

Quarterly Compliance Report on Corporate Governance

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 31ST MARCH, 2020

I. Composition of Board of Directors														
Title (Mr./Ms)	Name of the Director	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	00394094	Chairperson/ Non-Independent/ Non-Executive	23.04.1996	31.07.2017	_	NA	NA	_	13.02.1967	5	0	0	1
Mr.	Pracheta Majumdar	00179118	Executive/ Whole time Director & Chief Executive Officer	28.10.2003	20.05.2018	_	NA	NA	_	15.08.1944	2	0	2	0
Mr.	Vikram Swarup	00163543	Independent/ Non-Executive	30.11.2006	01.04.2019	_	NA	NA	160 months	16.09.1948	1	1	2	1

Mr.	Anand Bordia	00679165	Independent/ Non-Executive	31.07.2006	01.04.2019	_	Yes	20.07.2018	164 months	10.09.1944	2	2	2	0
Mr.	Brij Behari Tandon	00740511	Independent/ Non-Executive	30.05.2007	01.04.2019	_	Yes	20.07.2018	154 months	30.06.1941	4	4	5	0
Mr.	Dhruba Narayan Ghosh	00012608	Independent/ Non-Executive	31.10.2007	01.04.2019	_	Yes	20.07.2018	149 months	06.08.1928	1	1	0	0
Mr.	Deepak Nayyar	00348529	Independent/ Non-Executive	22.04.2010	01.04.2019	_	NA	NA	119 months	26.09.1946	1	1	2	0
Ms.	Shailaja Chandra	03320688	Independent/ Non-Executive	05.02.2015	05.02.2020	_	Yes	13.08.2019	61 months	17.06.1944	2	2	0	0
Mr.	Dilip Ganesh Karnik	06419513	Non- Independent/ Non-Executive	11.11.2017	11.11.2017	_	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 Bihari 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 Sandip Ranjan Ghose Shri Aditya Saraogi	Chairman- Non-Executive & Independent Member- Non-Executive & Independent Member- Non-Executive & Non Independent Member Member	01.04.2019 01.04.2019 01.04.2019 01.04.2019 01.04.2019	
4. Stakeholders Relationship Committee	Yes	Shri Harsh V. Lodha Shri Pracheta Majumdar Shri Vikram Swarup	Chairman- Non-Executive & Non Independent Member- Executive Member- Non-Executive & Independent	20.07.2000 21.07.2010 21.07.2010	

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)
05.11.2019	29.01.2020	Yes	8	5	84

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					
28.01.2020	Yes	3	3	04.11.2019	84 days
Nomination & Remuneration					
NIL	NA	NA	NA	NIL	
Stakeholders Relationship					
29.01.2020	Yes	3	1	05.11.2019	84 days

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 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 29.01.2020 and this report will be placed before the Board of Directors in the next Meeting.

Place: Kolkata

Date: 12.05.2020

For Birla Corporation Limited

**Sd/-
(Girish Sharma)
Jt. President (Indirect Taxes)
& Company Secretary**

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, 2020**

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	Disclosed in the Annual Report of the F.Y. 2018-19
g) Policy on dealing with Related Party Transactions	Yes	https://www.birlacorporation.com/investors/policies/related-party-transactions-policy.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://www.birlacorporation.com/investors/policies/policy-on-material-subsidiary.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	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	NA	NA

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	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 20(2A)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
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: 12.05.2020

**Sd/-
(Girish Sharma)
Jt. President (Indirect Taxes)
& Company Secretary**