Yes

Yes

Yes

Annual Compliance Report on Corporate Governance for year ended 31st March 2017 Pursuant to Regulation 27(2) of the (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Listed Entity: BIRLA CORPORATION LIMITED

Directors

Composition of Audit committee

Meeting of Audit committee

Composition of nomination &

remuneration committee

For the financial year 2016 – 2017.			
I. Disclosure on website in terms of Listing	Regulations		
tem		Compliance status (Yes/No/NA) refer note below	
Details of business			Yes
Terms & conditions of appointment of independent directors			Yes
Composition of various committees of board of directors			yes
Code of conduct of board of directors and senior management		Yes	
personnel			
Details of establishment of vigil mechanism/Whistle Blower			Yes
policy	vo directors		NOC.
Criteria of making payments to non-executive directors Policy on dealing with related party transactions		yes Yes	
Policy on dealing with related party transactions			
Policy for determining 'material' subsidiaries Details of familiarization programmes imparted to independent		Yes	
directors	rted to independent Yes		162
Contact information of the designated offic	ials of the listed Ves		Yes
entity who are responsible for assisting and			103
grievances	a nanamig mvestor		
mail address for grievance redressal and other relevant details		Yes	
Financial results		Yes	
Shareholding pattern		Yes	
Details of agreements entered into with the media companies		NA	
and/or their associates			
New name and the old name of the listed entity		NA	
II. Annual Affirmations			
Particulars	Regulation Number		Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)		Yes
Board composition	17(1)		Yes
Meeting of Board of directors	17(2)		Yes
Review of Compliance Reports	17(3)		Yes
Plans for orderly succession for	17(4)		Yes
appointments	4=(=)		
Code of Conduct	17(5)		Yes
Fees/compensation	17(6)		Yes
Minimum information	17(7)		Yes
Compliance Certificate	17(8)		Yes
Risk Assessment & Management	17(9)		Yes
Performance Evaluation of Independent	17(10)		Yes

18(1)

18(2)

19(1) & (2)

Composition and role of risk management committee Vigil Mechanism Policy for related party Transaction Prior or Omnibus approval of Audit Committee for all related party transactions Approval for material related party Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Apfirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 21(1), (2), (3) & (4) Yes Yes Yes Yes Yes Ves Yes All (1) Yes Yes All (2), (3), (4), (5) & (6) Yes Yes All (2) Yes Yes All (3) Yes All (4) Yes All (4) Yes All (5) All (4) Yes All (5) All (6) Yes All (7) Yes All (7) Yes All (7) All (7) All (8) Yes All (7) All (7) All (7) All (8) Yes All (7) All (7)	Composition of Stakeholder Relationship	20(1)& (2)	Yes
committee22YesVigil Mechanism22YesPolicy for related party Transaction23(1), (5), (6), (7) & (8)YesPrior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)YesApproval for material related party transactions23(4)NAComposition of Board of Directors of unlisted material Subsidiary24(1)YesOther Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)YesMaximum Directorship & Tenure25(1) & (2)YesMeeting of independent directors25(3) & (4)YesFamiliarization of independent directors25(7)YesMembership in Committees26(1)YesAffirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel26(4)YesDisclosure of Shareholding by Non-Executive26(4)Yes	Committee		
Vigil Mechanism Policy for related party Transaction Prior or Omnibus approval of Audit Committee for all related party transactions Approval for material related party transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Easiliarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 23(1), (5), (6), (7) & (8) Yes 23(2), (3) Yes 23(4) NA Yes 24(1) Yes 24(1) Yes 24(2),(3),(4),(5) & (6) Yes 24(2),(3),(4),(5) & (6) Yes 25(1) & (2) Yes Affirmation of independent directors 25(7) Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Composition and role of risk management	21(1), (2), (3) & (4)	NA
Policy for related party Transaction Prior or Omnibus approval of Audit Committee for all related party transactions Approval for material related party transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Earlilarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 23(1), (5), (6), (7) & (8) Yes Yes Yes Yes 24(2), (3), (4), (5) & (6) Yes Yes 24(1) Yes 24(2), (3), (4), (5) & (6) Yes 24(2), (3), (4), (5) & (6) Yes 25(1) & (2) Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	committee		
Prior or Omnibus approval of Audit Committee for all related party transactions Approval for material related party transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 23(2), (3) Yes 23(4) NA Yes 24(1) Yes 24(2),(3),(4),(5) & (6) Yes 24(2),(3),(4),(5) & (6) Yes 25(1) & (2) Yes 25(3) & (4) Yes 26(1) Yes Yes Yes Yes Yes Yes Yes	Vigil Mechanism	22	Yes
Committee for all related party transactions Approval for material related party transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 23(4) NA NA Yes NA Yes 24(1) Yes 24(2),(3),(4),(5) & (6) Yes 25(1) &(2) Yes 25(3) &(4) Yes Affirmation of independent directors 25(7) Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes
Approval for material related party transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 24(1) 24(1) Yes 24(1) Yes 24(2),(3),(4),(5) & (6) Yes 25(1) & (2) Yes 25(3) & (4) Yes 26(1) Yes Yes Yes	Prior or Omnibus approval of Audit	23(2), (3)	Yes
transactions Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 24(1) 24(1) Yes Yes Yes Yes Yes Yes 24(2),(3),(4),(5) & (6) Yes Yes Yes Yes Yes Yes Yes Ye	Committee for all related party transactions		
Composition of Board of Directors of unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 24(1) Yes 24(1) Yes Yes Yes Yes 24(2),(3),(4),(5) & (6) Yes Yes Yes 25(3) & (4) Yes Yes Yes Yes Yes	Approval for material related party	23(4)	NA
Unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 24(2),(3),(4),(5) & (6) Yes Yes Yes Yes 25(1) &(2) Yes Yes Yes 25(3) &(4) Yes	transactions		
Other Corporate Governance requirements with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 24(2),(3),(4),(5) & (6) Yes Yes Yes 25(1) &(2) Yes Yes 25(3) &(4) Yes	Composition of Board of Directors of	24(1)	Yes
with respect to subsidiary of listed entity Maximum Directorship & Tenure Meeting of independent directors Familiarization of independent directors Membership in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 25(1) &(2) Yes Yes Yes Yes Yes Yes Yes	unlisted material Subsidiary		
Maximum Directorship & Tenure 25(1) &(2) Yes Meeting of independent directors 25(3) &(4) Yes Familiarization of independent directors 25(7) Yes Membership in Committees 26(1) Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Other Corporate Governance requirements	24(2),(3),(4),(5) & (6)	Yes
Meeting of independent directors 25(3) &(4) Yes Familiarization of independent directors 25(7) Yes Membership in Committees 26(1) Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	with respect to subsidiary of listed entity		
Familiarization of independent directors 25(7) Yes Membership in Committees 26(1) Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Maximum Directorship & Tenure	25(1) &(2)	Yes
Membership in Committees 26(1) Yes Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Meeting of independent directors	25(3) &(4)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Familiarization of independent directors	25(7)	Yes
conduct from members of Board of Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Membership in Committees	26(1)	Yes
Directors and Senior management personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	Affirmation with compliance to code of	26(3)	Yes
personnel Disclosure of Shareholding by Non-Executive 26(4) Yes	conduct from members of Board of		
Disclosure of Shareholding by Non-Executive 26(4) Yes	Directors and Senior management		
	personnel		
	Disclosure of Shareholding by Non-Executive	26(4)	Yes
Directors	Directors		
Policy with respect to obligations of 26(2) & 26(5) Yes	Policy with respect to obligations of	26(2) & 26(5)	Yes
directors and senior management	directors and senior management		

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: - Yes

Yours faithfully For **BIRLA CORPORATION LIMITED**

(GIRISH SHARMA)

Jt. President (Indirect Taxes) & Company Secretary