

**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, 2023

Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent / Nominee) <sup>&amp;</sup>	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 [with reference to Regulation 17A(1)] #	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to Regulation [17A(1) & 17A(2)] #	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations) <sup>@</sup>	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	Subhash Chandra Bhargava	AACP B7884P  000200 21	Non-Executive - Independent Director	25-01-2019	-	-	59	20-07-1945	2	2	8	0
Mr.	Rajat Jain	AAAPJ 2678M  000460 53	Non-Executive - Independent Director	09-03-2023	-	-	10	13-09-1963	2	2	2	0
Mr.	Nagesh Pinge	AAJPP 2013K  000629 00	Non-Executive - Independent Director	09-03-2023	-	-	10	01-10-1958	4	4	8	4
Mr.	Sunil Srivastav	AMOP S9996 H	Non-Executive -	01-11-2023	-	-	2	21-03-1958	2	2	6	0

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		002375 61	Independent Director									
Mr.	Rakesh Singh	AGTPS 2396E  070060 67	Managing Director & Chief Executive Officer	23-07- 2019	-	-	-	22-09- 1966	0	0	1	0
Ms.	Vishakha Mulye	AAHPM54 80D  002035 78	Non- Executive- Non - Independent Director	21-10- 2022	-	-	-	04-02- 1969	1	0	6	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 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

@ Aditya Birla Finance Limited, a HVDLE, is counted as a listed entity though excluded under Reg. 26(1)(a)

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<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) &amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Audit Committee	Yes	Mr. Nagesh Pinge	Chairman - Non- Executive - Independent Director	09-03-2023	-
		Mr. Rajat Jain	Non- Executive- Independent Director	28-08-2023	-
		Ms. Vishakha Mulye	Non-Executive - Non- Independent Director	21-10-2022	-
		Mr. Subhash Chandra Bhargava	Non-Executive - Independent Director	09-03-2023	-
Nomination and Remuneration Committee	Yes	Mr. Subhash Chandra Bhargava	Chairman - Non-Executive - Independent Director	02-08-2022	-
		Ms. Vishakha Mulye	Non-Executive Non-Independent	21-10-2022	-
		Ms. Nagesh Pinge	Non-Executive - Independent Director	28-08-2023	-
Risk Management Committee	Yes	Mr. Subhash Chandra Bhargava	Chairman - Non-Executive - Independent Director	04-02-2021	-
		Mr. Nagesh Pinge	Non-Executive - Independent Director	31-07-2023	-
		Ms. Vishakha Mulye	Non-Executive - Non-Independent	21-10-2022	-
		Mr. Rakesh Singh	Managing Director & Chief Executive Officer	27-07-2011	-
		Mr. Deep Pal Singh	Not a Director	25-03-2022	-
Stakeholders Relationship Committee	Yes	Mr. Subhash Chandra Bhargava	Chairman - Non-Executive - Independent Director	02-02-2022	-
		Ms. Vishakha Mulye	Non-Executive - Non-Independent	09-03-2023	-
		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	31-07-2023	-	Yes	7	4	82
2	-	1-11-2023	Yes	6	4	92

\*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	31-07-2023	82
Audit Committee	1-11-2023	Yes	4	3	-	92
Nomination and Remuneration Committee	-	Yes	3	2	31-07-2023	82
Nomination and Remuneration Committee	1-11-2023	Yes	3	2		92
Risk Management Committee	-	Yes	3	1	28-07-2023	80
Risk Management Committee	30-10-2023	Yes	4	2	-	93

\* to be filled in only for the current quarter meetings  
 \*\* This information has to be mandatorily be given for Audit Committee and Risk Management Committee, for rest of the committees giving this information is optional

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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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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 LODR 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
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & Remuneration Committee
c. Stakeholders Relationship Committee
d. Risk Management Committee (applicable to the top 1,000 listed entities)
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.
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.
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 the board of directors may be mentioned here – Nil

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	NA

**For Aditya Birla Finance Limited**

**Ankur Shah**  
Company Secretary & Compliance Officer  
January 12, 2024

**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.

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