

Corporate Governance Report for the quarter and half year ended 30th September, 2018

Aditya Birla Capital Limited

General information about Company	
Scrip code	540691
NSE Symbol	ABCAPITAL
MSEI Symbol	
ISIN	INE674K01013
Name of the entity	Aditya Birla Capital Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Half Yearly
Date of Report	30-09-2018
Risk management committee	Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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	-	26-10-2017	-	-	6	0	0
2	Mr	Santrupt Misra	00013625	Non-Executive - Non Independent Director	Not Applicable	-	26-10-2017	-	-	2	1	0
3	Mr	Sushil Agarwal	00060017	Non-Executive - Non Independent Director	Not Applicable	-	26-10-2017	-	-	3	5	0
4	Mr	Subhash Chandra Bhargava	00020021	Non-Executive - Independent Director	Not Applicable	-	01-09-2016	-	60	4	6	1
5	Mr	Puranam Hayagreeva Ravikumar	00280010	Non-Executive - Independent Director	Not Applicable	-	26-06-2017	-	60	5	6	3
6	Mr	Arun Kumar Adhikari	00591057	Non-Executive - Independent Director	Not Applicable	-	26-06-2017	-	60	3	2	0
7	Mrs	Vijayalakshmi Rajaram Iyer	05242960	Non-Executive - Independent Director	Not Applicable	-	26-06-2017	-	60	6	1	4

Annexure 1**II. Composition of Committees****Audit Committee Details**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	05242960	Mrs. Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson
2	00280010	Mr. Puranam Hayagreeva Ravikumar	Non-Executive - Independent Director	Member
3	00060017	Mr. Sushil Agarwal	Non-Executive - Non Independent Director	Member

Nomination and remuneration committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	00591057	Mr. Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson
2	00020021	Mr. Subhash Chandra Bhargava	Non-Executive - Independent Director	Member
3	00060017	Mr. Sushil Agarwal	Non-Executive - Non Independent Director	Member
4	00013625	Dr. Santrupt Misra	Non-Executive - Non Independent Director	Member
5				

Stakeholders Relationship Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	05242960	Mrs. Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson
2	00060017	Mr. Sushil Agarwal	Non-Executive - Non Independent Director	Member
3	00013625	Dr. Santrupt Misra	Non-Executive - Non Independent Director	Member

Risk Management Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	05242960	Mrs. Vijayalakshmi Rajaram Iyer	Non-Executive - Independent Director	Chairperson
2	00280010	Mr. Puranam Hayagreeva Ravikumar	Non-Executive - Independent Director	Member
3	00060017	Mr. Sushil Agarwal	Non-Executive - Non Independent Director	Member

Corporate Social Responsibility Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors
1	00591057	Mr. Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson
2	00020021	Mr. Subhash Chandra Bhargava	Non-Executive - Independent Director	Member
3	00280010	Mr. Puranam Hayagreeva Ravikumar	Non-Executive - Independent Director	Member
4	00013625	Dr. Santrupt Misra	Non-Executive - Non Independent Director	Member

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors
1	00280010	Mr. Puranam Hayagreeva Ravikumar	Finance Committee	Non-Executive - Independent Director
2	00060017	Mr. Sushil Agarwal	Finance Committee	Non-Executive - Non Independent Director
3	00013625	Dr. Santrupt Misra	Finance Committee	Non-Executive - Non Independent Director

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)
1	08-04-2018	
2	08-05-2018	29
3	10-08-2018	93
4	29-08-2018	18

Annexure 1**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter
1	Audit Committee	-	Yes	2	08-05-2018
2	Audit Committee	10-08-2018	Yes	3	-
3	Nomination and remuneration committee	-	Yes	4	09-04-2018
4	Nomination and remuneration committee	-	Yes	4	08-05-2018
5	Nomination and remuneration committee	10-08-2018	Yes	3	-
6	Nomination and remuneration committee	29-08-2018	Yes	2	-
7	Stakeholders Relationship Committee	-	Yes	3	08-05-2018
8	Stakeholders Relationship Committee	10-08-2018	Yes	2	-
9	Risk Management Committee	-	Yes	2	15-06-2018

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)	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 100 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: The Corporate Governance Report for the quarter ended 30th June, 2018 was placed before the Board of Directors at its Meeting held on 10th August, 2018. This Corporate Governance Report for the quarter and half year ended 30th September, 2018 shall be placed before the Board of Directors in the ensuing Board Meeting.	

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

Annexure III**Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year****I. Affirmations**

Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" - Details
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)	No	As per SEBI LODR Regulations, the Chairperson of the Nomination and Remuneration Committee may be present at the Annual General Meeting. Due to pre-occupation, the Chairperson of Nomination, Remuneration and Compensation Committee was unable to attend the Meeting.
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Signatory Details

Name of signatory	Sailesh Daga
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	11-10-2018