

**Aditya Birla Capital Limited**  
**Corporate Governance Report for the quarter ended 31st December, 2019**

<b>General information about company</b>	
Scrip code	540691
NSE Symbol	ABCAPITAL
MSEI Symbol	
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	Quarterly
Date of Report	31-12-2019
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

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	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	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	00012813	Non-Executive - Non Independent Director	Chairperson related to Promoter	14-06-1967	NA		26-10-2017			6	0	0	0
2	Mr	Santrupt Misra	00013625	Non-Executive - Non Independent Director	Not Applicable	15-08-1965	NA		26-10-2017			2	1	1	0
3	Mr	Sushil Agarwal	00060017	Non-Executive - Non Independent Director	Not Applicable	13-06-1963	NA		26-10-2017			2	0	5	0
4	Mr	Subhash Chandra Bhargava	00020021	Non-Executive - Independent Director	Not Applicable	20-07-1945	Yes	19-08-2019	01-09-2016	01-09-2016	60	2	2	5	0
5	Mr	Puranam Hayagreeva Ravikumar	00280010	Non-Executive - Independent Director	Not Applicable	20-07-1951	NA		26-06-2017	26-06-2017	60	3	3	6	3
6	Mr	Arun Kumar Adhikari	00591057	Non-Executive - Independent Director	Not Applicable	20-01-1954	NA		26-06-2017	26-06-2017	60	4	4	3	0
7	Mrs	Vijayalakshmi Rajaram Iyer	05242960	Non-Executive - Independent Director	Not Applicable	01-06-1955	NA		26-06-2017	26-06-2017	60	5	5	4	5

## Annexure 1

## 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
4					

## 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	Sanrupt 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	Sanrupt 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
1	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	02-08-2019
2	00020021	Subhash Chandra Bhargava	Non-Executive - Independent Director	Member	02-08-2019
3	00013625	Sanrupt Misra	Non-Executive - Non Independent Director	Member	02-08-2019
4					

## 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	Sanrupt 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*	No. of Independent Directors attending the meeting*
1	02-08-2019		Yes	5	3
2	05-09-2019	33	Yes	6	3
3	07-11-2019	62	Yes	4	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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	02-08-2019		Yes	3	2
2	Audit Committee	07-11-2019	96	Yes	2	2
3	Nomination and remuneration committee	02-08-2019		Yes	3	2
4	Nomination and remuneration committee	18-10-2019	76	Yes	3	2
5	Nomination and remuneration committee	07-11-2019	19	Yes	2	2
6	Stakeholders Relationship Committee	02-08-2019		Yes	2	1
7	Stakeholders Relationship Committee	16-10-2019		Yes	2	1
8	Stakeholders Relationship Committee	07-11-2019		Yes	2	1
9	Corporate Social Responsibility Committee	07-11-2019		Yes	3	3
10	Risk Management Committee	16-12-2019		Yes	3	2

**Annexure 1****V. Related Party Transactions**

<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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

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

### Signatory Details

Name of signatory	Sailesh Kumar Daga
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	14-01-2020