

Report on Corporate Governance

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 31st December, 2021

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	181 months	16.09.1948	2	2	3	1

Mr.	Anand Bordia		Independent/ Non-Executive	31.07.2006	01.04.2019	_	Yes	20.07.2018	185 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	175 months	30.06.1941	4	4	5	0
Mr.	Dhruba Narayan Ghosh		Independent/ Non-Executive	31.10.2007	01.04.2019	_	Yes	20.07.2018	170 months	06.08.1928	1	1	0	0
Mr.	Deepak Nayyar		Independent/ Non-Executive	22.04.2010	01.04.2019	_	Yes	20.07.2018	140 months	26.09.1946	1	1	2	0
Ms.	Shailaja Chandra		Independent/ Non-Executive	05.02.2015	05.02.2020	_	Yes	13.08.2019	82 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)
05-08-2021	-	Yes	8	5	-
10-09-2021	-	Yes	8	5	35
-	10-11-2021	Yes	7	5	60

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					
09-11-2021	Yes	3	3	04-08-2021	96
Nomination & Remuneration Committee					
-	-	-	-	10-09-2021	-
Stakeholders Relationship Committee					
10-11-2021	Yes	3	1	05.08.2021	96
Risk Management Committee					
-	-	-	-	04-08-2021	-

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.	The Report submitted in the previous quarter has been placed before the Board of Directors at its meeting held on 10.11.2021 and this report will be placed before the Board of Directors in the next Meeting.

Place: Kolkata

Date: 18.01.2022

For **BIRLA CORPORATION LIMITED**

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.