

Report on Corporate Governance

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 31st December, 2023

I. Composition of Board of Directors

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 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 members in Audit/ Stakeholder Committee (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 Vardhan Lodha	Chairperson related to Promoter /Non-Independent/ Non-Executive	23.04.1996	-	-	No	Active	NA	NA	-	13.02.1967	5	0	1	1
Mr.	Vikram Swarup	Independent/ Non-Executive	01.04.2014	01.04.2019	-	No	Active	Yes	20.07.2018	117 months	16.09.1948	2	2	6	1
Mr.	Anand Bordia	Independent/ Non-Executive	01.04.2014	01.04.2019	-	No	Active	Yes	20.07.2018	117 months	10.09.1944	2	2	2	0

Mr.	Dhruba Narayan Ghosh*	Independent/ Non-Executive	01.04.2014	01.04.2019	07.11.2023	No	Active	Yes	20.07.2018	115.07 months	06.08.1928	1	1	0	0
Mr.	Deepak Nayyar	Independent/ Non-Executive	01.04.2014	01.04.2019	-	No	Active	Yes	20.07.2018	117 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	106.26 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/ Managing Director & Chief Executive Officer	01.12.2022	-	-	No	Active	NA	NA	-	17.09.1960	1	0	2	0
Whether regular Chairperson appointed – Yes															
Whether Chairperson is related to Managing Director or CEO – No															

*Shri Dhruba Narayan Ghosh ceased to be the Independent Director of the Company with effect from 7th November, 2023 due to his demise. The details of his Directorship, Committee Membership and Tenure are provided as on 7th November, 2023.

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 Smt. Shailaja Chandra Shri Sandip Ghose	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 01.01.2023	
2. Nomination & Remuneration Committee	Yes	Shri Vikram Swarup Shri Harsh Vardhan 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 Sandip Ghose Shri Aditya Saraogi	Chairperson- Non-Executive & Independent Member- Non-Executive & Non Independent Member- Executive Member - Chief Financial Officer	01.04.2019 01.04.2019 01.01.2023 01.04.2019	
4. Stakeholders Relationship Committee	Yes	Shri Harsh Vardhan Lodha Shri Vikram Swarup Shri Sandip Ghose	Chairman- Non-Executive & Non Independent Member- Non-Executive & Independent Member- Executive	20.07.2000 21.07.2010 01.01.2023	

* Smt. 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	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)
08-08-2023	-	Yes	8	8	5	-
-	08-11-2023	Yes	7	7	4	91
	23-11-2023*	Yes	7	7	4	14
	07-12-2023	Yes	7	7	4	13

*The Meeting of the Board of Directors was held on 23-11-2023 and continued till 24-11-2023. Shri Dilip Ganesh Karnik, Independent Director, attended the Meeting on 24-11-2023.

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							
07-11-2023	Yes	5	5	4	0	07-08-2023	91
07-12-2023	Yes	5	5	4	0	-	29
Stakeholders Relationship Committee							
08-11-2023	Yes	3	3	1	0	08-08-2023	91
Nomination & Remuneration Committee							
07-12-2023	Yes	4	4	3	0	07-08-2023	121

Risk Management Committee							
-	-	-	-	-	-	18-07-2023*	-

*The Risk Management meeting held on 18-07-2023 was partially completed and thereafter adjourned and held on 19-07-2023.

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.	

Details of Cyber Security incidence			
Whether as per 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No	
Date of the event	-	Brief details of the event	-

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 08.11.2023 and this report will be placed before the Board of Directors in the next Meeting.

Place: Kolkata
Date: 10.01.2024

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.