

# 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 – September 30, 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 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.	Ajay Srinivasan	AAIPS 1096G 001211 81	Non-Executive - Non Independent Director	31-07-2007	-	03-08-2022	-	02-11-1963	1	0	2 <sup>@</sup>	0
Mr.	Darius Kakalia	AIRPK 5683Q 000291 59	Non-Executive - Independent Director	15-03-2001	09-03-2018	-	258	19-12-1948	0	0	2	0
Mr.	Jitender Balakrishnan	AEIPB 9233Q 000283 20	Non-Executive - Independent Director	20-07-2010	09-03-2018	-	147	08-05-1949	3	3	4	1

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### Registered Office:

Indian Rayon Compound, Veraval,  
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Mr.	Ashwani Puri	AAAPP 3876F 001606 62	Non- Executive - Independe nt Director	13-09- 2010	09-03- 2018	-	144	16-11- 1956	2	2	0	3
Ms.	Alka Bharucha	AABPB 5063D 001140 67	Non- Executive - Independe nt Director	27-03- 2015	28-08- 2018	-	90	06-03- 1957	6	6	6	4
Mr.	Subhash Chandra Bhargava	AACP B7884P 000200 21	Non- Executive - Independe nt Director	25-01- 2019	-	-	44	20-07- 1945	2	2	4	3
Mr.	Kamlesh Rao	ACLPR 7733G 076656 16	Non- Executive - Non- Independe nt 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 – NA

<sup>§</sup>PAN of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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

<sup>\*</sup> 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.

<sup>#</sup> Aditya Birla Finance Limited is not counted as a listed entity as per Explanation to Reg. 17A

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@ the directorship and committee membership details of Mr. Ajay Srinivasan are updated till his association with the Company i.e. August 3, 2022.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>	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	03-08-2022
		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	02-08-2022
		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	-
		Mr. Ajay Srinivasan	Non-Executive - Non Independent Director	27-07-2011	03-08-2022
		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	-

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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	11-05-2022	-	Yes	7	5	46
2	27-06-2022	-	Yes	7	5	46
3	-	02-08-2022	Yes	6	5	35
4		28-09-2022	Yes	7	5	56

\*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	4	3	11-05-2022	98
Audit Committee	02-08-2022	Yes	3	3	-	82
Nomination and remuneration Committee	-	Yes	3	2	11-05-2022	46
Nomination and remuneration Committee	-	Yes	2	2	27-06-2022	46
Nomination and remuneration Committee	02-08-2022	Yes	2	2	-	35
Nomination and remuneration Committee	28-09-2022	Yes	3	3	-	56
Risk Management Committee	-	Yes	4	2	13-04-2022	95

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Risk Management Committee	01-08-2022	Yes	3	2	-	109
* 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**  
**October 21, 2022**

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.



**Affirmations (at the end of 6 months from the close of financial year)**

Particulars	Regulation Number	Compliance status (Yes/No/NA)
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 meeting	20(3)	No *
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></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. - <b>Clause 2 - 5 are applicable to the Company on a 'comply or explain' basis until March 31, 2023</b></p> <p>* While the Chairman of the Stakeholders Relationship Committee was not present at the Annual General meeting due to ill health, the other two members of the said Committee were present at the said meeting.</p>		
<p><b>For Aditya Birla Finance Limited</b></p> <p><b>Ankur Shah</b> <b>Company Secretary &amp; Compliance Officer</b></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 – September 30, 2022

(Rs. in Crore)

<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.</b> refer note below			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	575.00	327.56	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
<b>(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</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them		Nil	Nil
Promoter Group or any other entity controlled by them		Nil	Nil
Directors (including relatives) or any other entity controlled by them		Nil	Nil
KMPs or any other entity controlled by them		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	NA	Nil	Nil
Promoter Group or any other entity controlled by them	NA	Nil	Nil
Directors (including relatives) or any other entity controlled by them	NA	Nil	Nil
KMPs or any other entity controlled by them	NA	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**  
**Date: October 21, 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

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