

Aditya Birla Capital Limited
Corporate Governance Report for the half year ended 30th September, 2019

General information about company	
Scrip code	540691
NSE Symbol	ABCAPITAL
ISIN	INE674K01013
Name of the entity	Aditya Birla Capital Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

NA

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Initial Date of appointment	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)
1	Mr	Kumar Mangalam Birla	AFFPB5926H	00012813	Non-Executive - Non Independent Director	Chairperson related to Promoter	14-06-1967	26-10-2017		6	0	0	0
2	Mr	Santrupt Misra	ACBPM8291N	00013625	Non-Executive - Non Independent Director	Not Applicable	15-08-1965	26-10-2017		2	1	1	0
3	Mr	Sushil Agarwal	AADPA3179R	00060017	Non-Executive - Non Independent Director	Not Applicable	13-06-1963	26-10-2017		2	0	5	0
4	Mr	Subhash Chandra Bhargava	AACP87884P	00020021	Non-Executive - Independent Director	Not Applicable	20-07-1945	01-09-2016	60	2	2	5	0
5	Mr	Puranam Hayagreeva Ravikumar	AAJPR6809H	00280010	Non-Executive - Independent Director	Not Applicable	20-07-1951	26-06-2017	60	3	3	6	2
6	Mr	Arun Kumar Adhikari	AEQPA0493K	00591057	Non-Executive - Independent Director	Not Applicable	20-01-1954	26-06-2017	60	4	4	3	0
7	Mrs	Vijayalakshmi Rajaram Iyer	AAHPI7741P	05242960	Non-Executive - Independent Director	Not Applicable	01-06-1955	26-06-2017	60	5	5	3	6

II. Composition of Committees

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
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

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
1	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	26-06-2017
2	00020021	Subhash Chandra Bhargava	Non-Executive - Independent Director	Member	08-11-2016
3	00060017	Sushil Agarwal	Non-Executive - Non Independent Director	Member	26-10-2017
4	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	26-10-2017

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
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	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson	02-08-2019	
2	00280010	Puranam Hayagreeva Ravikumar	Non-Executive - Independent Director	Member	02-08-2019	
3	00060017	Sushil Agarwal	Non-Executive - Non Independent Director	Member	02-08-2019	
4	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson	26-06-2017	02-08-2019
5	00280010	Puranam Hayagreeva Ravikumar	Non-Executive - Independent Director	Member	26-06-2017	02-08-2019
6	00060017	Sushil Agarwal	Non-Executive - Non Independent Director	Member	26-10-2017	02-08-2019

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
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

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*	No. of Independent Directors attending the meeting*
1	05-02-2019		Yes	6	4
2	04-05-2019	87	Yes	5	3
3	05-09-2019	33	Yes	6	3

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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	04-05-2019		Yes	3	2
2	Audit Committee	02-08-2019	89	Yes	3	2
3	Nomination and remuneration committee	04-05-2019		Yes	2	1
4	Nomination and remuneration committee	02-08-2019	89	Yes	3	2
5	Stakeholders Relationship Committee	04-05-2019		Yes	2	1
6	Stakeholders Relationship Committee	02-08-2019	89	Yes	2	1

V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)
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	Yes

Sr	Subject	Compliance status
1	Name of signatory	Sailesh Kumar Daga
2	Designation	Company Secretary and Compliance Officer

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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

Annexure III**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Mrs. Vijayalakshmi Iyer, Chairperson of the Audit Committee, was unable to travel to the venue of the Annual General Meeting due to personal exigencies
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Mrs. Arun Kumar Adhikari, Chairperson of the Nomination, Remuneration and Compensation Committee, was unable to travel to the venue of the Annual General Meeting due to personal exigencies
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Mrs. Vijayalakshmi Iyer, Chairperson of the Stakeholders Relationship Committee, was unable to travel to the venue of the Annual General Meeting due to personal exigencies
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III

1	Name of signatory	Sailesh Kumar Daga
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Sailesh Kumar Daga
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	14-10-2019