

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 – March 31, 2022

Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ 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 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.	Ajay Srinivasan	AAIPS 1096G 001211 81	Non-Executive - Non Independent Director	31-07-2007	-	-	-	02-11-1963	1	0	6	0
Mr.	Darius Kakalia	AIRPK 5683Q 000291 59	Non-Executive - Independent Director	15-03-2001	09-03-2018	-	252	19-12-1948	0	0	4	0
Mr.	Jitender Balakrishnan	AEIPB 9233Q 000283 20	Non-Executive - Independent Director	20-07-2010	09-03-2018	-	140	08-05-1949	3	3	4	1

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

Registered Office:

Indian Rayon Compound, Veraval,
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Mr.	Ashwani Puri	AAAPP 3876F 001606 62	Non- Executive - Independ ent Director	13-09- 2010	09-03- 2018	-	138	16-11- 1956	2	2	0	3
Ms.	Alka Bharucha	AABPB 5063D 001140 67	Non- Executive - Independ ent Director	27-03- 2015	28-08- 2018	-	84	06-03- 1957	6	6	6	4
Mr.	Subhash Chandra Bhargava	AACPB 7884P 000200 21	Non- Executive - Independ ent Director	25-01- 2019	-	-	38	20-07- 1945	2	2	3	1
Mr.	Kamlesh Rao	ACLPR 7733G 076656 16	Non- Executive - Non Independ ent 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

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – No

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

&Category of directors means 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	-
		Mr. Ajay Srinivasan	Non-Executive - Non Independent Director	31-07-2007	-
		Ms. Alka Bharucha	Non-Executive - Independent Director	04-02-2021	-
Nomination and Remuneration Committee	Yes	Mr. Jitender Balakrishnan	Chairman - Non-Executive - Independent Director	07-01-2015	-
		Mr. Ajay Srinivasan	Non-Executive - Non Independent Director	07-01-2015	-
		Mr. Darius Kakalia	Non-Executive - Independent Director	07-01-2015	-
Risk Committee	Yes	Mr. Jitender Balakrishnan	Chairman - Non-Executive - Independent Director	21-01-2011	-
		Mr. Subhash Chandra Bhargava	Non-Executive - Independent Director	04-02-2021	-
		Mr. Ajay Srinivasan	Non-Executive - Non Independent Director	27-07-2011	-
		Mr. Rakesh Singh	Managing Director & Chief Executive Officer	27-07-2011	-
		Mr. A Dhananjaya	Not a Director	25-07-2008	-
		Mr. Tushar Shah	Key Managerial Personnel & Chief Executive Officer – PSFG (Not a Director)	18-01-2013	02-02-2022
		Mr. Sekhar Mosur	Not a Director	18-01-2013	03-03-2022
		Mr. Deep Pal Singh	Not a Director	25-03-2022	-
Stakeholders Relationship Committee	Yes	Mr. Subhash Chandra Bhargava	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 of directors means 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 (in number of days)
1	08-10-2021	-	Yes	7	5	64
2	30-10-2021	-	Yes	6	4	21
3	-	02-02-2022	Yes	7	5	94
4	-	03-03-2022	Yes	8	5	28
5	-	25-03-2022	Yes	8	5	21

*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 (in number of days)*
Audit Committee	-	Yes	3	2	30-10-2021	32
Audit Committee	07-01-2022	Yes	4	3	-	68
Audit Committee	01-02-2022	Yes	4	3	-	24
Nomination and remuneration Committee	-	Yes	3	2	08-10-2021	9
Nomination and remuneration Committee	02-02-2022	Yes	3	2	-	116
Nomination and remuneration Committee	25-03-2022	Yes	3	2	-	50
Risk Management Committee	-	Yes	4	2	19-10-2021	112
Risk Management Committee	07-01-2022	Yes	4	2	-	79

* 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

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

- 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
- 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; Nil observations of Directors

For Aditya Birla Finance Limited

Ankur Shah
Company Secretary & Compliance Officer
April 20, 2022

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.





Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) <small>refer note below</small>	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR: As the Company is a High Value Debt Listed entity, Reg. 46 is not applicable to the Company. However, as Good governance practice, we have complied with some requirements. The details are as below:		
Details of business	Yes	https://abfl.adityabirlacapital.com/Pages/Individual/About-Us/Company-Profile.aspx
Terms and conditions of appointment of independent directors	Yes	https://personalfinance.adityabirlacapital.com/pages/sebi-disclosures.aspx
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	https://personalfinance.adityabirlacapital.com/whistle-blower-policy-pg1.aspx
Criteria of making payments to non-executive directors	NA – the Company is not making any payments to non-executive directors	
Policy on dealing with related party transactions	Yes	https://personalfinance.adityabirlacapital.com/pages/individual/regulatory-disclosure.aspx
Policy for determining 'material' subsidiaries	NA - the Company does not have any subsidiary	
Details of familiarization programmes imparted to independent directors	Yes	The Company had requested the Directors to attend: CAFRAL Virtual Learning Program (VLP) on Governance for Directors on Boards of NBFCs January 24-25, 2022, in which One Independent Director had attended the event. The Company at its periodic Board meetings is giving business updates of its products for familiarization to Independent Directors
Email address for grievance redressal and other relevant details	Yes	https://personalfinance.adityabirlacapital.com/fair-practice-code-pg1.aspx
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	

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Financial results	Yes	https://personalfinance.adityabirlacapital.com/tools-knowledge/all-financial-report.aspx
Shareholding pattern	NA	
Details of agreements entered into with the media companies and/or their associates	NA	
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	
New name and the old name of the listed entity	Yes	https://abfl.adityabirlacapital.com/Pages/Individual/About-Us/our-heritage-history.aspx
Advertisements as per regulation 47 (1)	Yes	Complied to the extent stated in Reg. 52
Credit rating or revision in credit rating obtained	Yes	https://personalfinance.adityabirlacapital.com/tools-knowledge/all-financial-report.aspx
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA - the Company does not have any subsidiary	
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	
Materiality Policy as per Regulation 30	NA	
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
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)	-
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 Directorships	17A	Yes

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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 and 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)	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)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
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)	Yes
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 & Office 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
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III. Affirmations:</p> <p>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. – Not Applicable</p> <p>For Aditya Birla Finance Limited</p>		
<p>Ankur Shah Company Secretary & Compliance Officer April 20, 2022</p>		

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Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2022

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	925.00	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Pradeep Agrawal
Chief Financial Officer
April 20, 2022

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table