

**Aditya Birla Capital Limited****Corporate Governance Report for the half year ended 30 September 2021**

Scrip code	540691
NSE Symbol	ABCAPITAL
<b>ISIN</b>	
Name of the entity	Aditya Birla Capital Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
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		No													
Is there any change in information of board of directors compare to previous quarter		Yes		No													
Whether Chairperson is related to MD or CEO		Yes		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 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)
					Non-Executive - Non Independent Director	Chairperson related to Promoter											
1	Mr	Kumar Mangalam Birla	AEPFB5926H	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	ACBPM8291N	00013625	Non-Executive - Non Independent Director	Not Applicable	15-08-1965	NA		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				2	0	3	0
4	Mr	Subhash Chandra Bhargava	AACP87884P	00020021	Non-Executive - Independent Director	Not Applicable	20-07-1945	Yes	19-08-2019	01-09-2016	20-08-2021		60	2	2	5	0
5	Mr	Puranam Hayagreeva Ravikumar	AAIPR6809H	00280010	Non-Executive - Independent Director	Not Applicable	20-07-1951	NA	20-08-2021	26-06-2017	20-08-2021		51	3	3	5	3
6	Mr	Arun Kumar Adhikari	AEQPA0493K	00591057	Non-Executive - Independent Director	Not Applicable	20-01-1954	NA		26-06-2017	20-08-2021		51	5	5	4	0
7	Mrs	Vijayalakshmi Rajaram Iyer	AAHP17741P	05242960	Non-Executive - Independent Director	Not Applicable	01-06-1955	NA		26-06-2017	20-08-2021		51	6	6	10	4
8	Mr	Romesh Sobti	AOAPS0170F	00031034	Non-Executive - Nominee Director	Not Applicable	24-03-1950	NA		14-01-2021				2	1	0	0

## Annexure 1

## II. Composition of Committees

Is there any change in information of committees compare to previous quarter

Yes

## 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	Date of Cessation
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	00020021	Subhash Chandra Bhargava	Non-Executive - Independent Director	Member	05-02-2021	

## 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	Date of Cessation
1	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	26-06-2017	
2	00020021	Subhash Chandra Bhargava	Non-Executive - Independent Director	Member	26-10-2017	
3	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	26-10-2017	
4	05242960	Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Member	05-08-2021	
5	00060017	Sushil Agarwal	Non-Executive - Non Independent Director	Member	26-10-2017	05-08-2021

## 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	Date of Cessation
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	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	02-08-2019	
2	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	02-08-2019	
3	00031034	Romesh Sobti	Non-Executive - Nominee Director	Member	05-02-2021	

## Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
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)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	14-04-2021		Yes	3	4
2	14-05-2021	29	Yes	3	4
3	16-06-2021	32	Yes	3	4
4	05-08-2021	49	Yes	4	4
5	23-09-2021	48	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)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
	<input type="button" value="Add"/> <input type="button" value="Delete"/>						
1	Audit Committee	14-05-2021			Yes	1	2
2	Audit Committee	16-06-2021	32		Yes	1	3
3	Audit Committee	20-07-2021	33		Yes	1	3
4	Audit Committee	05-08-2021	15		Yes	1	2
5	Nomination and remuneration committee	14-05-2021			Yes	2	2
6	Nomination and remuneration committee	05-08-2021			Yes	1	2
7	Nomination and remuneration committee	30-09-2021			Yes	1	3
8	Stakeholders Relationship Committee	14-05-2021			Yes	2	1
9	Stakeholders Relationship Committee	02-08-2021			Yes	2	1
10	Risk Management Committee	28-09-2021			Yes	2	0

**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 (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 <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 III****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. (refer note below)</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them		0 0.00	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	0.00
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		0 0.00	0.00
Promoter Group or any other entity controlled by them		0 0.00	0.00
Directors (including relatives) or any other entity controlled by them		0 0.00	0.00
KMPs or any other entity controlled by them		0 0.00	0.00
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			Add Notes
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in		Yes	
Name	Pinky Mehta	Add Notes	
Designation	CFO		
Place	Mumbai		
Date	21-10-2021		

### Signatory Details

Name of signatory	Amber Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	21-10-2021