

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **BIRLA CORPORATION LIMITED**2. Quarter ending: **30th September, 2019**

I. Composition of Board 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	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	No 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	31.07.2017	-	-	13.02.1967	5	0	0	1
Mr.	Pracheta Majumdar		Executive/ Whole time Director and Chief Executive Officer	28.10.2003	20.05.2018	-	-	15.08.1944	2	0	2	0
Mr.	Vikram Swarup		Independent/ Non-Executive	30.11.2006	01.04.2019	-	154 months	16.09.1948	1	1	2	1
Mr.	Anand Bordia		Independent/ Non-Executive	31.07.2006	01.04.2019	-	158 months	10.09.1944	2	2	2	0
Mr.	Brij Behari Tandon		Independent/ Non-Executive	30.05.2007	01.04.2019	-	148 months	30.06.1941	4	4	5	0
Mr.	Dhruba Narayan Ghosh		Independent/ Non-Executive	31.10.2007	01.04.2019	-	143 months	06.08.1928	1	1	0	0
Mr.	Deepak Nayyar		Independent/ Non-Executive	22.04.2010	01.04.2019	-	113 months	26.09.1946	1	1	2	0
Ms.	Shailaja		Independent/	05.02.2015	05.02.2015	-	55	17.06.1944	1	1	0	0

	Chandra		Non-Executive				months					
Mr.	Bachh Raj Nahar		Managing Director/Executive	03.08.2006	03.08.2014	13.08.2019	-	14.06.1951	1	0	0	0
Mr.	Dilip Ganesh Karnik		Non-Independent/Non-Executive	11.11.2017	11.11.2017	-	-	10.05.1950	4	1	3	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 Shri Brij Behari Tandon Dr. Deepak Nayyar	Chairman Member Member Member	15.06.2005 31.01.2007 27.01.2009 20.05.2013	
2. Nomination & Remuneration Committee	Yes	Shri Vikram Swarup Shri Harsh V. Lodha Shri Anand Bordia Shri Brij Behari Tandon Dr. Deepak Nayyar	Chairman Member Member Member Member	31.01.2005 30.03.2014 07.05.2009 07.05.2009 20.05.2013	
3. Risk Management Committee	Yes	Shri Brij Behari Tandon Smt. Shailaja Chandra Shri Dilip Ganesh Karnik Shri Sandip Ranjan Ghose Shri Aditya Saraogi	Chairman Member Member Member Member	01.04.2019 01.04.2019 01.04.2019 01.04.2019 01.04.2019	
4. Stakeholders Relationship Committee	Yes	Shri Harsh V. Lodha Shri Pracheta Majumdar Shri Vikram Swarup Shri Bachh Raj Nahar	Chairman Member Member Member	20.07.2000 21.07.2010 21.07.2010 30.10.2006	13.08.2019

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)
01.04.2019	-	Yes	-	-	31 days
03.05.2019	02.08.2019	Yes	8	4	90 days

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					
01.08.2019	yes	3	3	02.05.2019	90 days
Nomination & Remuneration					
02.08.2019	yes	4	3	02.05.2019	91 days
Stakeholders Relationship					
02.08.2019	yes	4	1	03.05.2019	90 days

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

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 b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee
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
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
5.	The Report submitted in the previous quarter has been placed before the Board of Directors at its meeting held on 02.08.2019 and this report will be placed before the Board of Directors in the next Meeting.

For **Birla Corporation Limited**

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

Form to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year			
Affirmations			
Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
1	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
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Birla Corporation Limited

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