

Report on Corporate Governance

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 30th June, 2024

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN/DIN	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(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons 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
Ms.	Shailaja Chandra	-	Independent/ Non-Executive	05.02.2015	05.02.2020	-	No	Active	Yes	13.08.2019	112.26 months	17.06.1944	3	3	5	2
Mr.	Dilip Ganesh Karnik	-	Non-Independent/ Non-Executive	11.11.2017	-	-	No	Active	NA	NA	-	10.05.1950	2	1	3	0
Mr.	Anup Singh	-	Independent/ Non-Executive	19.03.2024	19.03.2024	-	No	Active	Yes	17.03.2024	3.13 months	21.03.1945	1	1	2	1

Ms.	Chitkala Zutshi	-	Independent/ Non-Executive	19.03.2024	19.03.2024	-	No	Active	Yes	17.03.2024	3.13 months	25.03.1949	2	2	2	1
Ms.	Rajni Sekhri Sibal	-	Independent/ Non-Executive	19.03.2024	19.03.2024	-	No	Active	NA	NA	3.13 months	12.02.1960	3	3	4	1
Dr.	Rajeev Malhotra	-	Independent/ Non-Executive	19.03.2024	19.03.2024	-	No	Active	NA	NA	3.13 months	08.01.1964	1	1	1	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													

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 Anup Singh	Chairman- Non-Executive & Independent	01.04.2024	
		Smt. Shailaja Chandra	Member- Non-Executive & Independent	06.08.2022	
		Smt. Chitkala Zutshi	Member- Non-Executive & Independent	01.04.2024	
		Dr. Rajeev Malhotra	Member- Non-Executive & Independent	01.04.2024	
		Shri Sandip Ghose	Member- Executive Director	01.01.2023	
2. Nomination & Remuneration Committee	Yes	Smt. Shailaja Chandra	Chairman- Non-Executive & Independent	01.04.2024	
		Shri Harsh Vardhan Lodha	Member- Non-Executive & Non Independent	30.03.2014	
		Shri Anup Singh	Member- Non-Executive & Independent	01.04.2024	
		Smt. Chitkala Zutshi	Member- Non-Executive & Independent	01.04.2024	
		Smt. Rajni Sekhri Sibal	Member- Non-Executive & Independent	01.04.2024	

Name of Committee	WHETHER REGULAR CHAIRPERSON APPOINTED	NAME OF COMMITTEE MEMBERS	CATEGORY (CHAIRPERSON/EXECUTIVE/NON-EXECUTIVE/INDEPENDENT/NOMINEE)	DATE OF APPOINTMENT	DATE OF CESSATION
3. Risk Management Committee	Yes	Smt. Shailaja Chandra*	Chairperson- Non-Executive & Independent	01.04.2019	
		Shri Dilip Ganesh Karnik	Member- Non-Executive & Non Independent	01.04.2019	
		Shri Aditya Saraogi	Member- Chief Financial Officer	01.04.2019	
		Shri Sandip Ghose	Member - Executive	01.01.2023	
4. Stakeholders Relationship Committee	Yes	Shri Harsh Vardhan Lodha	Chairman- Non-Executive & Non Independent	20.07.2000	
		Shri Anup Singh	Member- Non-Executive & Independent	01.04.2024	
		Shri Sandip Ghose	Member- Executive	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)
06-02-2024	-	Yes	7	7	4	-
22-03-2024	-	Yes	11	10	8	44
	04-05-2024	Yes	8	8	5	42

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							
03-05-2024	Yes	5	5	4	0	05-02-2024	87
Stakeholders Relationship Committee							
04-05-2024	Yes	3	3	1	0	06-02-2024	87
Nomination & Remuneration Committee							
03-05-2024	Yes	5	5	4	0	-	-
Risk Management Committee							
-	-	-	-	-	-	08-01-2024	-

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 04.05.2024 and this report will be placed before the Board of Directors in the next Meeting.

Place: Kolkata

Date: 17.07.2024

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.