



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2020-21/MAY/02

27th May, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Ltd

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

Scrip Code: 540691

Scrip ID: ABCAPITAL

Symbol: ABCAPITAL

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2020

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Makarand M. Joshi & Co, Company Secretaries, have conducted the Annual Secretarial Compliance Audit of the Company for the Financial Year ended 31st March, 2020.

A copy of the report is enclosed herewith.

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

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**

Sailesh Daga

Company Secretary

FCS: 4164

Cc:

Luxembourg Stock Exchange

Market & Surveillance Dept.,

P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg

Citi Bank N.A.

Depositary Receipt Services

388 Greenwich Street

14th Floor, New York,

NY 10013

Citi Bank N.A.

Custodial Services

FIFC, 11th Floor, C-54 & 55, G Block

Bandra Kurla Complex

Bandra (East), Mumbai 400 051

Listing Agent

Banque Internationale à Luxembourg SA

69 route d'Esch

L - 2953 Luxembourg

Grand Duchy of Luxembourg

Aditya Birla Capital Ltd.

One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound,

841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

+91 22 4356 7000 | (F) +91 22 4356 7111

abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com

Registered Office:

Indian Rayon Compound, Veraval- 362 266.Gujarat

+91 28762 45711

CIN L67120GJ2007PLC058890

Makarand M. Joshi & Co.

Company Secretaries

Ecstasy 803-804, 8th Floor, Citi of Joy, JSD Road, Mulund West, Mumbai 400080 (T) 022-21678100

Secretarial Compliance Report of Aditya Birla Capital Limited For the Financial Year ended March 31, 2020

To
The Board of Directors,
Aditya Birla Capital Limited,
Indian Rayon Compound
Veraval - 362 266
Gujarat

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 financial year ended March 31, 2020 ("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;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**
- f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL		

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

**For Makarand M. Joshi & Co.
Practicing Company Secretaries**

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN: F005533B000287606
Peer Review No: P2009MH007000

Place: Mumbai
Date: 27th May, 2020