

Aditya Birla Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)



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, 2021

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	0	0	6	0
Mr.	Darius Kakalia	AIRPK 5683Q 000291 59	Non-Executive - Independent Director	15-03-2001	09-03-2018	-	246	19-12-1948	0	0	4	0

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Registered Office:

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Mr.	Jitender Balakrishnan	AEIPB 9233Q 00028320	Non-Executive - Independent Director	20-07-2010	09-03-2018	-	134	08-05-1949	3	3	5	1
Mr.	Ashwani Puri	AAAPP 3876F 00160662	Non-Executive - Independent Director	13-09-2010	09-03-2018	-	132	16-11-1956	2	2	0	3
Ms.	Alka Bharucha	AABPB 5063D 00114067	Non-Executive - Independent Director	27-03-2015	28-08-2018	-	78	06-03-1957	5	5	6	3
Mr.	Subhash Chandra Bhargava	AACP 7884P 00020021	Non-Executive - Independent Director	25-01-2019	-	-	32	20-07-1945	2	2	2	1
Mr.	Kamlesh Rao	ACLPR 7733G 07665616	Non-Executive - Non Independent Director	07-07-2021	-	-	-	11-04-1970	0	0	1	0
Mr.	Rakesh Singh	AGTPS 2396E	Managing Director & Chief	23-07-2019	-	-	-	22-09-1966	0	0	1	0

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		070060 67	Executive Officer									
Mr.	Baldev Raj Gupta	AAZPG 5716E	Non- Executive -	28-07- 2016	-	27-07- 2021	60	15-02- 1940	1	1	0	2
		000200 66	Independe nt Director									

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

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	-

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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	Non-Executive - Independent Director	21-01-2011	-
		Mr. Subhash Chandra Bhargava	Chairman - 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. Dhananjaya	Not a Director	25-07-2008	-
		Mr. Tushar Shah	Not a Director	18-01-2013	-
		Mr. Sekhar Mosur	Not a Director	18-01-2013	-
		Mr. Ajay Singh	Not a Director	18-01-2013	-
Stakeholders Relationship Committee	Yes	Mr. Baldev Raj Gupta [#]	Chairman - Non-Executive - Independent Director	04-02-2021	27-07-2021
		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
[#] The Company is yet to fill up this vacancy

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	13-05-2021	-	Yes	-	-	97

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2	14-06-2021	-	Yes	-	-	31
3	-	04-08-2021	Yes	8	5	50

*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	4	-	30-04-2021	84
Audit Committee	-	Yes	4	3	13-05-2021	12
Audit Committee	04-08-2021	Yes	4	3	-	82
Audit Committee	27-09-2021	Yes	4	3	-	53
Nomination and remuneration Committee	-	Yes	3	2	12-05-2021	96
Nomination and remuneration Committee	04-08-2021	Yes	3	2	-	83
Nomination and remuneration Committee	28-09-2021	Yes	3	2	-	54
Risk Management Committee	-	Yes	4	2	28-06-2021	-
Stakeholders Relationship Committee	-	Yes	3	2	12-05-2021	-

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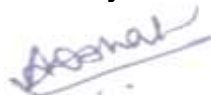


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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have 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
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 (has two Independent Directors of which the tenure of one Independent Director has ended on July 27, 2021 and the Company is yet to fill up the said vacancy) d. Risk management committee (as applicable) (comprises of 50% Directors and 50% senior management)
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. Any comments/observations/advice of the board of directors may be mentioned here. – Not applicable. As the requirement of filling Corporate governance report is applicable to the Company from this September 2021 quarter onwards, the requirement of placing the previous quarter's CGR Report at the Board meeting was not applicable. We confirm, that we will place this CGR report at the ensuing Board meeting of the Company
For Aditya Birla Finance Limited  Ankur Shah Company Secretary & Compliance Officer October 21, 2021

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.

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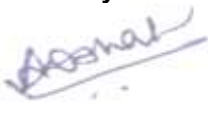
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Affirmations (at the end of 6 months from the close of financial year)

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)	NA*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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. 3 If the Listed Entity would like to provide any other information the same may be indicated here. - Clause 2 - 5 were not applicable to the Company as on the date of AGM i.e. August 16, 2021		
For Aditya Birla Finance Limited  Ankur Shah Company Secretary & Compliance Officer October 21, 2021		

* The term of appointment of the Chairman of the Stakeholder Relationship committee had expired before the date of the Annual General Meeting.

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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, 2021

(Rs. in crore)

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. <small>refer note below</small>			
(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	815.00	43.57	
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	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
October 21, 2021

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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