



NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-fourth 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 Thursday, the 21st day of August, 2014 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, 2014, 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, 2014.
2. To declare dividend on Ordinary Shares.
3. To appoint a director in place of Shri Harsh V. Lodha (DIN 00394094), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution 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."

SPECIAL BUSINESS :

5. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendment(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."
6. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendment(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."
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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendment(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."

8. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendment(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."

9. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory amendment(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 term upto 31st March, 2019 and whose office shall not, henceforth, be liable to determination by retirement of directors by rotation."

10. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED that in accordance with the provisions of Sections 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."

11. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED that in partial modification of the Resolution passed at the 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."

12. To consider and if thought fit, to pass with or without modification(s), the following resolution 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."

13. To consider and if thought fit, to pass with or without modification(s), the following resolution 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 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."

14. 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 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."

15. To consider and if thought fit, to pass with or without modification(s), the following resolution 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."

Registered Office :

Birla Building

9/1, R. N. Mukherjee Road

Kolkata-700 001

CIN: L01132WB1919PLC003334

Dated, the 7th July, 2014

By Order of the Board

Girish Sharma

Sr. Vice-President (Indirect Taxes)

& Company Secretary

Notes :

- (01) **A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.**
- (02) **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) The Register of Members and the Share Transfer Books of the Company will remain closed from 12th August, 2014 to 21st August, 2014 (both days inclusive).
- (05) 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 11th August, 2014, 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 11th August, 2014.
- (06) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 5, 6, 7, 8, 9, 10, 11, 12, 13, 14 and 15, which sets out details relating to Special Business at the meeting, is annexed hereto.
- (07) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (08) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2007, 2008, 2009, 2010, 2011, 2012, 2013 and Interim Dividend Warrants for accounting years ended 31st March, 2010, 2011, 2012 and 2013 may immediately approach the Company for revalidation of unclaimed Dividend Warrants.

Shareholders are hereby informed that pursuant to Section 205A(5) of the Companies Act, 1956, the Company is required to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ('the Fund') established by the Central Government. In accordance with Section 205B of the Act, no claim shall lie against the Company or the Fund in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of any such claims. **Accordingly, the money lying in the Unpaid Dividend Account for the year ended 31st March, 2007, will be transferred to the Fund in September, 2014.**

- (09) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.



- (10) As per the provisions of the 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**.
- (11) As required by Securities and Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar & Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (12) Disclosure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is given in the Annexure.

(13) **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 94th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for 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; "Birla Corporation Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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 e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (Electronic Voting Event Number) of Birla Corporation Limited.
 - (viii) Now you are ready for 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) Corporates/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 authorised signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to scrutinizermkb@gmail.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 as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Electronic Voting Even Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for casting your vote.
 - V. The e-voting period commences on 14th August, 2014 (9.00 a.m.) and ends on 16th August, 2014 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 18th July, 2014 the (cut-off date).
 - VII. Shri Manoj Kumar Banthia, Company Secretary in Whole-time Practice, (Membership No.11470, CP No. 7596) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the vote cast in favour or against, if any, forthwith to the Chairman of the Company.
 - IX. The Results shall be declared on or after the AGM of the Company. 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 two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
14. 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.

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

The green initiative circulars issued by Ministry of Corporate Affairs (MCA) as well as Clause 32 of the Listing Agreement executed with the stock exchanges permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the purpose.

The Companies Act, 2013 has also recognised serving of documents to any Member through electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for your respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, for those Members whose Depository Participant accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2014 would be despatched.

The Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report, etc. will also be displayed on the website www.birlacorporation.com of the Company and the other requirements as applicable will be duly complied with. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to register their e-mail address with our Registrar & Share Transfer Agent - M/s. MCS Limited, 77/2A, Hazra Road, Kolkata - 700 029, E-mail ID: mcskol@rediffmail.com. Such registration of e-mail address may also be made with the Company at its Registered Office as per the address mentioned above or at the E-mail ID: greeninitiative@birlacorp.com. Any changes in the E-mail address may also be communicated from time to time.



EXPLANATORY STATEMENT

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

Items of Special Business :

Item Nos. 5 to 9

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with Stock Exchanges appointed Shri Vikram Swarup, Shri Anand Bordia, Shri B.B Tandon, Shri D.N. Ghosh and Dr. Deepak Nayyar as Independent Directors at various times, in compliance with the requirements of such Clause.

Section 149(4) of the Companies Act, 2013 states that every listed public company shall have at least one-third of the total number of directors as Independent Directors.

Further, Section 149(10) of the Companies Act, 2013, inter alia, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. It is further clarified in the explanation to sub-sections (10) and (11) of Section 149 of the Act that, any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under those sub-sections (10) and (11). Further, in terms of sub-section (13) of section 149, the Independent Directors shall not be liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 8th May, 2014 has approved the appointment of these Directors as Independent Directors for a term upto 31st March, 2019.

Your Board is of the opinion that all of the above mentioned five Directors fulfill the conditions specified in the Act for appointment as Independent Directors of the Company and are independent of the management.

The Company has received notice in writing from members along with a deposit of requisite amount under section 160 of the Act proposing the candidature of each of Shri Vikram Swarup, Shri Anand Bordia, Shri B.B. Tandon, Shri D.N. Ghosh and Dr. Deepak Nayyar, for the office of director of the Company. The directors are eminent personalities in their respective fields. The Board is of opinion that it would be in interest of the company to appoint Shri Vikram Swarup, Shri Anand Bordia, Shri B.B. Tandon, Shri D.N. Ghosh and Dr. Deepak Nayyar as Independent Directors and Resolutions No. 5, 6, 7, 8 and 9 have been proposed to this end. The Board recommends the resolutions to the members for acceptance. Shri Vikram Swarup, Shri Anand Bordia, Shri B.B. Tandon, Shri D.N. Ghosh and Dr. Deepak Nayyar were holding office as retiring directors and, after their appointment as Independent Directors, they shall not be liable any further to retirement by rotation and shall hold office for the aforesaid fixed term upto 31st March 2019.

Copy of draft letters of appointment to be issued to each Independent Director upon their appointment containing the terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any member of the Company at the Registered Office between 10 A.M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

Details in respect of five Directors, who are proposed to be appointed as Independent Directors, are furnished in the Annexure of this Notice.

Except Shri Vikram Swarup, Shri Anand Bordia, Shri B.B. Tandon, Shri D.N. Ghosh and Dr. Deepak Nayyar, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item Nos.5, 6, 7, 8 and 9.

Accordingly, your Board seeks your approval to the resolutions set out under Item Nos. 5 to 9 of the accompanying notice.

Item No.10

Shri B.R. Nahar was re-appointed as Executive Director & Chief Executive Officer of the Company with effect from 3rd August, 2009. Shri Nahar was elevated as the Managing Director of the Company with effect from 28th July, 2012. The present term of Shri Nahar expires on 2nd August, 2014.

Considering the contribution made by Shri Nahar in the overall performance of the Company and its growth during his tenure, the Board at its meeting held on 8th May, 2014, on recommendation of the Nomination and Remuneration Committee has resolved to re-appoint Shri B.R. Nahar as Managing Director for a further period of 5 years effective from 3rd August, 2014, subject to approval of the members at the ensuing Annual General Meeting and other required approvals, if any, on the terms and conditions including remuneration as incorporated in the draft agreement to be entered into between the Company and Shri Nahar.

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

1. **Period of Appointment :**

3rd August, 2014 to 2nd August, 2019.

2. **Remuneration:**

2.1 **Salary :**

₹ 750000/- (Rupees seven lakhs fifty thousand only) per month with an authority to the Board to review the same from time to time as it may deem fit. The revision in salary 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 **Adhoc Allowance :**

₹ 333333/- (Rupees three lakhs thirty three thousand three hundred thirty three only) per month or such other amount as per Company's Policy in force from time to time or as may be decided by the Board.

2.4 **Perquisites :**

In addition, the Managing Director will be entitled to the following perquisites, benefits and allowances as mentioned hereinafter:

2.4.1 **Residential accommodation :**

- (a) Free furnished residential accommodation

or

In case the Company hires accommodation, then expenditure incurred by the Company on hiring the same will be subject to the limit of 60% of the salary.

or

In case no accommodation is provided, the Managing Director shall be entitled to house rent allowance @ 60% of the salary.

- b) In addition, the actual expenditure incurred on gas, electricity and water will be borne by the Company. However, the same will be valued as per Income Tax Rules, 1962.

2.4.2 **Medical Reimbursement :**

Expenses incurred for self and family (including medi-claim insurance premium) in accordance with the Rules of the Company.

2.4.3 **Leave Travel Concession :**

For self and family, once in a year, in accordance with the Rules of the Company.

2.4.4 **Furnishing Allowance :**

In accordance with the Rules of the Company.

2.4.5 **Other Allowances :**

Any other allowances, benefits and perquisites as per the Rules of the Company as are applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowances, benefits and perquisites as the Board may from time to time decide.

2.4.6 **Club Fees :**

Fees of Clubs subject to a maximum of two Clubs. This will not include admission and life membership fees.

2.4.7 **Personal Accident Insurance :**

Personal Accident Insurance Policy of an amount the annual premium of which does not exceed ₹ 12,000/- (Rupees twelve thousand only).

2.4.8 **Car and Telephone :**

Free use of Company's Car for Company's work as well as for personal purposes along with driver and telephone at residence at Company's cost.

2.4.9 In addition to the above, he will also be entitled to the following:

- a) **Provident Fund :**

Company's contribution towards Provident Fund as per the Rules of the Company.

- b) **Pension/Superannuation Fund :**

Company's contribution towards Pension/ Superannuation Fund will be @ 15% of salary.

- c) **Gratuity :**

As per the Rules of the Company, but not exceeding half a month's salary for each completed year of service.

- d) **Leave :**

Leave with full pay and allowances (including encashment of unavailed earned leave thereof) as per the Rules of the Company.

For the purpose of Provident Fund, Pension/ Superannuation Fund, Gratuity and Leave Benefit, the service of the Managing Director will be considered as continuous service from the date of his joining the Company without considering any break in service.

2.5 **Minimum Remuneration :**

Notwithstanding the above, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary and perquisites 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 subject to the conditions stipulated therein in addition to the amounts mentioned in para 2.4.9 (a), (b) & (c) and encashment of leave at the end of the tenure which shall not be included in the computation of the ceiling of remuneration.

3. The Managing Director shall be subject to retirement by rotation during his tenure.
4. The Managing Director will also be entitled to reimbursement of entertainment expenses actually incurred in the course of legitimate business of the Company.
5. The headquarters of the Managing Director will be based at Kolkata for attending his duties.
6. The Managing Director shall generally look after the management of the affairs of the Company subject to the overall superintendence, control and directions of the Board of the Company. The Board may from time to time entrust to the Managing Director such of the powers exercisable by the Board as they think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think proper.

A copy of the agreement to be entered into by the Company with Shri B.R. Nahar containing the terms and conditions of re-appointment and remuneration payable to him is available for inspection by any member of the Company at the Registered Office between 10 A.M. to 12 Noon on any working day prior to the date of the Meeting excluding Saturday and Sunday and will also be available for inspection during the Meeting.

Except Shri B.R. Nahar, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

The resolutions for re-appointment of Shri B.R. Nahar as Managing Director at Item No. 10 of the Notice is commended for approval by the Members.

Item No.11

At the Annual General Meeting of the Company held on 10th July, 2013, the Members had approved the appointment and terms of remuneration of Shri Pracheta Majumdar as Wholetime Director designated as Chief Management Advisor as a non retiring director of the Company for a period of five years from 20th May, 2013.

The Board of Directors of the Company at its Meeting held on 8th May, 2014, based on recommendation of the Nomination and Remuneration Committee, with a view to comply with the requirements of Section 152(6) of the Companies Act, 2013, had approved change in his terms of appointment thereby making Shri Majumdar, liable to retire by rotation w.e.f. 1st April, 2014.

The existing clause 2.4 (iii) relating to retirement by rotation shall be substituted as follows :

“Shri Pracheta Majumdar shall be subject to retirement by rotation during his tenure, as Whole-time Director.”

The above variation is subject to the approval of the members at the General Meeting.

All other existing terms and conditions as approved by the Members, 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 8th May, 2014 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, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

The resolutions for the variation in terms of appointment of Shri Pracheta Majumdar at Item No. 11 of the Notice is commended for approval by the Members.

Item Nos.12 & 13

Section 180 of the Companies Act, 2013 (The 'Act') (Corresponding to Section 293 of the Companies Act, 1956) has been notified by the Ministry of Corporate Affairs (MCA) w.e.f. 12th September, 2013. In terms of Section 180(1)(c) of the Companies Act, 2013 which corresponds to Section 293(1)(d) of the Companies Act, 1956, borrowing by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature), in excess of the paid-up capital of the Company and its free reserves, requires the approval of the members by way of Special Resolution. In terms of Section 180(1)(a) of the Companies Act, 2013 which corresponds to Section 293(1)(a) of the Companies Act, 1956 the Board of Directors shall not create mortgage or charge on its movable or immovable properties, except with the consent of the members accorded by way of a Special Resolution.

The shareholders of the Company at its Annual General Meeting held on 19th September, 2006 authorised the Board of Directors of the Company to borrow moneys upto ₹ 1000 crores over and above the aggregate of the Company's paid-up capital and free reserves as per the last audited annual accounts.

The members of the Company by way of Postal Ballot held on 17th June, 2010 had approved by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 creation of such securities in such manner upon such assets of the Company, both present and future, for securing the loans availed from time to time from the Banks/Financial Institutions and other appropriate authorities.

The Ministry of Corporate Affairs has vide its Circular No.4/2014 dated 25th March, 2014 clarified that the Resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the Company will be valid for a period of one year from the date of notification of Section 180 of the Act and such period expires on 11th September, 2014. Pursuant to the above clarification, it is proposed to seek approval of the Members under Section 180 of the Companies Act, 2013.

The Balance Sheet size of the Company has increased significantly since the last revision of the borrowing limit on September, 2006. Considering the substantial growth in the business and operations of the Company and in view of the Greenfield/expansion projects that the Company may undertake and to meet the present and future requirement of funds, your approval is being sought to increase the borrowing limits to ₹ 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 preceding the date of borrowing.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolutions set out at Item Nos.12 and 13.

Your Directors, therefore, recommend the said Resolutions at Item Nos.12 and 13 for your approval.

Item No.14

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 8th May, 2014, 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 2014-15 for the following products at a total remuneration of ₹ 3 lakh (Rupees three lakh only) per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

1. Cement - ₹ 2 lakh (Rupees two lakh only) per annum.
2. Jute Goods- ₹ 1 lakh (Rupees one lakh 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. 14 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2014-2015.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.14.

Your Directors, therefore, recommend the said Resolutions at Item No.14 for your approval.

Item No.15

M/s. MCS Limited, Kolkata, the existing Registrar & Share Transfer Agent has informed the Company about the discontinuance of services. In view of the above development, it is proposed to appoint M/s. Karvy Computershare Private Limited, having Registered Office at 17 -24 Vithal Rao Nagar, Madhapur, Hyderabad 500 081 and local office at 49 Jatin Das Road, 1st Floor, Kolkata 700 029, as Registrar & Share Transfer Agent of the Company 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.

Section 94(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other Rules framed thereunder allow the Company to keep the Register of Members together with Index of Members and copies of Annual Returns filed by the Company, at a place other than the Registered Office of the Company, if approved by the Members by way of Special Resolution. Presently more than one - tenth of the total number of Members of the Company is residing in the city of Kolkata in the State of West Bengal.

It is, therefore, proposed to keep the above-mentioned records of the Company at the premises of M/s. Karvy Computershare Private Limited, 49 Jatin Das Road, 1st Floor, Kolkata 700 029 for the convenience of the shareholders.

Accordingly, the Board seeks approval of the Members to keep the Register of Members, copies of Annual Returns and all relevant documents/ registers pertaining thereto, maintained by the Company either physically or electronically, at the office of the Registrar & Transfer Agents of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.15.

Your Directors, therefore, recommend the said Resolutions at Item No.15 for your approval.

Registered Office :
Birla Building
9/1, R. N. Mukherjee Road
Kolkata-700 001
CIN: L01132WB1919PLC003334
Dated, the 7th July, 2014

By Order of the Board

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



ANNEXURE TO ITEMS 3, 5, 6, 7, 8, 9, 10 & 11 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

(As on 31st March, 2014)

Name of the Director	Shri Harsh V. Lodha	Shri Vikram Swarup	Shri Anand Bordia	Shri B. B. Tandon
Date of Birth	13.02.1967	16.09.1948	10.09.1944	30.06.1941
Nationality	Indian	Indian	Indian	Indian
Date of appointment on the Board	23.04.1996	28.04.2004	31.07.2006	30.05.2007
Qualifications	Chartered Accountant	Mechanical Engineer	M.A.	I.A.S.
Expertise	Wide experience in Corporate Management including Finance and General Management functions.	Wide experience in Marketing, Engineering and other General Management functions.	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.
Number of shares held in the Company	1260*	500*	500*	500*
List of directorships held in other companies	Alfred Herbert (India) Ltd. Birla Ericsson Optical Ltd. Birla Furukawa Fibre Optics Ltd. Hindustan Gum & Chemicals Ltd. J.K. Fenner (India) Ltd. Punjab Produce Holdings Ltd. Universal Cables Ltd. Vindhya Telelinks Ltd.	Industrial & Prudential Investment Company Ltd. Melvin Powell Vanaspati & Engineering Industries Ltd. Okhla Chemicals Ltd. Paharpur Cooling Towers Ltd. (Managing Director) Paharpur Industries Ltd. Paharpur Pragnya Realty Pvt. Ltd. (Subsidiary of Paharpur Cooling Towers Ltd.) Paharpur Pragnya Tech Park Pvt. Ltd. (Subsidiary of Paharpur Cooling Towers Ltd.) Red Ceramics Limited (Additional Director)	C&C Constructions Ltd. C And C Projects Ltd. Roto Pumps Ltd. Jaypee Infratech Ltd. Jaypee Development Corporation Ltd.	Adani Power Ltd. ACB (India) Ltd. Bhushan Steel Ltd. Dhampur Sugar Mills Ltd. Exicom Tele-Systems Ltd. Filatex India Ltd. Jaiprakash Power Ventures Ltd. Jaypee Infratech Ltd. Oriental Carbon & Chemicals Ltd. VLS Finance Ltd. Schrader Duncan Ltd.

Name of the Director	Shri Harsh V. Lodha	Shri Vikram Swarup	Shri Anand Bordia	Shri B. B. Tandon
<p>Chairman/Member of the Committees of the Boards of companies in which he is Director</p>	<p>Chairman <i>Investors Grievance Committee</i> Alfred Herbert (India) Ltd.</p> <p>Member <i>Audit Committee</i> Fenner (India) Ltd. Punjab Produce Holdings Ltd.</p>	<p>Chairman <i>Audit Committee</i> Paharpur Pragnya Realty Pvt. Ltd. (Subsidiary of Paharpur Cooling Towers Ltd.) Paharpur Pragnya Tech Park Pvt. Ltd. (Subsidiary of Paharpur Cooling Towers Ltd.) <i>Management Committee</i> Paharpur Cooling Towers Ltd.</p>	<p>Chairman <i>Audit Committee</i> C&C Construction Ltd.</p> <p>Member <i>Audit Committee</i> Roto Pumps Ltd.</p>	<p>Chairman <i>Audit Committee</i> Adani Power Ltd. Jaiprakash Power Ventures Ltd. Bhusan Steel Ltd. <i>Remuneration Committee</i> Adani Power Limited <i>Committee of Directors</i> Jaiprakash Power Ventures Ltd.</p> <p>Member <i>Audit Committee</i> Schrader Duncan Ltd. Filatex India Ltd. Oriental Carbon & Chemicals Ltd. VLS Finance Ltd. <i>Finance Committee</i> Adani Power Ltd. Jaypee Infratech Ltd. <i>Yamuna Expressway Appraisal Committee</i> Jaypee Infratech Ltd. <i>Shareholders/Investors Grievances & Share Transfer Committee</i> Adani Power Ltd. <i>Shareholders/Investors Grievances Committee</i> VLS Finance Ltd. <i>Remuneration Committee</i> Dhampur Sugar Mills Ltd. Exicom Tele-Systems Ltd. Filatex India Ltd. ACB (India) Ltd. Oriental Carbon & Chemicals Ltd.</p>
<p>Relationship between Directors inter-se</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>



ANNEXURE TO ITEMS 3, 5, 6, 7, 8, 9, 10 & 11 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

(As on 31st March, 2014)

Name of the Director	Shri D. N. Ghosh	Dr. Deepak Nayyar	Shri B. R. Nahar	Shri Pracheta Majumdar
Date of Birth	06.08.1928	26.09.1946	14.06.1951	15.08.1944
Nationality	Indian	Indian	Indian	Indian
Date of appointment on the Board	31.10.2007	22.04.2010	03.08.2006	28.10.2003
Qualifications	M.A. - Economics	Phd.- Economics M.A. - Economics	Chartered Accountant	Mechanical Engineer
Expertise	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, former Rhodes Scholar, Vice-Chancellor of Delhi University, Member of the National Knowledge Commission and Chief Economic Advisor to the Government of India and Finance Secretary.	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*	500*	500*
List of directorships held in other companies	ICRA Management Consulting Services Ltd. Sundaram Asset Management Co. Ltd. Housing Development Finance Corpn. Ltd. Peerless Hospitex Hospital & Research Centre Ltd.	ICRA Limited Oil and Natural Gas Corporation Ltd.	Talavadi Cements Ltd. Budge Budge Floorcoverings Ltd. Lok Cements Ltd. Birla Cement (Assam) Ltd.	Vindhya Telelinks Ltd.

Name of the Director	Shri D. N. Ghosh	Dr. Deepak Nayyar	Shri B. R. Nahar	Shri Pracheta Majumdar
Chairman/Member of the Committees of the Boards of companies in which he is Director	<p>Chairman <i>Remuneration Committee</i> Sundaram Asset Management Co. Ltd.</p> <p>Member <i>Audit Committee</i> Housing Development Finance Corpn. Ltd.</p>	<p>Chairman <i>Remuneration Committee, Strategy Committee and Committee of Independent Directors</i> ICRA Limited</p> <p><i>Shareholders'/Investors' Grievance Committee and Committee on Dispute Resolution</i> Oil and Natural Gas Corporation Ltd.</p> <p>Member <i>Audit Committee and Corporate Social Responsibility Committee</i> ICRA Ltd.</p> <p><i>Human Resource Management Committee, Remuneration Committee, HSE & Sustainability Development Committee and Financial Management Committee</i> Oil and Natural Gas Corporation Ltd.</p>		<p>Member <i>Audit Committee and Share Transfer-cum Investors' Grievance Committee -</i> Vindhya Telelinks Ltd.</p>
Relationship between Directors inter-se	Nil	Nil	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 25 of the Companies Act, 1956.