

Aditya Birla Capital Limited

(formerly known as Aditya Birla Financial Services Limited)

Corporate Governance Report for the quarter and year ended 31st March, 2019

General information about company	
BSE Scrip code	540691
NSE Symbol	ABCAPITAL
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	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable

I. Composition of Board of Directors

Wether the listed entity has a Regular Chairperson					Yes					
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Date of appointment in the current term	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	6	0
4	Mr	Subhash Chandra Bhargava	00020021	Non-Executive - Independent Director	Not Applicable	01-09-2016	60	3	6	0
5	Mr	Puranam Hayagreeva Ravikumar	00280010	Non-Executive - Independent Director	Not Applicable	26-06-2017	60	5	9	1
6	Mr	Arun Kumar Adhikari	00591057	Non-Executive - Independent Director	Not Applicable	26-06-2017	60	4	2	0
7	Mrs	Vijayalakshmi Rajaram Iyer	05242960	Non-Executive - Independent Director	Not Applicable	26-06-2017	60	6	4	4

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
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
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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
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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

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

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	06-11-2018	
2	05-02-2019	90

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	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	05-02-2019	Yes	3	06-11-2018	90
2	Nomination and remuneration committee	18-02-2019	Yes	4	29-10-2018	111
3	Stakeholders Relationship Committee	05-02-2019	Yes	3	06-11-2018	90
4	Risk Management Committee	05-03-2019	Yes	3		

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status	Web address
1	Details of business	Yes	https://www.adityabirlacapital.com/about-us
2	Terms and conditions of appointment of independent directors	Yes	https://www.adityabirlacapital.com/about-us/board-of-directors
3	Composition of various committees of board of directors	Yes	https://www.adityabirlacapital.com/about-us/board-of-directors
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.adityabirlacapital.com/investor-relations/policies-and-codes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.adityabirlacapital.com/investor-relations/policies-and-codes
6	Criteria of making payments to non-executive directors	Yes	https://www.adityabirlacapital.com/investor-relations/policies-and-codes
7	Policy on dealing with related party transactions	Yes	https://www.adityabirlacapital.com/investor-relations/policies-and-codes
8	Policy for determining 'material' subsidiaries	Yes	https://www.adityabirlacapital.com/investor-relations/policies-and-codes
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.adityabirlacapital.com/about-us/board-of-directors
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.adityabirlacapital.com/investor-relations/shareholder-centre
11	email address for grievance redressal and other relevant details	Yes	https://www.adityabirlacapital.com/investor-relations/shareholder-centre
12	Financial results	Yes	https://www.adityabirlacapital.com/investor-relations/quarterly-results
13	Shareholding pattern	Yes	https://www.adityabirlacapital.com/investor-relations/quarterly-compliances
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	New name and the old name of the listed entity	Yes	https://www.adityabirlacapital.com/about-us

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 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

II. Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes

23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Signatory Details

Name of signatory	Sailesh Daga
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-04-2019