

**Quarterly Compliance Report on Corporate Governance for quarter ended 30th June 2017 Pursuant to Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (ANNEXURE – I)**

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Shri	Harsh V. Lodha		Chairperson/ Non-Independent/ Non-Executive	21.08.2014	-	5	1	1
Shri	Pracheta Majumdar		Executive/ Whole time Director designated as Chief Management Advisor	20.05.2013	-	2	2	-
Shri	Vikram Swarup		Independent/ Non-executive	01.04.2014	5 years	1	1	1
Shri	Anand Bordia		Independent/ Non-executive	01.04.2014	5 years	3	2	1
Shri	B. B. Tandon		Independent/ Non-executive	01.04.2014	5 years	7	6	2
Shri	D. N. Ghosh		Independent/ Non-executive	01.04.2014	5 years	2	1	-
Dr.	Deepak Nayyar		Independent/ Non-executive	01.04.2014	5 years	1	2	-
Ms.	Shailaja Chandra		Independent/ Non-executive	05.02.2015	5 years	2	4	-
Shri	B. R. Nahar		Managing Director/Executive	03.08.2014	-	2	1	-

<b>II. Composition of Committees</b>			
Name of Committee		Name of Committee members	Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee)
1. Audit Committee		Shri Vikram Swarup Shri Anand Bordia Shri B. B. Tandon Dr. Deepak Nayyar	Chairman Member Member Member
2. Nomination & Remuneration Committee		Shri Vikram Swarup Shri Harsh V. Lodha Shri Anand Bordia Shri B. B. Tandon Dr. Deepak Nayyar	Chairman Member Member Member Member
3. Risk Management Committee		Not Applicable	
4. Stakeholders Relationship Committee		Shri Harsh V. Lodha Shri Pracheta Majumdar Shri Vikram Swarup Shri B. R. Nahar	Chairman Member Member Member
<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meetings (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
08.02.2017		26.05.2017	106 days
<b>IV. Meeting of Committees</b>			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met ( details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
25.05.2017 (Audit)	Yes	07.02.2017	106 days
25.05.2017 (Nomination & Remuneration)	Yes	-	-
26.05.2017 (Stakeholders Relationship)	Yes	08.02.2017	106 days
* This information has to be mandatory be given for audit committee, for rest of the committee giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/ No/ NA)</b>	
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
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
	<ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk Management committee ( Not Applicable)</li> </ul>
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 committee 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 26.05.2017 and this report will be placed before the Board of Directors in the next Meeting.	

Yours faithfully  
For **BIRLA CORPORATION LIMITED**

**(GIRISH SHARMA)**  
**Jt. President (Indirect Taxes)**  
**& Company Secretary**