

A. COMPLIANCE REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY A LISTED ENTITY ON A QUARTERLY BASIS

1. **Name of the Listed Entity:** BIRLA CORPORATION LIMITED
2. **Quarter ending:** 31st March, 2025

I. COMPOSITION OF BOARD OF DIRECTORS												
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/in dependent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	Harsh Vardhan Lodha	-	Chairperson related to Promoter /Non-Independent/ Non-Executive	23.04.1996	–	–	–	13.02.1967	5	0	1	1
Mr.	Dilip Ganesh Karnik	-	Non-Independent/ Non-Executive	11.11.2017	–	–	–	10.05.1950	2	1	2	0
Mr.	Anup Singh	-	Independent/ Non-Executive	19.03.2024	19.03.2024	–	12.13 months	21.03.1945	1	1	2	1

Ms.	Chitkala Zutshi	-	Independent/ Non-Executive	19.03.2024	19.03.2024	–	12.13 months	25.03.1949	2	2	2	1
Ms.	Rajni Sekhri Sibal	-	Independent/ Non-Executive	19.03.2024	19.03.2024	–	12.13 months	12.02.1960	3	3	5	1
Dr.	Rajeev Malhotra	-	Independent/ Non-Executive	19.03.2024	19.03.2024	–	12.13 months	08.01.1964	1	1	1	0
Mr.	Sandip Ghose	-	Executive/ Managing Director & Chief Executive Officer	01.12.2022	–	–	–	17.09.1960	1	0	2	0
Ms.	Shailaja Chandra*	-	Independent/ Non-Executive	05.02.2015	05.02.2020	04.02.2025	120 months	17.06.1944	3	3	5	2
		Whether Regular chairperson appointed – Yes										
		Whether Chairperson is related to managing director or CEO – No										

* Smt. Shailaja Chandra ceased to be the Independent Director of the Company with effect from close of business hours of 4th February, 2025 on account of completion of tenure. The details of her Directorship and Committee Membership are provided as on 4th February, 2025.

II. COMPOSITION OF COMMITTEES (Only those Committees that are mandatorily required to be reported under this Section have been disclosed.)					
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. Chitkala Zutshi	Member- Non-Executive & Independent	01.04.2024	-
		Dr. Rajeev Malhotra	Member- Non-Executive & Independent	01.04.2024	-
		Shri Sandip Ghose	Member- Executive	01.01.2023	-

		Smt. Shailaja Chandra	Member- Non-Executive & Independent	06.08.2022	05.02.2025
2. Nomination & Remuneration Committee	Yes	Shri Anup Singh#	Chairman- Non-Executive & Independent	01.04.2024	-
		Shri Harsh Vardhan Lodha	Member- Non-Executive & Non Independent	30.03.2014	-
		Smt. Chitkala Zutshi	Member- Non-Executive & Independent	01.04.2024	-
		Smt. Rajni Sekhri Sibal	Member- Non-Executive & Independent	01.04.2024	-
		Smt. Shailaja Chandra	Chairperson- Non-Executive & Independent	01.04.2024	05.02.2025
3. Risk Management Committee	Yes	Smt. Chitkala Zutshi	Chairperson- Non-Executive & Independent	05.02.2025	
		Shri Dilip Ganesh Karnik	Member- Non-Executive & Non Independent	01.04.2019	-
		Dr. Rajeev Malhotra	Member- Non-Executive & Independent	05.02.2025	
		Shri Sandip Ghose	Member - Executive	01.01.2023	-
		Shri Aditya Saraogi	Member- Group Chief Financial Officer	01.04.2019	-
		Smt. Shailaja Chandra*	Chairperson- Non-Executive & Independent	01.04.2019	05.02.2025
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.

Appointed as Chairman of the Committee with effect from 05.02.2025

III. Meeting of Board of Directors						
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	
04-02-2025	Yes	8	5	23-10-2024	103	
28-03-2025*	Yes	7	4	-	51	
* The Meeting of the Board of Directors was held on 28-03-2025 and continued till 29-03-2025.						
IV. Meeting of Committees						
Name of the Committee	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 the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	03-02-2025	Yes	5	4	22-10-2024	103

Stakeholders Relationship Committee	04-02-2025	Yes	3	1	23-10-2024	103
Risk Management Committee	29-01-2025	Yes	4	1	-	-
V. Affirmations						
1. The composition of 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 (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000) - 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 Board of Directors at its meeting held on 04.02.2025 and this report will be placed before the Board of Directors in the next meeting.						

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.

Place: Kolkata
Date: 28.04.2025

FOR BIRLA CORPORATION LIMITED

Sd/-

Manoj Kumar Mehta
Company Secretary & Legal Head

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	00
No. of investor complaints received during the Quarter	03
No. of investor complaints disposed off during the Quarter	01
No. of investor complaints those remaining unresolved at the end of the Quarter	02

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1.	NIL	NIL	NIL	NIL	NIL

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	NIL	NIL	NIL	NIL	NIL

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1.	NIL	NIL	NIL	NIL

H. WEBSITE AFFIRMATIONS

I. Disclosure on website in terms of LODR Regulations:

Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
As per Regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.birlacorporation.com/company-profile.html
aa) Memorandum of Association and Articles of Association	Yes	https://birlacorporation.com/investors/downloads/MOA-and-AOA2024.pdf
ab) Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://birlacorporation.com/board-of-directors.html
b) Terms and conditions of appointment of independent directors	Yes	https://www.birlacorporation.com/Draft-Letter-of-Appointment-of-Independent-Director.pdf
c) Composition of various committees of Board of Directors	Yes	https://www.birlacorporation.com/board-committees.html
d) Code of conduct of Board of Directors and Senior Management Personnel	Yes	https://www.birlacorporation.com/investors/code-of-conduct/code-of-conduct-director-and-senior-management.pdf
e) Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes	https://www.birlacorporation.com/investors/vigil-mechanism-whistle-blower-policy.pdf
f) Criteria of making payments to Non-Executive Directors	Yes	https://birlacorporation.com/investors/Nomination-and-Remuneration-Policy-09-05-2023.pdf
g) Policy on dealing with Related Party Transactions	Yes	https://www.birlacorporation.com/investors/policies/policy-on-related-party-transactions-BCL.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://www.birlacorporation.com/investors/policies/policy-on-material-subsiary.pdf
i) Details of familiarization programmes imparted to Independent Directors	Yes	https://www.birlacorporation.com/directors-induction.html
j) Email address for grievance redressal and other relevant details	Yes	https://www.birlacorporation.com/investors-grievance.html
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.birlacorporation.com/contact.html
l) Financial results	Yes	https://www.birlacorporation.com/financial-results.html
m) Shareholding pattern	Yes	https://www.birlacorporation.com/stock-exchanges-notices-disclosures.html
n) Details of agreements entered into with the media companies and/or their associates	NA	

Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	https://www.birlacorporation.com/notice.html
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	https://birlacorporation.com/earnings-call-transcript.html
p) New name and the old name of the listed entity	NA	
q) Advertisements as per Regulation 47 (1)	Yes	https://www.birlacorporation.com/notice.html
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.birlacorporation.com/credit-ratings.html
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.birlacorporation.com/subsidiaries.html
t) Secretarial Compliance Report	Yes	https://www.birlacorporation.com/notice.html
u) Materiality Policy as per Regulation 30 (4)	Yes	www.birlacorporation.com/investors/policies/materiality-policy.pdf
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://birlacorporation.com/notice.html
w) Disclosures under regulation 30(8)	Yes	https://birlacorporation.com/notice.html
x) Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	https://birlacorporation.com/notice.html
y) Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.birlacorporation.com/investors/policies/dividend-distribution-policy.pdf
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://birlacorporation.com/annual-return.html
za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
✓ Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	-
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	-

I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	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
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	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
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6) & (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	24(2),(3),(4),(5) &	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
respect to subsidiary of listed entity	(6)	
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
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
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
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
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA
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 LODR 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. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		

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: 28.04.2025

Sd/-

(Manoj Kumar Mehta)
Company Secretary & Legal Head

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.

HALF YEAR ENDING 31ST MARCH, 2025

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. <small>refer note below</small>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	50,00,00,000	100,00,00,000	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	9,00,000	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-
II. Affirmations All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. Sd/- Name: Aditya Saraogi Designation: Group Chief Financial Officer			
Note 1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt; a) by a government company to/ for the Government or government company b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company ; and d) by the listed entity to its employees or directors as a part of the service conditions 2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.			