

Report on Corporate Governance

1. Name of Listed Entity: BIRLA CORPORATION LIMITED

2. Quarter ending: 30th September, 2022

I. Composition of Board of Directors														
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Whether Special Resolution passed? [Refer Regulation 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harsh V. Lodha		Chairperson/ Non-Independent / Non-Executive	23.04.1996		–	NA	NA	–	13.02.1967	5	0	1	1
Mr.	Arvind Pathak		Executive/ Managing Director & Chief Executive Officer	31.03.2021		–	NA	NA	-	08.01.1959	1	0	1	0
Mr.	Vikram Swarup		Independent / Non-Executive	30.11.2006	01.04.2019	–	NA	NA	190 months	16.09.1948	2	2	5	1

Mr.	Anand Bordia		Independent / Non-Executive	31.07.2006	01.04.2019	–	Yes	20.07.2018	194 months	10.09.1944	2	2	2	0
Mr.	Dhruba Narayan Ghosh		Independent / Non-Executive	31.10.2007	01.04.2019	–	Yes	20.07.2018	179 months	06.08.1928	1	1	0	0
Mr.	Deepak Nayyar		Independent / Non-Executive	22.04.2010	01.04.2019	–	Yes	20.07.2018	149 months	26.09.1946	1	1	2	0
Ms.	Shailaja Chandra		Independent / Non-Executive	05.02.2015	05.02.2020	–	Yes	13.08.2019	91 months	17.06.1944	3	3	3	1
Mr.	Dilip Ganesh Karnik		Non-Independent / Non-Executive	11.11.2017		–	NA	NA	–	10.05.1950	4	1	4	0
Whether regular Chairperson appointed – Yes														
Whether Chairperson is related to Managing Director or CEO – No														

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shri Vikram Swarup Shri Anand Bordia Dr. Deepak Nayyar Shailaja Chandra Arvind Pathak	Chairman- Non-Executive & Independent Member- Non-Executive & Independent Member- Non-Executive & Independent Member- Non-Executive & Independent Member- Executive Director	15.06.2005 31.01.2007 20.05.2013 06.08.2022 06.08.2022	
2. Nomination & Remuneration Committee	Yes	Shri Vikram Swarup Shri Harsh V. Lodha Shri Anand Bordia Dr. Deepak Nayyar	Chairman- Non-Executive & Independent Member- Non-Executive & Non Independent Member- Non-Executive & Independent Member- Non-Executive & Independent	31.01.2005 30.03.2014 07.05.2009 20.05.2013	

3. Risk Management Committee	Yes	Smt. Shailaja Chandra# Shri Dilip Ganesh Karnik Shri Arvind Pathak Shri Aditya Saraogi	Chairperson- Non-Executive & Independent Member- Non-Executive & Non Independent Member- Executive Member- Chief Financial Officer	01.04.2019 01.04.2019 13.05.2021 01.04.2019	
4. Stakeholders Relationship Committee	Yes	Shri Harsh V. Lodha Shri Vikram Swarup Shri Arvind Pathak	Chairman- Non-Executive & Non Independent Member- Non-Executive & Independent Member- Executive	20.07.2000 21.07.2010 13.05.2021	

Ms. Shailaja Chandra was appointed as the Chairperson of Risk Management Committee with effect from 06.08.2022.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meetings (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
22.04.2022	-	Yes	8	5	-
11.05.2022	-	Yes	8	5	18
-	06.08.2022	Yes	8	5	86
-	16.09.2022	Yes	8	5	40

IV. Meeting of Committees					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of Meeting of the Committee in previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee					
05.08.2022	Yes	3	3	10.05.2022	86
Nomination & Remuneration Committee					
16.09.2022	Yes	4	3	10.05.2022	128
Stakeholders Relationship Committee					
06.08.2022	Yes	3	1	11.05.2022	86
Risk Management Committee					
28.07.2022	Yes	4	1	-	-
V. Related Party Transactions					
Subject		Compliance status (Yes/ No/ NA)			
Whether prior approval of audit committee obtained		Yes			

Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note 1. <i>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</i> 2. <i>If status is "No" details of non-compliance may be given here.</i>	

VI. Affirmations
1. The composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:- a. Audit Committee - Yes b. Nomination & Remuneration Committee - Yes c. Stakeholders Relationship Committee - Yes d. Risk Management Committee – Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes
5. The Report submitted in the previous quarter has been placed before the Board of Directors at its meeting held on 06.08.2022 and this report will be placed before the Board of Directors in the next Meeting.

Place: Kolkata

Date: 19.10.2022

For **BIRLA CORPORATION LIMITED**

MANOJ KUMAR MEHTA
Company Secretary & Legal Head

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Annexure-III

Quarterly Compliance Report on Corporate Governance for the Half Year ended on 30th September, 2022

Affirmations:

Broad heading	Regulation Number	Compliance status (Yes/ No/ NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Birla Corporation Limited

MANOJ KUMAR MEHTA
Company Secretary & Legal Head

Annexure-IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year
Half year ending 30th September, 2022

I. Disclosure of Loans/ guarantees/ comfort letters / securities etc. <small>refer note below</small>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	-	-
Promoter Group or any other entity controlled by them	NIL	-	-
Directors (including relatives) or any other entity controlled by them	NIL	-	-
KMPs or any other entity controlled by them	NIL	-	-
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	-	-
Promoter Group or any other entity controlled by them	NIL	-	-
Directors (including relatives) or any other entity controlled by them	NIL	-	-
KMPs or any other entity controlled by them	NIL	-	-
II. Affirmations All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. Name: Aditya Saraogi Designation: Chief Financial Officer			
Note 1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt; a) by a government company to/ for the Government or government company b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company ; and d) by the listed entity to its employees or directors as a part of the service conditions 2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.			