



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2023-24/MAY/23

27 May 2023

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

**Scrip Code: 540691**

**Scrip ID: ABCAPITAL**

**National Stock Exchange of India Ltd**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot. C/1, G-Block,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai 400 051

**Symbol: ABCAPITAL**

Dear Sir/ Madam,

**Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report duly issued by M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, for the financial year ended 31 March 2023.

The above is for your information, records and dissemination please.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**

**Amber Gupta**  
**Company Secretary & Compliance Officer**

Encl.: As above

**Aditya Birla Capital Limited**

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**Registered Office**

Indian Rayon Compound, Veraval- 362 266, Gujarat  
+91 28762 45711  
CIN L67120GJ2007PLC058890

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (W), Mumbai- 400080 (T) 022-21678100

### Secretarial Compliance Report of Aditya Birla Capital Limited For the year ended March 31, 2023

To  
The Board of Directors,  
**Aditya Birla Capital Limited**  
Indian Rayon Compound Veraval Gujrat- 362266

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Aditya Birla Capital Limited** (hereinafter referred as 'the Listed entity'), having its registered office at Indian Rayon Compound Veraval Gujrat- 362266. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Aditya Birla Capital Limited** ('the listed entity'),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2023 ('Review Period') in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');



The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ('Listing Regulations')
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**

and circulars/guidelines issued thereunder.

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1	<p><b><u>Secretarial Standards:</u></b></p> <p>We have conducted a review of the compliance of listed entity in accordance with the Secretarial Standards issued by ICSI, namely Secretarial Standard 1 and Standard 2.</p>	Yes	-
2	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	Yes	-



3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</li> </ul>	Yes	-
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Listed Entity are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	(a) Yes (b) Yes	-
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>As per the confirmations given by the listed entity, and on our test check basis, it is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.</p>	Yes	-
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations.</p>	Yes	-



8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>(a) Yes</p> <p>(b) NA</p>	<p>a) -</p> <p>b) Please refer point no. 8(a)</p>
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>-</p>
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	<p>-</p>
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.</p>	<p>No</p>	<p><u>Action against Directors</u></p> <p>A Show Cause Notice (SCN) was issued by SEBI to Mr. S. C. Bhargava, an Independent Director of the Listed Entity in an alleged matter of Cox &amp; Kings Limited ("Cox &amp; Kings") where Mr. Bhargava was an Independent Director/Member of the Audit Committee. Mr. S. C. Bhargava had resigned as an Independent Director of Cox &amp; Kings w.e.f. 23 July 2019. The adjudication proceedings are pending before SEBI.</p> <p>Actions w.r.t. subsidiaries are captured in Annexure-A</p>
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	<p>Yes</p>	<p>-</p>



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No such appointment/re-appointment.
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company,</p>	NA	No such resignation



	<p>the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such resignation

*\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters as specified in Annexure-A w.r.t. penalty imposed on the subsidiaries of listed entity.
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

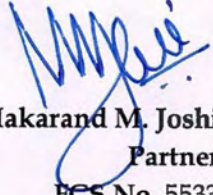
**Assumptions & Limitation of scope and Review:**



1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Makarand M. Joshi & Co.  
Company Secretaries



  
Makarand M. Joshi  
Partner

FCS No. 5533

CP No. 3662

PR No: 640/2019

UDIN: F005533E000290653

Date: May 11, 2023

Place: Mumbai



## Annexure A

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re-marks
1	To submit statement indicating the utilization of issue proceeds under Regulation 52(7)/ 7(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) for the quarter ended June 2022	SEBI circular no. SEBI/HO/DDHS_Div2/CIR/P/2021/699 dated December 29, 2021	Non submission of utilization of issue proceeds	BSE	Monetary action	Non-submission of statement indicating the utilization of issue proceeds under Regulation 52(7)/ 7(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)	Rs 29,000	-	Aditya Birla ARC Limited (ABARC), had issued 500 Market Linked non-convertible Debentures of face value Rs 10,00,000 aggregating to Rs 50 crores and same were listed with BSE Limited on June 23, 2022. Regulation 52(7) of SEBI LODR mandates a listed entity to submit to the stock exchange, a statement indicating the utilization of issue proceeds of non-convertible securities within forty-five days from the end of every quarter. ABARC utilized the funds on June 23, 2022 and submitted end use certificate of the utilization of entire funds certified by a practicing Chartered accountant as on June 27, 2022 to the Debenture Trustee. ABARC contends that based on the above regulation and certificate, as the issue	Action was taken against the subsidiary of Listed entity i.e. Aditya Birla ARC Limited



									proceeds had already been fully utilized for the purpose for which these proceeds were raised and since there were no outstanding issue proceeds as on quarter ended June 30, 2022, it was not required to file the said statement to exchange. ABARC has applied for waiver of fine and in person hearing to represent the case. Response from BSE is awaited.	
2.	Show Cause Notice issued by SEBI to Aditya Birla Finance Limited which was received on May 25, 2021, under Section 11(1), 11(4), 11B (1), 11B (2) and 11(4A) of the SEBI Act in the matter of CG Power and Industrial Solutions Limited ("CG Power")	Section 11(1), 11(4), 11B (1), 11B (2) and 11(4A) of the SEBI Act	In the matter of loan transaction involving of CG Power and Industrial Solutions Limited	SEBI	Show cause Notice	In the matter loan transaction involving of CG Power and Industrial Solutions Limited	Rs. 1 Crore	-	Aditya Birla Finance Limited (ABFL) had submitted an interim reply dated July 15, 2021 and a final reply dated July 29, 2021 to SEBI denying the allegations levelled against it in the SCN and prayed for the withdrawal of the SCN. SEBI, having regard to the facts and circumstances of the case, vide order WTM/AB/CFID/CFID_1/20149 /2022-23 dated October 4, 2022 (SEBI Order) has imposed penalty of Rs. 1 Crore on Aditya Birla Finance Limited under Section 15HA of the SEBI Act, 1992. The Company had then filed an appeal against the said order on October 21, 2022, before the Securities Appellate Tribunal (SAT), against the said Order. Subsequently, by an order	Action was taken against the material subsidiary of the listed entity i.e., Aditya Birla Finance Limited.



