

Report on Corporate Governance

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 31st December, 2022

Title (Mr./Ms)	Name of the Director	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Whether the director is disqualified?	Current Status	Whether Special Resolution passed? [Refer Regulation 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure	Date of Birth	No of Director ship in listed entities including this listed entity(in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	Number of members 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		-	No	Active	NA	NA	-	13.02.1967	5	0	1	1
Mr.	Arvind Pathak	Executive/ Managing Director & Chief Executive Officer	31.03.2021		31.12.2022	No	Active	NA	NA	-	08.01.1959	1	0	2	0
Mr.	Vikram Swarup	Independent/ Non-Executive	30.11.2006	01.04.2019	-	No	Active	NA	NA	193 months	16.09.1948	2	2	5	1

Mr.	Anand Bordia	Independent/ Non-Executive	31.07.2006	01.04.2019	–	No	Active	Yes	20.07.2018	197 months	10.09.1944	2	2	2	0
Mr.	Dhruba Narayan Ghosh	Independent/ Non-Executive	31.10.2007	01.04.2019	–	No	Active	Yes	20.07.2018	182 months	06.08.1928	1	1	0	0
Mr.	Deepak Nayyar	Independent/ Non-Executive	22.04.2010	01.04.2019	–	No	Active	Yes	20.07.2018	152 months	26.09.1946	1	1	2	0
Ms.	Shailaja Chandra	Independent/ Non-Executive	05.02.2015	05.02.2020	–	No	Active	Yes	13.08.2019	94 months	17.06.1944	3	3	4	1
Mr.	Dilip Ganesh Karnik	Non-Independent/ Non-Executive	11.11.2017		–	No	Active	NA	NA	–	10.05.1950	4	1	4	0
Mr.	Sandip Ghose	Executive Director	01.12.2022		–	No	Active	NA	NA	–	17.09.1960	1	0	0	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	31.12.2022
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	31.12.2022
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	31.12.2022

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	Total Number of Directors as on date of the meeting	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
06.08.2022	-	Yes	8	8	5	-
16.09.2022	-	Yes	8	8	5	40
-	08.11.2022	Yes	8	7	4	52
-	14.12.2022	Yes	9	8	4	35

IV. Meeting of Committees							
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present	Number of Independent Directors present	Number of members attending the meeting (other than Board of Directors)	Date(s) of Meeting of the Committee in previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee							
07.11.2022	Yes	5	4	3	0	05.08.2022	93
Nomination & Remuneration Committee							
07.11.2022	Yes	4	3	2	0	16.09.2022	51
14.12.2022	Yes	4	3	2	0	-	36
Stakeholders Relationship Committee							
08.11.2022	Yes	3	3	1	0	06.08.2022	93
Risk Management Committee							
-	-	-	-	-	-	28.07.2022	-

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. 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.	

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 08.11.2022 and this report will be placed before the Board of Directors in the next Meeting.

Place: Kolkata

For **BIRLA CORPORATION LIMITED**

Date: 11.01.2023

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.