

**Quarterly Compliance Report on Corporate Governance**

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 31st March, 2021

| <b>I. Composition of Board of Directors</b> |                      |          |  |                             |                        |                   |   |                                    |        |               |  |   |  |  |
|---|----------------------|----------|--|-----------------------------|------------------------|-------------------|---|------------------------------------|--------|---------------|--|---|--|--|
| Title (Mr./Ms)                              | Name of the Director | DIN      | Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | 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 Directors in listed entities including this listed entity (in reference to Regulation 17A(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) |
| Mr.   | Harsh V. Lodha       | 00394094 | Chairperson/ Non-Independent /Non-Executive                            | 23.04.1996                  | 25.08.2020             | -                 | NA  | NA                                 | -      | 13.02.1967    | 5  | 0   | 0  | 1  |
| Mr.   | Arvind Pathak        | 00585588 | Executive/ Managing Director & Chief                                   | 31.03.2021                  | -                      | -                 | NA  | NA                                 | -      | 08.01.1959    | 1  | 0   | 0  | 0  |

|     |                      |          |   |            |            |   |     |            |               |            |   |   |   |   |
|-----|----------------------|----------|---|------------|------------|---|-----|------------|---------------|------------|---|---|---|---|
|     |                      |          | Executive Officer   |            |            |   |     |            |               |            |   |   |   |   |
| Mr. | Pracheta Majumdar    | 00179118 | Executive/<br>Whole time<br>Director<br>designated<br>as Chief<br>Management<br>Advisor | 28.10.2003 | 20.05.2018 | _ | NA  | NA         | _             | 15.08.1944 | 2 | 0 | 2 | 0 |
| Mr. | Vikram Swarup        | 00163543 | Independent<br>/ Non-<br>Executive  | 30.11.2006 | 01.04.2019 | _ | NA  | NA         | 172<br>months | 16.09.1948 | 2 | 2 | 2 | 1 |
| Mr. | Anand Bordia         | 00679165 | Independent<br>/ Non-<br>Executive  | 31.07.2006 | 01.04.2019 | _ | Yes | 20.07.2018 | 176<br>months | 10.09.1944 | 2 | 2 | 2 | 0 |
| Mr. | Brij Behari Tandon   | 00740511 | Independent<br>/ Non-<br>Executive  | 30.05.2007 | 01.04.2019 | _ | Yes | 20.07.2018 | 166<br>months | 30.06.1941 | 4 | 4 | 5 | 0 |
| Mr. | Dhruba Narayan Ghosh | 00012608 | Independent<br>/ Non-<br>Executive  | 31.10.2007 | 01.04.2019 | _ | Yes | 20.07.2018 | 161<br>months | 06.08.1928 | 1 | 1 | 0 | 0 |
| Mr. | Deepak Nayyar        | 00348529 | Independent<br>/ Non-<br>Executive  | 22.04.2010 | 01.04.2019 | _ | Yes | 20.07.2018 | 131<br>months | 26.09.1946 | 1 | 1 | 2 | 0 |
| Ms. | Shailaja Chandra     | 03320688 | Independent<br>/ Non-<br>Executive  | 05.02.2015 | 05.02.2020 | _ | Yes | 13.08.2019 | 73<br>months  | 17.06.1944 | 3 | 3 | 2 | 0 |
| Mr. | Dilip Ganesh Karnik  | 06419513 | Non-<br>Independent<br>/ Non-<br>Executive  | 11.11.2017 | 11.11.2017 | _ | NA  | NA         | _             | 10.05.1950 | 4 | 1 | 3 | 0 |

Whether regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

| <b>II. Composition of Committees</b>   |                                       |  |   |  |                   |
|--|---------------------------------------|--|---|--|-------------------|
| 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<br>Shri Anand Bordia<br>Shri Brij Behari Tandon<br>Dr. Deepak Nayyar                        | Chairman- Non-Executive & Independent<br>Member- Non-Executive & Independent<br>Member- Non-Executive & Independent<br>Member- Non-Executive & Independent  | 15.06.2005<br>31.01.2007<br>27.01.2009<br>20.05.2013               |                   |
| 2. Nomination & Remuneration Committee | Yes                                   | Shri Vikram Swarup<br>Shri Harsh V. Lodha<br>Shri Anand Bordia<br>Shri Brij Behari Tandon<br>Dr. Deepak Nayyar | Chairman- Non-Executive & Independent<br>Member- Non-Executive & Non Independent<br>Member- Non-Executive & Independent<br>Member- Non-Executive & Independent<br>Member- Non-Executive & Independent | 31.01.2005<br>30.03.2014<br>07.05.2009<br>07.05.2009<br>20.05.2013 |                   |
| 3. Risk Management Committee           | Yes                                   | Shri Brij Behari Tandon<br>Smt. Shailaja Chandra<br>Shri Dilip Ganesh Karnik<br>Shri Aditya Saraogi            | Chairman- Non-Executive & Independent<br>Member- Non-Executive & Independent<br>Member- Non-Executive & Non Independent<br>Member   | 01.04.2019<br>01.04.2019<br>01.04.2019<br>01.04.2019               |                   |
| 4. Stakeholders Relationship Committee | Yes                                   | Shri Harsh V. Lodha<br>Shri Pracheta Majumdar<br>Shri Vikram Swarup  | Chairman- Non-Executive & Non Independent<br>Member- Executive<br>Member- Non-Executive & Independent   | 20.07.2000<br>21.07.2010<br>21.07.2010                             |                   |

| <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 | Whether requirement of Quorum met | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
| 05.11.2020  | 23.01.2021   | Yes                               | 8                            | 6  | 37  |
| 16.12.2020  | 01.03.2021   | Yes                               | 8                            | 6  | 36  |
| *to be filled in only for the current quarter meetings. |  |                                   |                              |  |   |

| <b>IV. Meeting of Committees</b>  |  |                              |  |   |  |
|---|--|------------------------------|--|---|--|
| 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   |  |                              |  |   |  |
| 22.01.2021  | Yes  | 4                            | 4  | 04.11.2020<br>12.11.2020                                | 70   |
| Nomination & Remuneration Committee   |  |                              |  |   |  |
| 23.01.2021  | Yes  | 5                            | 4  | 04.11.2020  | 79   |
| 01.03.2021  | Yes  | 5                            | 4  |   | 36   |
| Stakeholders Relationship Committee   |  |                              |  |   |  |
| 23.01.2021  | Yes  | 3                            | 1  | 05.11.2020  | 78   |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. |  |                              |  |   |  |

| <b>V. Related Party Transactions</b>  |                                 |
|---|---------------------------------|
| 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                             |
| <b>Note</b>   |                                 |
| 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.   |                                 |

| <b>VI. Affirmations</b> |   |
|-------------------------|---|
| 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:-<br>a. Audit Committee - Yes<br>b. Nomination & Remuneration Committee - Yes<br>c. Stakeholders Relationship Committee - Yes<br>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 23.01.2021 and this report will be placed before the Board of Directors in the next Meeting.  |

**Place:** Kolkata  
**Date:** 13.04.2021

For **Birla Corporation Limited**

**Sd/-**  
**(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.*

**Compliance Report on Corporate Governance  
for the Financial Year ended on 31st March, 2021**

**I. Disclosure on website in terms of Listing Regulations:**

| <b>Item</b>   | <b>Compliance status<br/>(Yes/No/NA)<br/>Refer note below</b> | <b>If Yes provide link to website. If<br/>No / NA provide reasons</b>   |
|---|---|---|
| <b>As per Regulation 46(2) of the LODR:</b>   |   |   |
| a) Details of business  | Yes   | <a href="https://www.birlacorporation.com/">https://www.birlacorporation.com/</a>   |
| b) Terms and conditions of appointment of independent directors   | Yes   | <a href="https://www.birlacorporation.com/letter-of-appointment.pdf">https://www.birlacorporation.com/letter-of-appointment.pdf</a>   |
| c) Composition of various committees of Board of Directors  | Yes   | <a href="https://www.birlacorporation.com/board-committees.html">https://www.birlacorporation.com/board-committees.html</a>   |
| d) Code of conduct of Board of Directors and Senior Management Personnel  | Yes   | <a href="https://www.birlacorporation.com/investors/code-of-conduct/code-of-conduct-director-and-senior-management.pdf">https://www.birlacorporation.com/investors/code-of-conduct/code-of-conduct-director-and-senior-management.pdf</a> |
| e) Details of establishment of Vigil Mechanism/ Whistle Blower policy   | Yes   | <a href="https://www.birlacorporation.com/investors/vigil-mechanism-whistle-blower-policy.pdf">https://www.birlacorporation.com/investors/vigil-mechanism-whistle-blower-policy.pdf</a>   |
| f) Criteria of making payments to Non-Executive Directors   | Yes   | <a href="https://www.birlacorporation.com/investors/nomination-and-remuneration-policy.pdf">https://www.birlacorporation.com/investors/nomination-and-remuneration-policy.pdf</a>   |
| g) Policy on dealing with Related Party Transactions  | Yes   | <a href="https://www.birlacorporation.com/investors/policies/related-party-transactions-policy.pdf">https://www.birlacorporation.com/investors/policies/related-party-transactions-policy.pdf</a>   |
| h) Policy for determining 'material' subsidiaries   | Yes   | <a href="https://www.birlacorporation.com/investors/policies/policy-on-material-subsiary.pdf">https://www.birlacorporation.com/investors/policies/policy-on-material-subsiary.pdf</a>   |
| i) Details of familiarization programmes imparted to Independent Directors  | Yes   | <a href="https://www.birlacorporation.com/directors-induction.html">https://www.birlacorporation.com/directors-induction.html</a>   |
| j) Email address for grievance redressal and other relevant details   | Yes   | <a href="https://www.birlacorporation.com/investors-grievance.html">https://www.birlacorporation.com/investors-grievance.html</a>   |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances                              | Yes   | <a href="https://www.birlacorporation.com/contact.html">https://www.birlacorporation.com/contact.html</a>   |
| l) Financial results  | Yes   | <a href="https://www.birlacorporation.com/financial-results.html">https://www.birlacorporation.com/financial-results.html</a>   |
| m) Shareholding pattern   | Yes   | <a href="https://www.birlacorporation.com/stock-exchanges-notices-disclosures.html">https://www.birlacorporation.com/stock-exchanges-notices-disclosures.html</a>   |
| n) Details of agreements entered into with the media companies and/or their associates  | NA  | NA  |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission | NA  | NA  |

| Item   | Compliance status<br>(Yes/No/NA)<br>Refer note below | If Yes provide link to website. If No / NA provide reasons  |
|--|--|---|
| to stock exchange  |  |   |
| p) New name and the old name of the listed entity  | NA   | NA  |
| q) Advertisements as per Regulation 47 (1)   | Yes  | <a href="https://www.birlacorporation.com/notice.html">https://www.birlacorporation.com/notice.html</a>   |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments                 | Yes  | <a href="https://www.birlacorporation.com/credit-ratings.html">https://www.birlacorporation.com/credit-ratings.html</a>   |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes  | <a href="https://www.birlacorporation.com/subsidiaries.html">https://www.birlacorporation.com/subsidiaries.html</a>   |
| <b>As per other Regulations of the LODR:</b>   |  |   |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2)                | Yes  | <a href="https://www.birlacorporation.com/">https://www.birlacorporation.com/</a>   |
| b) Materiality Policy as per Regulation 30   | Yes  | <a href="https://www.birlacorporation.com/investors/policies/materiality-policy.pdf">https://www.birlacorporation.com/investors/policies/materiality-policy.pdf</a>                     |
| c) Dividend Distribution policy as per Regulation 43A (as applicable)  | Yes  | <a href="https://www.birlacorporation.com/investors/policies/dividend-distribution-policy.pdf">https://www.birlacorporation.com/investors/policies/dividend-distribution-policy.pdf</a> |
| It is certified that these contents on the website of the listed entity are correct.                                     |  |   |

## II. Annual Affirmations

| Particulars   | Regulation Number      | Compliance status<br>(Yes/No/NA)<br>Refer note below |
|---|------------------------|--|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility' | 16(1)(b) & 25(6)       | Yes  |
| Board composition   | 17(1), 17(1A) & 17(1B) | Yes  |
| Meeting of board of directors   | 17(2)                  | Yes  |
| Quorum of board meeting   | 17(2A)                 | Yes  |
| Review of Compliance Reports  | 17(3)                  | Yes  |
| Plans for orderly succession for appointments   | 17(4)                  | Yes  |
| Code of Conduct   | 17(5)                  | Yes  |
| Fees/compensation   | 17(6)                  | Yes  |
| Minimum Information   | 17(7)                  | Yes  |
| Compliance Certificate  | 17(8)                  | Yes  |
| Risk Assessment & Management  | 17(9)                  | Yes  |
| Performance Evaluation of Independent Directors   | 17(10)                 | Yes  |
| Recommendation of board   | 17(11)                 | Yes  |
| Maximum number of directorship  | 17A                    | Yes  |
| Composition of Audit Committee  | 18(1)                  | Yes  |
| Meeting of Audit Committee  | 18(2)                  | Yes  |
| Composition of Nomination & Remuneration Committee  | 19(1) & (2)            | Yes  |
| Quorum of Nomination and Remuneration Committee meeting   | 19(2A)                 | Yes  |
| Meeting of Nomination & Remuneration Committee  | 19(3A)                 | Yes  |
| Composition of Stakeholder Relationship Committee   | 20(1), 20(2) and       | Yes  |

| <b>Particulars</b>  | <b>Regulation Number</b>        | <b>Compliance status<br/>(Yes/No/NA)<br/>Refer note below</b> |
|---|---------------------------------|---|
|   | 20(2A)                          |   |
| Meeting of Stakeholder Relationship Committee   | 20 (3A)                         | Yes   |
| Composition and role of Risk Management Committee   | 21(1),(2),(3),(4)               | Yes   |
| Meeting of Risk Management Committee  | 21(3A)                          | Yes   |
| Vigil Mechanism   | 22                              | Yes   |
| Policy for related party Transaction  | 23(1),(1A),(5),(6),(7)<br>& (8) | Yes   |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)                      | Yes   |
| Approval for material related party transactions  | 23(4)                           | NA  |
| Disclosure of related party transactions on consolidated basis  | 23(9)                           | Yes   |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                           | Yes   |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6)         | Yes   |
| Annual Secretarial Compliance Report  | 24(A)                           | Yes   |
| Alternate Director to Independent Director  | 25(1)                           | NA  |
| Maximum Tenure  | 25(2)                           | Yes   |
| Meeting of Independent Directors  | 25(3) & (4)                     | Yes   |
| Familiarization of Independent Directors  | 25(7)                           | Yes   |
| Declaration from Independent Director   | 25(8) & (9)                     | Yes   |
| Directors and Officers insurance  | 25(10)                          | Yes   |
| Memberships in Committees   | 26(1)                           | Yes   |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                           | Yes   |
| Disclosure of Shareholding by Non- Executive Directors  | 26(4)                           | Yes   |
| Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)                   | Yes   |

### **III. Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: **Yes**

**Place:** Kolkata

**For Birla Corporation Limited**

**Date:** 13.04.2021

**Sd/-  
(Manoj Kumar Mehta)  
Company Secretary & Legal Head**