



**Birla Cable Limited**  
(Formerly Birla Ericsson Optical Limited)

**Regd. Office & Works:**  
Udyog Vihar, P.O. Chorhata, Rewa - 486 006 Madhya Pradesh, India  
Telephone: +91 7662 400580, Fax: +91 7662 400680  
Email: headoffice@birlacable.com; Website: www.birlacable.com  
PAN No. AABCB1380L CIN: L31300MP1992PLC007190

BIRLA CABLE/CS/20-21/

9 MAY 2020

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

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: 500060**

**Company's Scrip Code: BIRLACABLE**

Dear Sir,

**Sub: Compliance Report of Corporate Governance for  
the Quarter ended 31.03.2020**

In compliance with the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report of Corporate Governance for the quarter ended 31st March, 2020. We hope you will find the same in order.

This is for your information and records.

Yours faithfully,

for Birla Cable Limited



(Somesh Laddha)  
Company Secretary

Encl: As above.



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

- (1) Name of Listed Entity : Birla Cable Limited  
 (2) Quarter ending : 31.03.2020

**(I) Composition of Board of Directors**

| Title Mr./Mrs./Ms. | Name of the Director | PAN        | DIN      | Category (Chairperson/ Executive/ Non-Executive/ Independent/ & Nominee) | Date of Birth | Whether Special Resolution passed? [Refer Reg.17(1A) of Listing Regulations] | Date of Passing Special Resolution | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure of Director (in months) | No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | No. 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(s) held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|--------------------|----------------------|------------|----------|--|---------------|--|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|---|--|--|--|
| Mr.                | Harsh V. Lodha       | AASPH5152N | 00394094 | Chairperson - Non-Executive Non Independent Director                     | 13-02-1967    | N.A.   | -                                  | 29-10-2007                  |                        | -                 | -                              | 5   | -  | -  | 1  |
| Mr.                | D.R.Bansal           | ADOPB9671K | 00050612 | Non-Executive Non Independent Director                                   | 01-08-1939    | Yes  | 25-03-2019                         | 04-05-2012                  |                        | -                 | -                              | 2   | -  | 2  | -  |
| Mr.                | R.C.Tapuriah         | ABKPT4204C | 00395997 | Non-Executive Independent Director                                       | 15-06-1942    | Yes  | 25-03-2019                         | 29-07-2001                  | 01-04-2019             | -                 | 60                             | 4   | 4  | 4  | 4  |
| Dr.                | Aravind Srinivasan   | AKYPS6834Q | 00088037 | Non-Executive Independent Director                                       | 16-09-1969    | N.A.   | -                                  | 27-10-2004                  | 01-04-2019             | -                 | 60                             | 1   | 1  | 2  | -  |
| Mr.                | Arun Kishore         | AALPK4960C | 00177831 | Non-Executive Independent Director                                       | 02-08-1947    | Yes  | 25-03-2019                         | 30-07-2009                  | 01-04-2019             | -                 | 60                             | 1   | 1  | 1  | -  |
| Mr.                | K.Raghuraman         | AAAPR2131D | 00320507 | Non-Executive Independent Director                                       | 26-09-1948    | Yes  | 25-03-2019                         | 30-10-2009                  | 01-04-2019             | -                 | 60                             | 3   | 3  | 1  | 1  |
| Mrs.               | Archana Capoor       | ABSPC4053C | 01204170 | Non-Executive Independent Director                                       | 17-09-1958    | N.A.   | -                                  | 10-11-2014                  | 10-11-2019             | -                 | 60                             | 5   | 5  | 2  | 1  |

|  |     |
|--|-----|
| Whether regular Chairperson appointed                      | Yes |
| Whether Chairperson is related to Managing Director or CEO | No  |



*James B...*

**(II) Composition of Committees**

| Sl. No. | Name of Committee                         | Whether regular Chairperson appointed | Name of Committee Members | Category-1 of Directors                | Category-2 of Directors | Date of Appointment | Date of Cessation |
|---------|---|---------------------------------------|---------------------------|--|-------------------------|---------------------|-------------------|
| 1       | Audit Committee                           | Yes                                   | Mr.R.C.Tapuriah           | Non Executive Independent Director     | Chairperson             | 30-10-2009          | -                 |
|         |   |                                       | Dr.Aravind Srinivasan     | Non Executive Independent Director     | Member                  | 27-10-2004          | -                 |
|         |   |                                       | Mr.Arun Kishore           | Non Executive Independent Director     | Member                  | 30-07-2009          | -                 |
|         |   |                                       | Mr.K.Raghuraman           | Non Executive Independent Director     | Member                  | 30-10-2009          | -                 |
| 2       | Nomination & Remuneration Committee       | Yes                                   | Mr.R.C.Tapuriah           | Non Executive Independent Director     | Chairperson             | 19-05-2014          | -                 |
|         |   |                                       | Mr.D.R.Bansal             | Non Executive Non Independent Director | Member                  | 19-05-2014          | -                 |
|         |   |                                       | Dr.Aravind Srinivasan     | Non Executive Independent Director     | Member                  | 19-05-2014          | -                 |
| 3       | Risk Management Committee (if applicable) |                                       | ----- N.A. -----          |  |                         |                     |                   |
| 4       | Stakeholders Relationship Committee       | Yes                                   | Mr.R.C.Tapuriah           | Non Executive Independent Director     | Chairperson             | 19-05-2014          | -                 |
|         |   |                                       | Mr.D.R.Bansal             | Non Executive Non Independent Director | Member                  | 19-05-2014          | -                 |
|         |   |                                       | Dr.Aravind Srinivasan     | Non Executive Independent Director     | Member                  | 19-05-2014          | -                 |
| 5       | Corporate Social Responsibility Committee | Yes                                   | Mr.D.R.Bansal             | Non Executive Non Independent Director | Chairperson             | 10-11-2014          | -                 |
|         |   |                                       | Mr.R.C.Tapuriah           | Non Executive Independent Director     | Member                  | 19-05-2014          | -                 |
|         |   |                                       | Dr.Aravind Srinivasan     | Non Executive Independent Director     | Member                  | 19-05-2014          | -                 |

**(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 | Whether requirement of quorum met (Yes/No) | Number of Directors present | Number of Independent Directors present | Maximum gap between any two consecutive meetings (in number of days) |
|---|--|--|-----------------------------|---|--|
| 10-11-2019  | 06-02-2020   | Yes  | 6                           | 4                                       | 87   |

**(IV) Meeting of Committees\***

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting(if any) in the relevant quarter | Whether requirement of quorum met (Yes/No) | Number of Directors present | Number of Independent Directors present | Maximum gap between any two consecutive meetings (in number of days) |
|---|--|--|-----------------------------|---|--|
| 10-11-2019  | 06-02-2020   | Yes  | 3                           | 3                                       | 87   |

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

*James Goss*



(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

- (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:
  - (a) Audit Committee : **YES**
  - (b) Nomination & Remuneration Committee : **YES**
  - (c) Stakeholders Relationship Committee : **YES**
  - (d) Risk Management Committee (applicable to the top 100 listed entities) : **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



(Somesh Laddha)  
Company Secretary

**BIRLA CABLE LIMITED****YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2019-20****(I) Disclosure on website in terms of Listing Regulations**

| Item   | Compliance status<br>(YES/NO/NA) Refer note below |
|--|---|
| Details of business  | YES   |
| Terms and conditions of appointment of independent directors   | YES   |
| Composition of various committees of Board of Directors  | YES   |
| Code of conduct of Board of Directors and senior management personnel  | YES   |
| Details of establishment of Vigil Mechanism/Whistle Blower Policy  | YES   |
| Criteria of making payments to non-executive directors   | YES   |
| Policy on dealing with related party transactions  | YES   |
| Policy for determining "material" subsidiaries   | NA  |
| Details of familiarization programmes imparted to independent directors  | YES   |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  | YES   |
| email address for grievance redressal and other relevant details   | YES   |
| Financial results  | YES   |
| Shareholding pattern   | YES   |
| Details of agreements entered into with the media companies and/or their associates  | N.A.  |
| 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 | N.A.  |
| New name and the old name of the listed entity   | N.A.  |
| Advertisements as per regulation 47(1)   | YES   |
| Credit Rating or revision in Credit Rating obtained  | YES   |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | NA  |
| Whether Company has provided information under separate section on its website as per regulation 46(2)   | YES   |
| Materiality Policy as per Regulation 30  | YES   |
| Dividend Distribution Policy as per Regulation 43A (as applicable)   | N.A.  |
| It is certified that these contents on the website of the listed entity are correct  | YES   |

**(II) Annual Affirmations**

| Particulars   | Regulation Number      | Compliance status<br>(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 & Remuneration Committee   | 19(2A)  | YES  |
| Meeting of Nomination & Remuneration Committee  | 19(3A)  | YES  |
| Composition of Stakeholder Relationship Committee   | 20(1), 20(2) & 20(2A)   | YES  |
| Meeting of Stakeholders Relationship Committee  | 20(3A)  | YES  |
| Composition and role of Risk Management Committee   | 21(1), (2), (3), (4)  | N.A.   |
| Meeting of Risk Management Committee  | 21(3A)  | N.A.   |
| 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)   | YES  |
| Disclosure of Related Party Transactions on consolidated basis  | 23(9)   | NA   |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)   | N.A.   |
| Other Corporate Governance requirements with respect to subsidiary of listed entity   | 24(2),(3),(4),(5) & (6)   | NA   |
| Annual Secretarial Compliance Report  | 24(A)   | YES  |
| Alternate Director to Independent Director  | 25(1)   | N.A.   |
| 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  |
| D & O Insurance of Independent Directors  | 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  |
| <b>Note</b>   |   |  |
| 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.  |   |  |
| <b>(III) Affirmations</b>   |   |  |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. <b>N.A.</b>   |   |  |
| <b>Name &amp; Designation</b>   | <br>(Somesh Laddha)<br>Company Secretary |  |