

Aditya Birla Finance Ltd.

(A part of Aditya Birla Capital Ltd.)



ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity (HVDLE) – Aditya Birla Finance Limited

2. Quarter ending – December 31, 2022

Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairpers on/ Executive/ Non-Executive/ independent / Nominee) &	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure* (in months)	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] #	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)] #	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.	Darius Kakalia	AIRPK 5683Q 00029159	Non-Executive - Independent Director	15-03-2001	09-03-2018	-	261	19-12-1948	0	0	2	0
Mr.	Jitender Balakrishnan	AEIPB 9233Q 00028320	Non-Executive - Independent Director	20-07-2010	09-03-2018	-	149	08-05-1949	3	3	4	1
Mr.	Ashwani Puri	AAAPP 3876F 00160662	Non-Executive - Independent Director	13-09-2010	09-03-2018	-	147	16-11-1956	2	2	0	3
Ms.	Alka Bharucha	AABPB 5063D	Non-Executive -	27-03-2015	28-08-2018	-	93	06-03-1957	6	6	6	4

Aditya Birla Finance Limited

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care.finance@adityabirlacapital.com | <https://abfl.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound, Veraval,
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		001140 67	Independent Director									
Mr.	Subhash Chandra Bhargava	AACP B7884P 000200 21	Non-Executive - Independent Director	25-01-2019	-	-	47	20-07-1945	2	2	4	3
Mr.	Kamlesh Rao	ACLPR 7733G 076656 16	Non-Executive - Non-Independent Director	07-07-2021	-	-	-	11-04-1970	0	0	1	0
Mr.	Rakesh Singh	AGTPS 2396E 070060 67	Managing Director & Chief Executive Officer	23-07-2019	-	-	-	22-09-1966	0	0	1	1
Ms.	Vishakha Mulye	AAHP M5480 D 002035 78	Non-Executive - Non-Independent Director	21-10-2022	-	-	-	04-02-1969	1	0	5	0

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – NA

[§]PAN of any director would not be displayed on the website of Stock Exchange

[&]Category means Chairperson and / or Directors viz. executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

^{*} to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

[#] Aditya Birla Finance Limited is not counted as a listed entity as per Explanation to Reg. 17A

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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
Audit Committee	Yes	Mr. Ashwani Puri	Chairman - Non-Executive - Independent Director	21-01-2011	-
		Mr. Darius Kakalia	Non-Executive - Independent Director	09-04-2001	-
		Ms. Alka Bharucha	Non-Executive - Independent Director	04-02-2021	-
		Ms. Vishakha Mulye	Non-Executive Non-Independent	21-10-2022	-
Nomination and Remuneration Committee	Yes	Mr. Jitender Balakrishnan	Chairman - Non-Executive - Independent Director	07-01-2015	-
		Ms. Vishakha Mulye	Non-Executive Non-Independent	21-10-2022	-
		Mr. Subhash Chandra Bhargava	Non-Executive - Independent Director	02-08-2022	-
		Mr. Darius Kakalia	Non-Executive - Independent Director	07-01-2015	-
Risk Management Committee	Yes	Mr. Jitender Balakrishnan	Chairman - Non-Executive - Independent Director	21-01-2011	-
		Mr. Subhash Chandra Bhargava	Non-Executive - Independent Director	04-02-2021	-
		Ms. Vishakha Mulye	Non-Executive Non-Independent	21-10-2022	-
		Mr. Rakesh Singh	Managing Director & Chief Executive Officer	27-07-2011	-
		Mr. A Dhananjaya	Not a Director	25-07-2008	-
		Mr. Deep Pal Singh	Not a Director	25-03-2022	-
		Mr. Ajay Singh	Not a Director	18-01-2013	-
Stakeholders Relationship Committee	Yes	Mr. Subhash Chandra Bhargava	Chairman - Non-Executive - Independent Director	02-02-2022	-
		Mr. Darius Kakalia	Non-Executive - Independent Director	25-01-2019	-
		Mr. Rakesh Singh	Managing Director & Chief Executive Officer	04-02-2021	-

[§]Category means Chairperson and/ or directors viz. executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

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III. Meeting of Board of Directors						
Sr	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* (total)	No. of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
1	02-08-2022	-	Yes	6	5	35
2	28-09-2022	-	Yes	7	5	56
3	-	05-11-2022	Yes	8	5	37

*to be filled in only for the current quarter meetings

IV. Meetings of Committees						
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes/No)	Number of Directors present* (total)	No. of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee		Yes	3	3	02-08-2022	82
Audit Committee	05-11-2022	Yes	4	3	-	94
Nomination and remuneration Committee	-	Yes	2	2	02-08-2022	35
Nomination and remuneration Committee	-	Yes	3	3	28-09-2022	56
Nomination and remuneration Committee	05-11-2022	Yes	4	3	-	37
Risk Management Committee	-	Yes	3	2	01-08-2022	109
Risk Management Committee	01-11-2022	Yes	4	2	-	91

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

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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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Notes:

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (as applicable)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here – Yes

For Aditya Birla Finance Limited

Ankur Shah
Company Secretary & Compliance Officer
January 17, 2023

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.