



BIRLA CORPORATION LIMITED

CODE OF CONDUCT FOR THE DIRECTORS,

SENIOR MANAGEMENT

AND

THE MANAGEMENT TEAM

Preamble:

This Code of Conduct ("Code") has been framed by Birla Corporation Limited ("the Company") in compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"). This Code reflects the Company's underlying ethical values and commitment to lay standards of integrity, transparency, fairness, accountability and pursuit to excellence. The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Management by the stakeholders and business partners.

Applicability:

This Code applies to the Members of the Board of Directors (hereinafter referred to as "Board Members"), Senior Management and the Management Team of the Company and its material unlisted subsidiaries.

The term "Senior Management" shall have the same meaning as defined in the Nomination and Remuneration Policy of the Company.

The term "Management Team" shall include Executive Presidents, Presidents, Sr. Joint-Presidents, Joint-Presidents, Sr. Vice-Presidents, Vice Presidents and Asst. Vice Presidents of the Company.

Objective:

With a view to continuously maintain the spirit and practice of good governance, this Code lays down a set of guidelines for the Board Members, the Senior Management and the Management Team in order to bring transparency, professionalism, accountability and responsibility in discharging their respective functions in the Company.

General standards of Conduct:**1. Statutory Compliances:**

The Board Members, Senior Management and Management Team shall adhere to and comply with the provisions of all applicable laws, rules and regulations as well as the Company's internal guidelines and policies framed from time to time. They shall also endeavour to ensure that the other officers of the Company are complying with the various statutory compliances efficiently and effectively and proper procedures are being followed in this regard.

2. Honest and Ethical Conduct:

The Board Members, Senior Management and Management Team shall act honestly, objectively and effectively in a fair and transparent manner for advancing the interests of the Company. They must abide by the policies and procedures framed and adopted by the Company and must respect and adhere to ethical and fair business practices. They shall use due care and diligence in performing their duties and responsibilities attached to their

respective office and exercise their powers in good faith for fulfilling their obligations towards the Company and its Stakeholders.

3. **Conflict of Interest:**

Conflict of interest is a situation where personal interest may, in any way, interfere with the interests or benefits of the Company impacting the exercise of independent judgment while discharging one's duties and responsibilities. The Board Members, Senior Management and Management Team shall avoid any situation that would lead to or tend to lead to any conflict of interest.

All the Board Members, Senior Management and Management Team are expected to dedicate their best efforts to advance the Company's interests and to make decisions in the Company's best interests and independent of outside influences. Board Members, Senior Management and the Management Team should avoid conflicts of interests with the Company.

4. **Confidentiality of Information:**

The confidential and proprietary information of the Company is its valuable asset. This includes all trade related information, trade secrets, confidential and privileged information, customers information, employees related information, strategies, administration, legal, and will include all such information which is not available in the public domain at that point of time.

Board Members, Senior Management and Management Team shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.

Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed.

5. **Protection & proper use of Company's resources:**

The Board Members, Senior Management and Management Team shall ensure that the assets, properties, information, intellectual rights and resources of the Company are properly, judiciously and efficiently used for its business purpose only and are properly safeguarded.

6. **Gifts and Payments:**

The Board Members, Senior Management and Management Team shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from customers, suppliers, shareholders/ stakeholders, etc., that is perceived as intended, directly or indirectly, to influence any business decision, , save otherwise for a nominal value, which is/are customarily given and are commemorative nature for special events or in the course of social relations and normal business courtesies and should never be a kind that could create an appearance of impropriety.

7. **Public Representation:**
The Board Members, Senior Management and Management Team Shall not communicate with any member of the press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.

6. In addition to the above, the Independent Directors shall also abide by the duties as mentioned under Schedule IV of the Companies Act, 2013 read with the Code for Independent Directors as formulated by the Company.

Annual Compliance Reporting:

All Board Members, Senior Management and Management Team shall affirm compliance with the Code on an annual basis in the format annexed to this Code as Annexure-A and the same should be sent to the Company Secretary of the Company within 15 days from the end of the financial year.

Review of Code:

The Code shall be reviewed at such intervals, as is deemed necessary by the Board. In case of any subsequent changes in the provisions of the Listing Regulations which makes any of the clause in the Code inconsistent with the Listing Regulations, then the provisions of the Listing Regulations would prevail over the Code and the provisions in the Code would be modified in due course to make it consistent with the Listing Regulations.

Date of Revision	Effective date of the Policy
Revised on 9th May, 2023	9th May, 2023

**CODE OF CONDCUT FOR BOARD MEMBERS, SENIOR MANAGEMENT AND
MANAGEMENT TEAM**

ANNUAL COMPLIANCE REPORT

Date:.....

The Company Secretary
Birla Corporation Limited
Birla Building
9/1, R.N. Mukherjee Road,
Kolkata – 700 001

Dear Sir,

I, _____, hereby affirm that I am aware of the Code of Conduct for the Board Members, Senior Management and the Management Team ('Code of Conduct') of the Company and understand the standards and policies contained in the same and that I have complied with the provisions of the Code of Conduct during the financial year ended 31st March, _____.

Signature:

Name:

Designation:

Date:

Place: