

Aditya Birla Capital Limited

Corporate Governance Report for the quarter ended 31 December 2021

Scrip code	540691
NSE Symbol	ABCAPITAL
ISIN	INE674K01013
Name of the entity	Aditya Birla Capital Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-12-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson																	
Whether Chairperson is related to MD or CEO																	
Yes																	
No																	
Sr	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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)
Add		Delete															
1	Mr	Kumar Mangalam Birla	AFFPB5926H	00012813	Non-Executive - Non Independent Director	Chair person related to Promoter	14-06-1967	NA		26-10-2017				7	0	0	0
2	Mr	Santrupt Misra	ACBPM8291N	00013625	Non-Executive - Non Independent Director	Not Applicable	15-08-1965	NA		26-10-2017				2	0	1	0
3	Mr	Sushil Agarwal	AADPA3179R	00060017	Non-Executive - Non Independent Director	Not Applicable	13-06-1963	NA		26-10-2017				2	0	3	0
4	Mr	Subhash Chandra Bhargava	AACP87884P	00020021	Non-Executive - Independent Director	Not Applicable	20-07-1945	Yes	19-08-2019	01-09-2016	20-08-2021		63	2	2	6	0
5	Mr	Puranam Hayagreeva Ravikumar	AAJPR6809H	00280010	Non-Executive - Independent Director	Not Applicable	20-07-1951	Yes	20-08-2021	26-06-2017	20-08-2021		54	3	3	6	3
6	Mr	Arun Kumar Adhikari	AEQPA0493K	00591057	Non-Executive - Independent Director	Not Applicable	20-01-1954	NA		26-06-2017	20-08-2021		54	5	5	4	0
7	Mrs	Vijayalakshmi Rajaram Iyer	AAHP1741P	05242960	Non-Executive - Independent Director	Not Applicable	01-06-1955	NA		26-06-2017	20-08-2021		54	6	6	10	4
8	Mr	Romesh Sobti	ADAPS0170F	00031034	Non-Executive - Nominee Director	Not Applicable	24-03-1950	NA		14-01-2021				2	1	1	0

Annexure 1

II. Composition of Committees

Is there any change in information of committees compare to previous quarter

Yes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson	26-06-2017	
2	00280010	Puranam Hayagreeva Ravikumar	Non-Executive - Independent Director	Member	26-06-2017	
3	00060017	Sushil Agarwal	Non-Executive - Non Independent Director	Member	26-10-2017	
4	00020021	Subhash Chandra Bhargava	Non-Executive - Independent Director	Member	05-02-2021	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	26-06-2017	
2	00020021	Subhash Chandra Bhargava	Non-Executive - Independent Director	Member	26-10-2017	
3	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	26-10-2017	
4	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Member	05-08-2021	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson	26-06-2017	
2	00060017	Sushil Agarwal	Non-Executive - Non Independent Director	Member	26-10-2017	
3	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	26-10-2017	

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	02-08-2019	
2	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	02-08-2019	
3	00031034	Romesh Sobti	Non-Executive - Nominee Director	Member	05-02-2021	

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	26-06-2017	
2	00020021	Subhash Chandra Bhargava	Non-Executive - Independent Director	Member	26-06-2017	
3	00280010	Puranam Hayagreeva Ravikumar	Non-Executive - Independent Director	Member	26-06-2017	
4	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	26-10-2017	

Annexure 1

III. Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	05-08-2021		Yes	8	4
2	23-09-2021	48	Yes	7	3
3	01-11-2021	38	Yes	8	4

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	20-07-2021			Yes	4	3
2	Audit Committee	05-08-2021	15		Yes	3	2
3	Audit Committee	01-11-2021	87		Yes	4	3
4	Nomination and remuneration committee	05-08-2021			Yes	3	2
5	Nomination and remuneration committee	30-09-2021			Yes	4	3
6	Nomination and remuneration committee	01-11-2021			Yes	4	3
7	Nomination and remuneration committee	08-12-2021			Yes	4	3
8	Stakeholders Relationship Committee	02-08-2021			Yes	3	1
9	Stakeholders Relationship Committee	26-10-2021			Yes	3	1
10	Risk Management Committee	28-09-2021			Yes	2	0
11	Risk Management Committee	08-12-2021			Yes	3	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Signatory Details

Name of signatory	Amber Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-01-2022