

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

I. Composition of Board Directors								
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson / Executive/ Non-Executive/ 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 Listed Regulations)	No 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	2	2	0
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	-

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson / Executive/ Non-Executive/ 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
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	Maximum gap between any two consecutive (in number of days)	
26.05.2017	12.08.2017	77 days	
IV. Meeting of Committees			
Date(s) of Meetings (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committees in previous quarter	Maximum gap between any two consecutive (in number of days)*
11.08.2017 (Audit)	yes	25.05.2017	77 days
29.09.2017 (Nomination & Remuneration)	yes	25.05.2017	126 days
12.08.2017 (Stakeholders Relationship)	yes	26.05.2017	77 days
* This information has to be mandatory be given for audit committee, rest of the committee giving this information is optional			
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
VI. Affirmations	
1. The composition of the Board of Directors is in the 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"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk Management committee (Not Applicable)
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 12.08.2017 and this report will be place before the Board of Directors in the next Meeting.	

Yours faithfully
For **BIRLA CORPORATION LIMITED**

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

Form to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Yours faithfully

For **BIRLA CORPORATION LIMITED**

(GIRISH SHARMA)

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