

Aditya Birla Capital Limited

Corporate Governance Report for the quarter ended 30 June 2020	
Scrip code	540691
NSE Symbol	ABCAPITAL
ISIN	INE674K01013
Name of the entity	Aditya Birla Capital Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Quarterly
Date of Report	30-06-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

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	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 26(1) of Listing Regulations]	No of Independent Directorship in listed entities including this listed entity [Refer Regulation 26(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	NA		26-10-2017	26-10-2017			6	0	0	0
2	Mr	Sanrupt Misra	ACBPM8291N	00013625	Non-Executive - Non Independent Director	Not Applicable	15-08-1965	NA		26-10-2017	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	26-10-2017			2	0	5	0
4	Mr	Subhash Chandra Bhargava	AACPB7884P	00020021	Non-Executive - Independent Director	Not Applicable	20-07-1945	Yes	19-08-2019	01-09-2016	01-09-2016		60	2	2	3	0
5	Mr	Puranam Hayagreeva Ravikur	AAJPR6809H	00280010	Non-Executive - Independent Director	Not Applicable	20-07-1951	NA		26-06-2017	26-06-2017		60	3	3	4	5
6	Mr	Arun Kumar Adhikari	AEQPA0493K	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	AAHPI7741P	05242960	Non-Executive - Independent Director	Not Applicable	01-06-1955	NA		26-06-2017	26-06-2017		60	5	5	6	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

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
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	Santrupt 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	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)
1	31-01-2020		Yes
2	05-06-2020	125	Yes

Annexure 1

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)
1	Audit Committee	31-01-2020		Yes
2	Audit Committee	05-06-2020	125	Yes
3	Nomination and remuneration committee	31-01-2020		Yes
4	Nomination and remuneration committee	27-03-2020	55	Yes
5	Nomination, Remuneration and Compensation Committee	05-06-2020	69	Yes
6	Nomination, Remuneration and Compensation Committee	31-01-2020		Yes
7	Nomination, Remuneration and Compensation Committee	05-06-2020	125	Yes
8	Risk Management Committee	11-03-2020		Yes

Annexure 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 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

*The Corporate Governance Report for the quarter and year ended 31 March 2020 was placed before the Board of Directors at its Meeting held on 5 June 2020. This Corporate Governance Report for the quarter ended 30 June 2020 shall be placed before the Board of Directors at the ensuing Board Meeting.

Annexure 1		
Sr	Subject	Compliance status
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	13-07-2020