

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 December, 2024

| 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 |
| Ms. | Shailaja Chandra | - | Independent/ Non-Executive | 05.02.2015 | 05.02.2020 | - | 118.26 months | 17.06.1944 | 3 | 3 | 5 | 2 |
| 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 | - | 9.13 months | 21.03.1945 | 1 | 1 | 2 | 1 |
| Ms. | Chitkala Zutshi | - | Independent/ Non-Executive | 19.03.2024 | 19.03.2024 | - | 9.13 months | 25.03.1949 | 2 | 2 | 2 | 1 |
| Ms. | Rajni Sekhri Sibal | - | Independent/ Non-Executive | 19.03.2024 | 19.03.2024 | - | 9.13 months | 12.02.1960 | 3 | 3 | 3 | 1 |
| Dr. | Rajeev Malhotra | - | Independent/ Non-Executive | 19.03.2024 | 19.03.2024 | - | 9.13 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 |
| | | 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 | 01.01.2023 | - |
| 2. Nomination & Remuneration Committee | Yes | Smt. Shailaja Chandra | Chairperson- 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 | - |
| 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 Sandip Ghose | Member - Executive | 01.01.2023 | - |
| | | Shri Aditya Saraogi | Member- Chief Financial Officer | 01.04.2019 | - |
| | | | | | |
| 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 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) |
| 23-10-2024 | Yes | 8 | 5 | 08-08-2024 | 75 |
| 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 | 22-10-2024 | Yes | 5 | 4 | 07-08-2024 | 75 |
| Stakeholders Relationship Committee | 23-10-2024 | Yes | 3 | 1 | 08-08-2024 | 75 |
| Risk Management Committee | - | - | - | - | 25-07-2024 | - |

| V. Affirmations |
|--|
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination & remuneration committee- Yes</p> <p>c. Stakeholders relationship committee- Yes</p> <p>d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000) - Yes</p> <p>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</p> <p>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</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors at its meeting held on 23.10.2024 and this report will be placed before the Board of Directors in the next meeting.</p> |

Place: Kolkata
Date: 27.01.2025

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.

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 | 01 |
| No. of investor complaints disposed off during the Quarter | 01 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 00 |

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 |