

Report on Corporate Governance

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 31st March, 2022

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 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 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		Chairperson/ Non-Independent/ Non-Executive	23.04.1996	25.08.2020	–	NA	NA	–	13.02.1967	5	0	1	1
Mr.	Arvind Pathak		Executive/ Managing Director & Chief Executive Officer	31.03.2021	–	–	NA	NA	-	08.01.1959	1	0	1	0
Mr.	Vikram Swarup		Independent/ Non-Executive	30.11.2006	01.04.2019	–	NA	NA	184 months	16.09.1948	2	2	3	1

Mr.	Anand Bordia		Independent/ Non-Executive	31.07.2006	01.04.2019	–	Yes	20.07.2018	188 months	10.09.1944	2	2	2	0
Mr.	Brij Behari Tandon		Independent/ Non-Executive	30.05.2007	01.04.2019	–	Yes	20.07.2018	178 months	30.06.1941	3	3	4	0
Mr.	Dhruba Narayan Ghosh		Independent/ Non-Executive	31.10.2007	01.04.2019	–	Yes	20.07.2018	173 months	06.08.1928	1	1	0	0
Mr.	Deepak Nayyar		Independent/ Non-Executive	22.04.2010	01.04.2019	–	Yes	20.07.2018	143 months	26.09.1946	1	1	2	0
Ms.	Shailaja Chandra		Independent/ Non-Executive	05.02.2015	05.02.2020	–	Yes	13.08.2019	85 months	17.06.1944	3	3	3	1
Mr.	Dilip Ganesh Karnik		Non-Independent/ Non-Executive	11.11.2017	29.09.2021	–	NA	NA	–	10.05.1950	4	1	3	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 Vikram Swarup Shri Anand Bordia Shri Brij Behari Tandon Dr. Deepak Nayyar	Chairman- Non-Executive & Independent Member- Non-Executive & Independent Member- Non-Executive & Independent Member- Non-Executive & Independent	15.06.2005 31.01.2007 27.01.2009 20.05.2013	
2. Nomination & Remuneration Committee	Yes	Shri Vikram Swarup Shri Harsh V. Lodha Shri Anand Bordia Shri Brij Behari Tandon Dr. Deepak Nayyar	Chairman- Non-Executive & Independent Member- Non-Executive & Non Independent Member- Non-Executive & Independent Member- Non-Executive & Independent Member- Non-Executive & Independent	31.01.2005 30.03.2014 07.05.2009 07.05.2009 20.05.2013	

3. Risk Management Committee	Yes	Shri Brij Behari Tandon Smt. Shailaja Chandra Shri Dilip Ganesh Karnik Shri Arvind Pathak Shri Aditya Saraogi	Chairman- Non-Executive & Independent Member- Non-Executive & Independent Member- Non-Executive & Non Independent Member- Executive Member	01.04.2019 01.04.2019 01.04.2019 13.05.2021 01.04.2019	
4. Stakeholders Relationship Committee	Yes	Shri Harsh V. Lodha Shri Vikram Swarup Shri Arvind Pathak	Chairman- Non-Executive & Non Independent Member- Non-Executive & Independent Member- Executive	20.07.2000 21.07.2010 13.05.2021	

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	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
10-11-2021	-	Yes	-	-	-
	18-01-2022	Yes	8	5	68
-	04-02-2022	Yes	8	5	16

IV. Meeting of Committees					
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					
03-02-2022	Yes	3	3	09-11-2021	85
Nomination & Remuneration Committee					
-	-	-	-	-	-
Stakeholders Relationship Committee					
04-02-2022	Yes	3	1	10-11-2021	-
Risk Management Committee					
31-01-2022	Yes	4	1		-

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.	

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.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors- Yes.

Place: Kolkata

Date: 18.04.2022

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, 2022**

I. Disclosure on website in terms of Listing 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/
b) Terms and conditions of appointment of independent directors	Yes	https://www.birlacorporation.com/letter-of-appointment.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://www.birlacorporation.com/investors/nomination-and-remuneration-policy.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	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.birlacorporation.com/notice.html

Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
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
As per other Regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.birlacorporation.com/
b) Materiality Policy as per Regulation 30	Yes	https://www.birlacorporation.com/investors/policies/materiality-policy.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.birlacorporation.com/investors/policies/dividend-distribution-policy.pdf
It is certified that these contents on the website of the listed entity are correct.		

II. Annual Affirmations

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) & 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

Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
	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) & (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: 18.04.2022

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

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending 31st March, 2022

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	-	-	
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	-	-	
(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: 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.			