

# BIRLA CABLE LTD.

(Formerly Birla Ericsson Optical Ltd.)

Regd. Office & Works: Udyog Vihar, P.O. Chorhata, Rewa - 486 006 Madhya Pradesh, India

CIN: L31300MP1992PLC007190

Telephone: +91 7662 400580, Fax: +91 7662 400680

Email: headoffice@birlacable.com; Website: www.birlacable.com

BIRLA CABLE/CS/16-17/

12 OCT 2016

BSE Ltd.  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
P.J.Towers, Dalal Street,  
Fort,  
**MUMBAI-400 001**

**Company's Scrip Code: 500060**

The Manager,  
Listing Department,  
The National Stock Exchange of India Ltd,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E),  
**MUMBAI-400 051**

**Company's Scrip Code: BIRLACABLE**

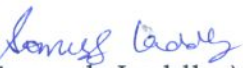
Dear Sir,

**Sub: Compliance Report of Corporate Governance for  
the Quarter and half year ended 30.09.2016**

In compliance with the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Report of Corporate Governance for the quarter and half year ended 30<sup>th</sup> September, 2016. We hope you will find the same in order.

Thanking you,

Yours faithfully,  
For Birla Cable Ltd.

  
(Somesh Laddha)  
Company Secretary

Encl: As above.

**BIRLA CABLE**

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Birla Cable Limited (Formerly Birla Ericsson Optical Limited)  
 (2) Quarter ending : 30.09.2016

(I) Composition of Board of Directors

| Title<br>(Mr./Mrs.) | Name of the Director | PAN<br>&<br>DIN           | Category<br>(Chairperson/<br>Executive/<br>Non-Executive/<br>Independent/<br>Nominee) & | Date of<br>Appointment<br>in the current<br>term/cessation | Tenure  | No. of<br>Directorship<br>in listed<br>entities<br>including this<br>listed entity<br>(Refer<br>Regulation 25(1)<br>of Listing<br>Regulations) | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation 26(1)<br>of Listing<br>Regulations) | No. of post<br>of Chairperson in<br>Audit/Stakeholder<br>Committee held<br>in listed entities<br>including this<br>listed entity<br>(Refer<br>Regulation 26(1)<br>of Listing<br>Regulations) |
|---------------------|----------------------|---------------------------|---|--|---------|--|---|--|
| Mr.                 | Harsh V Lodha        | AASPH5152N<br>& '00394094 | Chairperson -<br>Non-Executive  | 29.10.2007   | -       | 5  | -   | 2  |
| Mr.                 | D.R.Bansal           | ADOPB9671K<br>& '00050612 | Non-Executive   | 04.05.2012   | -       | 2  | 2   | -  |
| Mr.                 | R.C.Tapuriah         | ABKPT4204C<br>& '00395997 | Independent   | 12.08.2014   | 5 Years | 4  | 4   | 4  |
| Dr.                 | Aravind Srinivasan   | AKYPS6834Q<br>& '00088037 | Independent   | 12.08.2014   | 5 Years | 1  | 2   | -  |
| Mr.                 | Arun Kishore         | AALPK4960C<br>& '00177831 | Independent   | 12.08.2014   | 5 Years | 1  | 1   | -  |
| Mr.                 | K.Raghuraman         | AAAPR2131D<br>& '00320507 | Independent   | 12.08.2014   | 5 Years | 6  | 4   | 3  |
| Mrs.                | Archana Capoor       | ABSPC4053C<br>& '01204170 | Independent   | 10.11.2014   | 5 Years | 4  | 1   | -  |



*Sanjay Bhatnagar*

**(II) Composition of Committees**

| Name of Committee                            | Name of Committee Members   | Category<br>(Chairperson/Executive/Non-Executive/Independent/Nominee)  |
|--|---|--|
| 1. Audit Committee                           | Mr. R.C.Tapuriah<br>Dr. Aravind Srinivasan<br>Mr. Arun Kishore<br>Mr. K. Raghuraman | Chairperson - Independent<br>Independent<br>Independent<br>Independent |
| 2. Nomination & Remuneration Committee       | Mr. R.C.Tapuriah<br>Mr. D.R.Bansal<br>Dr. Aravind Srinivasan                        | Chairperson - Independent<br>Non-Executive<br>Independent              |
| 3. Risk Management Committee (if applicable) | N.A.  | N.A.   |
| 4. Stakeholders Relationship Committee       | Mr. R.C.Tapuriah<br>Mr. D.R.Bansal<br>Dr. Aravind Srinivasan                        | Chairperson - Independent<br>Non-Executive<br>Independent              |

**(III) Meeting of Board of Directors**

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| -   | 14.07.2016  | -   |
| 18.05.2016  | 12.08.2016  | 85  |

**(IV) Meeting of Committees**

| Date(s) of Meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| 12.08.2016  | Yes   | 18.05.2016  | 85  |

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



**(V) Related Party Transactions**

| Subject  | Compliance status (Yes/No/NA) refer note below |
|--|--|
| Whether prior approval of audit committee obtained   | Yes  |
| Whether shareholder approval obtained for material RPT   | Yes  |
| 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   | : YES                           |
|--------------------|--|---------------------------------|
| (1)                | The composition of 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<br>(a) Audit Committee<br>(b) Nomination & Remuneration Committee<br>(c) Stakeholders Relationship Committee<br>(d) Risk Management Committee (applicable to the top 100 listed entities) | : YES<br>: YES<br>: YES<br>: NA |
| (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   |                                 |
|                    | Any comments/observations/advice of Board of Directors may be mentioned here. : N.A.   |                                 |
| Name & Designation | <br>(Somesh Laddha)<br>Company Secretary  |                                 |
|                    |   |                                 |

**BIRLA CABLE LIMITED**  
[Formerly Birla Ericsson Optical Limited]

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 30.09.2016**

**(I) Affirmations**

| Broad Heading  | Regulation Number                    | Compliance status<br>(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   |
| 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.

**(III) Affirmations**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied : **Not applicable as the Company does not have any Subsidiary Company.**

Name &amp; Designation



*Somesh Laddha*  
(Somesh Laddha)  
Company Secretary