018, 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 13th July, 2018.

- (08) The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 to 11 which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details of the Directors seeking appointment/ re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is also annexed as **Annexure-'A'** to the Notice.
- (09) The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 31st July, 2017.
- (10) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent (RTA), M/s. MCS Share Transfer Agent Limited, 12/1/5, Monohar Pukur Road, Kolkata – 700 026, quoting their folio number, any change in their registered address along with a copy of any one of the address proofs i.e. Voter Identity Card, Aadhaar Card, Electric / Telephone Bill, Driving Licence, Passport or Bank Statement and for change in bank details along with cancelled Cheque and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (11) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2011, 2012, 2013, 2014, 2015, 2016 and 2017 and Interim Dividend Warrants for accounting year ended 31st March, 2011, 2012 and 2013 may immediately approach the Company for revalidation of unclaimed Dividend Warrants.
- (12) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The details of the unpaid/unclaimed amounts lying with the Company as on 31st July, 2017 (date of last Annual General Meeting) are available on the website of the Company (www.birlacorporation.com) and on Ministry of Corporate Affairs' website.
- (13) Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2017-18, the Company has transferred all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 31st October, 2017 and 1st December, 2017. Details of shares transferred to the IEPF Authority are uploaded on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (14) The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
- (15) SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
- (16) The Company and the RTA has been mandated by SEBI to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. Members who has not yet submitted are, therefore, requested to submit their self-attested PAN and original cancelled cheque leaf/attested bank passbook showing name of the Account Holder to the Company/RTA.
- (17) Pursuant to the Securities and Exchange Board of India (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.
- (18) 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.

- (19) 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 98th 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.
- (20) As per the provisions of the Companies Act, 2013 the facility for making/varying/ canceling 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 Registrar and Share Transfer Agent/Company.
- (21) As required by the 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 Agent while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (22) **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.**
- (23) Shareholders/Proxy holders are requested to carry valid ID proof such as PAN, Voter Card, Passport, Driving Licence, Aadhaar Card etc. along with the printed attendance slip.
- (24) **Voting through electronic means**
- I. In compliance with the provisions of Section 108 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 Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be considered at the Meeting by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible 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 Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Tuesday, 17th July, 2018 (9:00 a.m.) and ends on Thursday, 19th July, 2018 (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 Friday, 13th July, 2018, 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. Members desiring to vote through remote e-voting may refer to the following steps :
 - Step 1 :** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 - Step 2 :** Cast your vote electronically on NSDL e-Voting system.
 - A. Details on Step 1 are mentioned below:**
 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.
 2. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under '**Shareholders**' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <i>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i>
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <i>For example if your Beneficiary ID is 12***** then your user ID is 12*****.</i>
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company <i>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.</i>

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'.
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is provided at the bottom of the Attendance Slip for the Meeting.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password :

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on **"Login"** button.

9. After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is given below :

1. After successful login at Step 1, you will be able to see the Home page of **e-Voting**. Click on *e-Voting*. Then, click on **Active Voting Cycles**.

2. After click on Active Voting Cycles, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle is in active status.
 3. Select **"EVEN"** of **"Birla Corporation Limited"**.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
 6. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evotingam@gmail.com with a copy marked to evoting@nsdl.co.in.
- VII. 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 available on www.evoting.nsdl.com to reset the password.
- VIII. 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.nsdl.com or call on toll free no.: 1800-222-990.
- IX. 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).
- X. 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 13th July, 2018. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- XI. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 13th July, 2018 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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XII. 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 Meeting through Polling Paper.
- XIII. Shri Anil Murarka (Membership No. F3150, C.P No. 1857), LL.B., Company Secretary in Wholetime Practice has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the Meeting, 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 Meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the 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 Meeting, 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.

XVI. 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 Meeting of the Company and communicated to the Stock Exchanges.

(25) Statutory Registers and documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate 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 of the Ministry of Corporate Affairs

Members are requested to support the "Green Initiatives" by registering their E-mail ID 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 ID 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 ID 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**.

Statement Pursuant to Section 102 of the Companies Act, 2013

Item of Special Business :

Item No.4

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri Dilip Ganesh Karnik (DIN: 06419513), as an Additional Director (Category – Non- Independent Non-Executive) of the Company with effect from 11th November, 2017, in terms of Section 161 of the Companies Act, 2013 and he holds office upto the date of the 98th Annual General Meeting of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Dilip Ganesh Karnik for the office of Director of the Company.

The Company has also received the consent in writing from Shri Dilip Ganesh Karnik to act as a Director of the Company and a declaration under Section 164 of the Companies Act, 2013 to the effect that he is not disqualified from being appointed as a Director.

A brief profile of Shri Dilip Ganesh Karnik, including nature of his expertise and shareholding in the Company, etc. is annexed as Annexure- 'A' to the Notice.

Shri Dilip Ganesh Karnik and his relatives may be deemed to be interested in the resolution as set out at Item No. 4 of the Notice.

Save and except above, 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 No. 4 of the Notice.

The Board of Directors, therefore, recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Shri Pracheta Majumdar was appointed as the Wholetime Director designated as Chief Management Advisor of the Company for a period of 5 (five) years by the Board of Directors in its meeting held on 20th May, 2013 which was subsequently approved by the Members of the Company.

In view of the rich, wide and varied experience Shri Majumdar holds in diverse fields and his valuable contributions in the operations and management of the Company and to avail his Professional and Advisory Services in various strategic and operational matters of the Company, the Board of Directors at its Meeting held on 16th May, 2018 based on the recommendation of the Nomination and Remuneration Committee had re-appointed Shri Pracheta Majumdar as Wholetime Director designated as Chief Management Advisor (hereinafter called 'the Wholetime Director'), for a further period of 3 years w.e.f. 20th May, 2018 subject to the approval of the shareholders of the Company at the Annual General Meeting and other required approvals, if any, on the terms and conditions including remuneration (duly approved by the Nomination and Remuneration Committee) as incorporated in the draft agreement to be entered into between the Company and Shri Majumdar.

A brief profile of Shri Pracheta Majumdar, including nature of his expertise and shareholding in the Company, etc. is annexed as Annexure- 'A' to the Notice.

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

1. **Period of Appointment** : 20th May, 2018 to 19th May, 2021
2. **Remuneration** :
 - 2.1 Consolidated remuneration of ₹105 Lakh (Rupees one hundred five lakh only) per annum, with an authority to the Board to review the same from time to time as it may deem fit. The increase in remuneration will take effect from 1st day of April every year.
 - 2.2 **Performance Linked Bonus** : Such amount as may be determined by the Board, for each financial year.
 - 2.3 **Car** : Free use of Company's Car for Company's work as well as for personal purposes along with driver.
 - 2.4 **Telephone** : Telephone at Company's cost.
 - 2.5 **Other Terms and Conditions** :
 - i) The Wholetime 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 re-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 be subject to retirement by rotation during his tenure, as Wholetime Director.
- iv) Group Mediclaim Insurance Policy for self and family in accordance with the Rules of the Company.
- v) No other allowances, benefits, perquisites, including P.F., Superannuation, Leave entitlement, Gratuity etc. would be applicable.

2.6 **Minimum Remuneration** : Notwithstanding the above, where in any financial year during the currency of tenure of the Wholetime 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 V and other applicable provisions of the Companies Act, 2013, or any amendment thereof as minimum remuneration.

3. The Wholetime Director will also be entitled :

- i) to reimbursement of entertainment expenses actually incurred in the course of legitimate business of the Company;
- ii) to reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for 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 Wholetime 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 re-appointment and remuneration payable to him and copy of the resolutions passed by the Board of Directors on 16th May, 2018 would be available for inspection by any member of the Company at the Registered Office and Corporate 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.

Shri Pracheta Majumdar has attained the age of 73 years and accordingly, approval of the members is sought for passing a Special Resolution pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Pracheta Majumdar under Section 190 of the Companies Act, 2013.

Shri Pracheta Majumdar and his relatives may be deemed to be interested in the resolution as set out at Item No.5 of the Notice.

Save and except above, 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 No. 5 of the Notice.

The Board of Directors, therefore, recommends the Special Resolution as set out at Item No.5 of the Notice for approval by the Members.

Item Nos. 6 to 10

Shri Vikram Swarup (DIN: 00163543) , Shri Anand Bordia (DIN: 00679165), Shri Brij Behari Tandon (DIN: 00740511), Shri Dhruva Narayan Ghosh (DIN: 00012608) and Dr. Deepak Nayyar (DIN: 00348529) were appointed as the Independent Directors of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, to hold office for a term of five (5) consecutive years w.e.f. 1st April, 2014 till 31st March, 2019.

The Board of Directors in its meeting held on 16th May, 2018, noted that the above Directors are highly renowned professionals drawn from diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board's decision making process. The Company and the Board has immensely benefitted from their vast experience, knowledge and strategic insights on various matters relating to the Company's business. Considering the enormous contribution of the Directors to the functioning and performance of the Company the Board felt that it will be in the interest of the Company to re-appoint them as Independent Directors.

The Board of Directors of the Company on the basis of the report of performance evaluation and the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh and Dr. Deepak Nayyar as Independent Directors of the Company not liable to retire by rotation, for a second term of 5 (five) consecutive years i.e. w.e.f. 1st April, 2019.

Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh and Dr. Deepak Nayyar have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company,

Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh and Dr. Deepak Nayyar are not disqualified to be re-appointed as Directors under Section 164 of the Companies Act, 2013.

The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature of each of Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh and Dr. Deepak Nayyar, for the office of director of the Company.

In the opinion of the Board, Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh and Dr. Deepak Nayyar fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Directors.

A brief profile of the aforesaid Independent Director proposed to be re-appointed including nature of their expertise and shareholdings in the Company, etc. are annexed as Annexure- 'A' to the Notice.

Copy of the draft letters of re-appointment to be issued to Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh and Dr. Deepak Nayyar upon their re-appointment as Independent Directors of the Company setting out the terms and conditions of re-appointment would be available for inspection by any Member at the Registered Office and Corporate 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.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. The above provisions shall be effective from 1st April, 2019.

The aforesaid Independent Directors have attained/ or shall attain the age of seventy five years during their term of re-appointment. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment/ continuation of office of Independent Directors above the age of seventy five years pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri Vikram Swarup, Shri Anand Bordia, Shri Brij Behari Tandon, Shri Dhruva Narayan Ghosh and Dr. Deepak Nayyar and their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 6, 7, 8, 9, and 10 of the Notice.

The Board of Directors, therefore, recommends the Resolutions as set out at Item Nos. 6, 7, 8, 9, and 10 to be passed as Special Resolutions by the Members.

Item No. 11

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 16th May, 2018, has considered and approved the appointment M/s. Shome & Banerjee, (Firm Registration No.00001) as the Cost Auditors of the Company for the Financial Year 2018-19 for the following products at a total remuneration of ₹ 4,00,000/- (Rupees four lakh only) per annum plus tax as applicable and reimbursement of travelling and incidental expenses :

1. Cement – ₹ 2,50,000/- (Rupees two lakh fifty thousand only) per annum
2. Jute Goods - ₹ 1,25,000/- (Rupees one lakh twenty five thousand only) per annum
3. Steel - ₹ 25,000/- (Rupees twenty five 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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2018-19.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 11 of the Notice.

Your Directors, therefore, recommend the Ordinary Resolution as set out at Item No.11 of the Notice for your approval.

Registered Office :
Birla Building,
9/1, R.N. Mukherjee Road,
Kolkata-700 001
CIN: L01132WB1919PLC003334

Dated, the 11th June, 2018
Place : Kolkata

By Order of the Board

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

ANNEXURE TO ITEM NOS. 3 TO 10 OF THE NOTICE

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

(As on 31st March, 2018)

	01	02	03
Name of the Director	Shri Dilip Ganesh Karnik	Shri Pracheta Majumdar	Shri Vikram Swarup
Date of Birth and Age	10.05.1950 (68 years)	15.08.1944 (73 years)	16.09.1948 (69 years)
Nationality	Indian	Indian	Indian
Date of first appointment on the Board of Directors of the Company	11.11.2017	28.10.2003	28.04.2004
Qualifications	Completed Bachelor of Science from University of Pune in the year 1969 and is also a Gold medalist in Law from University of Pune.	Mechanical Engineer	Mechanical Engineer
Experience (including nature of expertise in specific functional areas)/ Brief Resume	He was a practicing advocate and Judge of Hon'ble Bombay High Court. He has a vast experience as an Arbitrator and Legal Consultant (Advisor in Commercial, Corporate, Property and Family Laws and Arbitrator in Commercial, Property and Family Disputes).	Wide experience in the fields of design and project management of Chemicals, Petrochemical and Fertilizer Plants and other Management functions.	Wide experience in Marketing, Engineering and other General Management functions.
Number of shares held in the Company	500	500*	500*
List of directorships held in other companies	<ol style="list-style-type: none"> 1. Universal Cables Limited 2. Vindhya Telelinks Limited 3. ICICI Prudential Life Insurance Company Limited 4. ICICI Securities Primary Dealership Limited 5. ICICI Prudential Asset Management Company Limited 	<ol style="list-style-type: none"> 1. Vindhya Telelinks Limited 2. Reliance Cement Company Private Limited 3. East India Investment Co. Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Paharpur Cooling Towers Ltd. (Managing Director) 2. Vikram Solar Limited 3. Okhla Chemicals Ltd. 4. Reliance Cement Company Private Limited 5. Melvin Powell Vanaspati & Engineering Industries Ltd. 6. Paharpur Pragnya Tech Park Pvt. Ltd. 7. Paharpur Realty Pvt. Ltd. 8. Paharpur Industries Ltd. 9. Doypack Systems Private Limited 10. Selecto Pac Private Limited 11. Garima Private Limited 12. Thyssenkrupp Industries India Private Limited
Chairman/Member of the Committees of the Boards of the companies in which he is Director	<p>Chairman</p> <p><i>Nomination and Remuneration Committee and Corporate Social Responsibility Committee – ICICI Securities Primary Dealership Limited</i></p> <p>Member</p> <p><i>Audit Committee – ICICI Securities Primary Dealership Limited</i></p> <p><i>ICICI Prudential Asset Management Company Limited</i></p> <p><i>Risk Management Committee – ICICI Prudential Asset Management Company Limited</i></p> <p><i>Risk Management & I.T. Strategy Committee – ICICI Securities Primary Dealership Limited</i></p> <p><i>Corporate Social Responsibility Committee – ICICI Prudential Life Insurance Company Limited</i></p> <p><i>Customer Service & Policy Holders Protection Committee – ICICI Prudential Life Insurance Company Limited</i></p>	<p>Member</p> <p><i>Audit Committee – Vindhya Telelinks Limited</i></p> <p><i>Reliance Cement Company Private Limited</i></p> <p><i>Stakeholders Relationship Committee – Birla Corporation Limited</i></p> <p><i>Committee of Directors – Birla Corporation Limited</i></p>	<p>Chairman</p> <p><i>Audit Committee – Birla Corporation Limited</i></p> <p><i>Reliance Cement Company Pvt. Ltd.</i></p> <p><i>Management Committee – Paharpur Cooling Towers Limited</i></p> <p><i>Nomination and Remuneration Committee – Birla Corporation Limited</i></p> <p><i>Vikram Solar Limited</i></p> <p><i>Reliance Cement Company Pvt. Ltd.</i></p> <p>Member</p> <p><i>Audit Committee – Vikram Solar Limited</i></p> <p><i>Stakeholders Relationship Committee – Birla Corporation Limited</i></p> <p><i>Corporate Social Responsibility Committee – Birla Corporation Limited</i></p> <p><i>Vikram Solar Limited</i></p> <p><i>Reliance Cement Company Pvt. Ltd.</i></p> <p><i>Paharpur Cooling Towers Limited</i></p> <p><i>Committee of Directors – Birla Corporation Limited</i></p> <p><i>Reliance Cement Company Pvt. Ltd.</i></p> <p><i>Investment Committee – Paharpur Cooling Towers Limited</i></p>

ANNEXURE TO ITEM NOS. 3 TO 10 OF THE NOTICE (Contd.)

	01	02	03
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None
Number of meetings of the Board attended during the year 2017-18 [Out of 4 (Four) held]	Nil	3	4
Number of ESOPs granted	Nil	Nil	Nil
Terms and conditions of Appointment/Re-appointment	Liable to retire by rotation	As per the resolution at item no. 5 of the Notice convening this Meeting read with the Statement annexed thereto.	Not Liable to retire by rotation
Details of Remuneration sought to be paid	Entitled to Sitting Fees for attending meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time.	As per the resolution at item no. 5 of the Notice convening this Meeting read with the Statement annexed thereto.	Entitled to Sitting Fees for attending meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time.
Remuneration last drawn (including sitting fees, if any)	The details of the Remuneration paid to the Directors during the financial year 2017- 18 are provided in the Report on Corporate Governance.		

NOTE: * Shares held jointly with other shareholder.

	04	05	06	07
Name of the Director	Shri Anand Bordia	Shri Brij Behari Tandon	Shri Dhruva Narayan Ghosh	Dr. Deepak Nayyar
Date of Birth and Age	10.09.1944 (73 years)	30.06.1941 (76 years)	06.08.1928 (89 years)	26.09.1946 (71 years)
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board of Directors of the Company	31.07.2006	30.05.2007	31.10.2007	22.04.2010
Qualifications	M.A.	I.A.S.	M.A. - Economics	Phd.- Economics M.A. - Economics
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Wide experience in diverse fields and has served various government departments in senior levels. He served as First Secretary, Trade, High Commission of India, London. He also worked in the Secretariat of the World Customs Organisation, Brussels, Belgium for 7 years.	Has held various senior positions with Central Government and retired as Chief Election Commissioner	Former Chairman of State Bank of India and various other reputed companies. Served various Central and State Government Departments in various capacities such as Financial Advisor, Additional Secretary and Secretary.	An eminent economist and a Professor of Economics at Jawaharlal Nehru University, New Delhi. He has also taught at the Universities of Oxford & Sussex, and the IIM Calcutta and the New School of Social Research, New York. A Rhodes Scholar, he was Vice-Chancellor of Delhi University, Member of the National Knowledge Commission and Chief Economic Advisor to the Government of India and Finance Secretary.
Number of shares held in the Company	500*	500*	500*	500*
List of directorships held in other companies	1. Roto Pumps Ltd. 2. G R Infraprojects Limited	1. Filatex India Ltd 2. Oriental Carbon & Chemicals Ltd. 3. Duncan Engineering Limited 4. Jaiprakash Power Ventures Ltd. 5. Jaypee Infratech Ltd. 6. Jinbhuvish Power Generations Private Limited 7. Ambience Private Limited 8. Bhushan Steel Ltd. 9. Exicom Tele-Systems Ltd. 10. Extramarks Education Foundation	1. Peerless Hospitex Hospital & Research Centre Ltd. 2. Housing Development Finance Corporation Ltd.	1. The Press Trust of India Limited

ANNEXURE TO ITEM NOS. 3 TO 10 OF THE NOTICE (Contd.)

	04	05	06	07
Chairman/Member of the Committees of the Boards of the companies in which he is Director	<p>Chairman <i>Audit Committee –</i> G R Infraprojects Limited</p> <p>Member <i>Audit Committee –</i> Birla Corporation Limited Roto Pumps Ltd.</p> <p><i>Nomination and Remuneration Committee–</i> Birla Corporation Limited G R Infraprojects Limited Roto Pumps Ltd.</p>	<p>Chairman <i>Audit Committee –</i> Jaiprakash Power Ventures Ltd. Bhushan Steel Ltd.</p> <p><i>Nomination and Remuneration Committee –</i> Jaypee Infratech Limited</p> <p><i>Committee of Directors (for restructuring)–</i> Jaiprakash Power Ventures Ltd.</p> <p><i>Committee of Directors (for fund raising)–</i> Jaiprakash Power Ventures Ltd.</p> <p><i>Fund Raising Committee–</i> Jaypee Infratech Limited</p> <p><i>Corporate Social Responsibility Committee–</i> Jaiprakash Power Ventures Ltd. Jaypee Infratech Limited Exicom Tele-Systems Limited</p> <p><i>Stakeholders Relationship Committee–</i> Jaiprakash Power Ventures Ltd.</p> <p>Member <i>Audit Committee –</i> Birla Corporation Limited Oriental Carbon & Chemicals Ltd. Duncan Engineering Limited Exicom Tele-Systems Limited Filatex India Ltd.</p> <p><i>Corporate Social Responsibility Committee –</i> Birla Corporation Limited Bhushan Steel Ltd. Ambience Private Limited Filatex India Ltd.</p> <p><i>Finance Committee –</i> Jaypee Infratech Ltd.</p> <p><i>Shareholders' Investors Grievances Committee –</i> Ambience Private Limited</p> <p><i>Nomination and Remuneration Committee–</i> Birla Corporation Limited Bhushan Steel Ltd. Oriental Carbon & Chemicals Ltd. Duncan Engineering Limited Exicom Tele-Systems Ltd. Filatex India Ltd.</p>	<p>Member <i>Audit Committee –</i> Housing Development Finance Corporation Ltd.</p> <p><i>Corporate Social Responsibility Committee–</i> Birla Corporation Limited Housing Development Finance Corporation Ltd.</p>	<p>Member <i>Audit Committee -</i> Birla Corporation Limited The Press Trust of India Ltd.</p> <p><i>Nomination and Remuneration Committee –</i> Birla Corporation Limited</p> <p><i>Corporate Social Responsibility Committee -</i> The Press Trust of India Ltd.</p>


ANNEXURE TO ITEM NOS. 3 TO 10 OF THE NOTICE (Contd.)

	04	05	06	07
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None	None
Number of meetings of the Board attended during the year 2017-18 [Out of 4 (Four) held]	2	4	4	3
Number of ESOPs granted	Nil	Nil	Nil	Nil
Terms and conditions of Appointment/Re-appointment	Not Liable to retire by rotation	Not Liable to retire by rotation	Not Liable to retire by rotation	Not Liable to retire by rotation
Details of Remuneration sought to be paid	The Directors are entitled to Sitting Fees for attending meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time.			
Remuneration last drawn (including sitting fees, if any)	The details of the Remuneration paid to the Directors during the financial year 2017- 18 are provided in the Report on Corporate Governance.			

NOTE: * Shares held jointly with other shareholder.

ROAD MAP TO THE AGM VENUE




Kalpataru Uttam Mancha
 10/1/1, Monohar Pukur Road
 Kolkata - 700 026