

**BIRLA
CORPORATION
LIMITED**

**ANNUAL
REPORT
AND
ACCOUNTS
16-17**



यथा चतुर्भिः कनकं परीक्ष्यते निघर्षणच्छेदनतापताडनैः।
तथा चतुर्भिः पुरुष परीक्ष्यते त्यागेन शिलेन गुणेन कर्मणा॥

The way gold's purity is tested by
rubbing, cutting, heating and pounding,
similarly, a person's qualities are tested by
gentleness, manners, habits and deeds.



Madhav Prasadji Birla

(1918 – 1990)

Visionary, Pioneer, Karmayogi. His spirit of enterprise continues to be the inspiration and guiding force for all our endeavours and future growth.



Priyamvadaji Birla

(1928 – 2004)

She was the embodiment of Vidya, Shraddha, Chintan and Utkarsh, which are the guiding principles in our pursuit for excellence.



Rajendraji S. Lodha
(1942 – 2008)



Shri Harsh V. Lodha
Chairman



Shri Pracheta Majumdar
Wholetime Director designated
as Chief Management Advisor



Shri Vikram Swarup



Shri Anand Bordia



Shri Brij Behari Tandon



Shri Dhruba Narayan Ghosh



Dr. Deepak Nayyar



Smt. Shailaja Chandra



Shri Bachh Raj Nahar
Managing Director

BOARD OF DIRECTORS

Shri Harsh V. Lodha (DIN 00394094)

Chairman

Shri Pracheta Majumdar (DIN 00179118)

*Wholetime Director designated as
Chief Management Advisor*

Shri Vikram Swarup (DIN 00163543)

Shri Anand Bordia (DIN 00679165)

Shri Brij Behari Tandon (DIN 00740511)

Shri Dhruba Narayan Ghosh (DIN 00012608)

Dr. Deepak Nayyar (DIN 00348529)

Smt. Shailaja Chandra (DIN 03320688)

Shri Bachh Raj Nahar (DIN 00049895)

Managing Director

SENIOR MANAGEMENT TEAM

Shri S. R. Ghose

*Executive President
Sales, Marketing & Logistics*

Shri A. Agarwal

*Executive President
Reliance & Corporate Development*

Shri A. Chattopadhyay

*Executive President
Operation*

Shri A. Saraogi

Chief Financial Officer

Shri G. Sharma

Company Secretary

Shri R. Kakkar

*Sr. Joint President
Durgapur Cement Works
Durga Hitech Cement*

Shri G. R. Verma

*President
Birla Jute Mills*

Shri V. K. Hamirwasia

*President
Birla Cement Works
Chandaria Cement Works*

Shri J. S. Kalra

*President
Satna Cement Works
Raebareli Cement Works
Raebareli Hitech Cement Works
Vindhyachal Steel Foundry*

AUDITORS

H. P. Khandelwal & Co.
Chartered Accountants,
Kolkata - 700 001

**REGISTRAR & SHARE
TRANSFER AGENT**

MCS Share Transfer Agent Limited,
12/1/5 Monohar Pukur Road,
Kolkata - 700 026

CORPORATE OFFICE

1, Shakespeare Sarani (2nd floor),
Kolkata - 700 071
Phone : (033) 6603 3300/01/02

REGISTERED OFFICE

Birla Building (3rd & 4th floors),
9/1, R. N. Mukherjee Road,
Kolkata - 700 001
Phone : (033) 6616 6726/6737/6738
E-mail : investorsgrievance@birlacorp.com
Website : www.birlacorporation.com
CIN: L01132WB1919PLC003334

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NOTICE

To the Shareholders

NOTICE is hereby given that the Ninety-Seventh 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 Monday, the 31st day of July, 2017 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, 2017, the Statement of Profit & Loss 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, 2017.
2. To declare dividend on Ordinary Shares.
3. To appoint a director in place of Shri Harsh V. Lodha (holding DIN 00394094), who retires by rotation and being eligible, offers himself for re-appointment as Director.
4. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the rules") including any statutory amendment(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Audit Committee, Messrs. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No.109208W) be and are hereby appointed as the Statutory Auditors of the Company [in place of Messrs. H.P. Khandelwal & Co., Chartered Accountants, (Firm Registration No.302050E), the retiring Auditors], to hold office for a term of 5 (five) consecutive years from the conclusion of the 97th (Ninety Seventh) Annual General Meeting till the conclusion of the 102nd (Hundred and Second) Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every subsequent Annual General Meeting till the conclusion of their tenure 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 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 lacs (Rupees four lacs only) plus applicable taxes and reimbursement of actual travelling and out of pocket expenses, to be paid to M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), Cost Auditors of the Company, for the Financial Year 2017-18, as approved by the Board of Directors of the Company, at its Meeting held on 26th May, 2017, 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 22nd June, 2017
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) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- (04) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (05) The Register of Members and the Share Transfer Books of the Company will remain closed from 25th July, 2017 to 31st July, 2017 (both days inclusive).
- (06) Dividend on ordinary shares, when approved at the Meeting, will be paid to those members –
- (a) whose names appear as Beneficial Owners as at the end of business hours on 24th July, 2017, 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 24th July, 2017.
- (07) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No.5 which sets out details relating to Special Business at the meeting, is annexed hereto.
- (08) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, 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, Electricity / 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.
- (09) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2010, 2011, 2012, 2013, 2014, 2015 and 2016 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.

The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/ claimed by the Shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, 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 8th July, 2016 (date of last Annual General Meeting) are available on the website of the Company (www.birlacorporation.com) and on Ministry of Corporate Affairs' website. 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 accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed