

Quarterly Compliance Report on Corporate Governance

1.Name of Listed Entity: BIRLA CORPORATION LIMITED

2.Quarter ending: 30th September, 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 | 25.08.2020 | – | NA | NA | – | 13.02.1967 | 5 | 0 | 0 | 1 |
| Mr. | Pracheta Majumdar | 00179118 | Executive/ Whole time Director &Chief | 28.10.2003 | 20.05.2018 | – | NA | NA | – | 15.08.1944 | 2 | 0 | 2 | 0 |

| | | | | | | | | | | | | | | |
|-----|----------------------|----------|---------------------------------|------------|------------|---|-----|------------|------------|------------|---|---|---|---|
| | | | Executive Officer | | | | | | | | | | | |
| Mr. | Vikram Swarup | 00163543 | Independent / Non-Executive | 30.11.2006 | 01.04.2019 | _ | NA | NA | 166 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 | 170 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 | 160 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 | 155 months | 06.08.1928 | 1 | 1 | 0 | 0 |
| Mr. | Deepak Nayyar | 00348529 | Independent / Non-Executive | 22.04.2010 | 01.04.2019 | _ | NA | NA | 125 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 | 67 months | 17.06.1944 | 3 | 3 | 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 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 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 | 30.09.2020 |
| 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) |
| 22.05.2020 | 07.08.2020 | Yes | 9 | 6 | 76 |
| <i>* to be filled in only for the current quarter meetings.</i> | | | | | |

| 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 | | | | | |
| 06.08.2020 | Yes | 4 | 4 | 20.05.2020 | 77days |
| Nomination & Remuneration Committee | | | | | |
| 06.08.2020 | Yes | 5 | 4 | 22.05.2020 | 75 days |
| Stakeholders Relationship Committee | | | | | |
| 07.08.2020 | Yes | 3 | 1 | 22.05.2020 | 76 days |
| <i>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</i> | | | | | |

| 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 07.08.2020 and this report will be placed before the Board of Directors in the next Meeting. |

Note: The Single Bench of the Hon'ble High Court at Calcutta by an Order dated 18th September, 2020 in a probate proceeding in which the Company is not a party, has inter-alia stated in paragraph (b) at page 155 of the said Order that the plaintiff No.1, Mr. Harsh Vardhan Lodha is restrained from holding any office in any of the entities of M.P. Birla Group. However, in appeals against the said Order inter-alia by the Company, the Hon'ble Division Bench vide Order dated 1st October, 2020 has inter-alia clarified that "the operation of paragraph (b) among the directions would be a restriction on plaintiff no. 1 Harsh Vardhan Lodha to the extent of it being a restriction from holding any office in any of the entities of the M P Birla Group during the pendency of the suit, on the strength of the shares referable to the estate of PDB (Priyamvada Devi Birla). "

Place: Kolkata

Date: 15.10.2020

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.

Annexure-III

Quarterly Compliance Report on Corporate Governance for the Half Year ended on 30th September, 2020

Affirmations:

| Broad heading | Regulation Number | Compliance status (Yes/ No/ NA) refer note below |
|--|--------------------------------------|---|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | 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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here

For Birla Corporation Limited

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