

Aditya Birla Housing Finance Ltd.

(A part of Aditya Birla Capital Ltd.)



ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

April 15, 2024

National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001
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Dear Sir/Madam,

Sub: Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulations 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Corporate Governance Report as on March 31, 2024.

The above is for your information and records.

Thanking you

For **Aditya Birla Housing Finance Limited**

Hiral Sidhpura
Company Secretary
Membership No.: 32296
Hiral.Sidhpura@adityabirlacapital.com

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 9th Floor, 841, Jupiter Mill Compound,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.
+91 22 6279 9505 | Toll-free number 1800-270-7000
care.housingfinance@adityabirlacapital.com | <https://homefinance.adityabirlacapital.com>

Registered Office:
Indian Rayon Compound, Veraval,
Gujarat -362 266
CIN: U65922GJ2009PLC083779



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Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity – Aditya Birla Housing Finance Limited
2. Quarter ending – March 31, 2024

I. Composition of Board of Directors

Title (Mr / Ms/ Mrs.)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) &	Initial Date of appoi ntment	Date of Re- appoi ntment	Date of cessat ion	Tenure* (in months)	Date of Birth	No of Directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)]**	No of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	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)
Mrs.	Vishakha Mulye	AAHP M548 OD	00203578	Non-Executive - Non-Independent Director	13-10-2022	-	-	-	04-02-1969	1	0	1	0
Mr.	V Chandrasekaran	AADP V7524 P	03126243	Non-Executive - Independent Director	28-06-2018	28-06-2023	-	69	11-10-1957	3	3	2	0
Mrs.	Anita Ramachandran	AADP R7987 E	00118188	Non-Executive -	31-03-2015	08-07-2020	-	108	28-04-1955	6	6	5	2

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				Independent Director									
Mr.	Pankaj Gadgil	AIZP G484 1N	08521239	Managing Director	23-09-2022	-	-	-	08-12-1973	0	0	0	0
Mr.	Narayanan N R	AABP N8001 H	07877022	Non-Executive - Independent Director	19-01-2023	-	-	14	03-08-1962	0	0	0	0

Whether Regular chairperson appointed – No

Whether Chairperson is related to Managing Director or CEO – No

\$PAN of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** for counting the No. of Directorship and Committee Membership & Chairmanship in listed entities, only equity listed entities are considered.

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II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee) [§]	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. V Chandrasekaran	Chairman - Non-Executive - Independent Director	16-07-2018	-
		Mrs. Anita Ramachandran	Non-Executive - Independent Director	31-03-2015	-
		Mrs. Vishakha Mulye	Non-Executive - Non-Independent Director	13-10-2022	-
		Mr. Narayanan N R	Non-Executive - Independent Director	19-01-2023	-
Nomination and Remuneration Committee	Yes	Mrs. Anita Ramachandran	Chairperson - Non-Executive - Independent Director	31-03-2015	-
		Mr. V Chandrasekaran	Non-Executive - Independent Director	16-07-2018	-
		Mrs. Vishakha Mulye	Non-Executive - Non-Independent Director	13-10-2022	-
		Mr. Narayanan N R	Non-Executive - Independent Director	19-01-2023	-
Risk Management Committee	Yes	Mr. Narayanan N R	Chairman - Non-Executive - Independent Director	19-01-2023	-
		Mr. V Chandrasekaran	Non-Executive - Independent Director	16-07-2018	-
		Mrs. Vishakha Mulye	Non-Executive - Non-Independent Director	13-10-2022	-
		Mr. Pankaj Gadgil	Managing Director	13-10-2022	-
Stakeholders Relationship Committee	Yes	Mrs. Anita Ramachandran	Chairperson - Non-Executive - Independent Director	13-10-2022	-
		Mr. Narayanan N R	Non-Executive - Independent Director	26-10-2023	-
		Mr. Pankaj Gadgil	Managing Director	13-10-2022	-

[§]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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III. Meeting of Board of Directors

Sr. No.	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes/No)	Number of Directors present*	No. of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
1	26-10-2023	-	-	-	-	90
2	-	19-01-2024	Yes	5	3	84
*to be filled in only for the current quarter meetings						

IV. Meetings of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes/No)	Number of Directors present*	No. of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)**
Audit Committee	-	Yes	4	3	26-10-2023	90
Audit Committee	19-01-2024	Yes	4	3	-	84
Nomination and remuneration Committee	-	Yes	4	3	26-10-2023	90
Nomination and remuneration Committee	-	-	-	-	-	-
* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional						
**to be filled in only for the current quarter meetings						

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ANNEX II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://homefinance.adityabirlacapital.com/about-us/company-profile
b) Terms and conditions of appointment of independent directors	Yes	https://homefinance.adityabirlacapital.com/-/media/ABCL/pdf/Disclosure-pdfs/ABFL-Letter-of-Appointment-Independent-Director.webp?extension=webp
c) Composition of various committees of board of directors	Yes	https://homefinance.adityabirlacapital.com/about-us/-/media/DE208FCE138043F3AF715DC0E1CA9C5F.ashx
d) Code of conduct of board of directors and senior management personnel	Yes	Code-of-Conduct-for-Board-and-Senior-Management.webp (azureedge.net)
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://abchflprod.azureedge.net/-/media/ABCL/Home_Finance/Regulatory_Disclosure/Whistle-Blower-Policy_9-3.webp?extension=webp&revision=23684ae2-c60b-4eef-bec3-331a6b773239&modified=20230313075420
f) Criteria of making payments to non-executive directors	NA	The Company do not make any payments to non-executive directors
g) Policy on dealing with related party transactions	Yes	https://abchflprod.azureedge.net/-/media/ABCL/Home_Finance/Regulatory_Disclosure/rpt-policy-annexure-2d.webp?extension=webp&revision=115e9d58-167d-45aa-9341-e2e13cd372f6&modified=20221008122227
h) Policy for determining 'material' subsidiaries	NA	The Company does not have subsidiary.
i) Details of familiarization programmes imparted to independent directors	No	https://abchflprod.azureedge.net/-/media/ABCL/Home_Finance/Regulatory_Disclosure/abhfl-idfp.webp?extension=webp&revision=7fc5e8b0-6ffb-4cb3-a36d-

		c433a96995fb&modified=20221008122221
j) Email address for grievance redressal and other relevant details	Yes	https://homefinance.adityabirlacapital.com/regulatory-disclosure-and-policies
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://homefinance.adityabirlacapital.com/regulatory-disclosure-and-policies
l) Financial results	Yes	https://homefinance.adityabirlacapital.com/tools-and-knowledge/financial-reports
m) Shareholding pattern	Yes	https://homefinance.adityabirlacapital.com/fl_financialreport/abhfl%20annual%20report%20fy%2021-22.pdf
n) Details of agreements entered into with the media companies and/or their associates	NA	No agreements are entered into with media companies
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	No Institutional investors are holding shares of the Company
p) New name and the old name of the listed entity	NA	Name change is not applicable.
q) Advertisements as per regulation 47 (1)	Yes	https://homefinance.adityabirlacapital.com/Pages/SEBI-Disclosures.aspx
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	There is no revision in ratings. However, re-affirmation letters are uploaded on the Website of the Company. https://homefinance.adityabirlacapital.com/regulatory-disclosure-and-policies
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	The Company does not have subsidiary.
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	As the Company is a High-Value Debt Listed Company, the Company maintains the function website as per Regulation 62
b) Materiality Policy as per Regulation 30	NA	The Company is a High-Value Debt Listed Company; hence Regulation 30 is not applicable
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43A is not applicable as the Company is not covered in the top 1000 listed entities based on market capitalization as on March 31, 2023.
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	No
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes

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ANNEX III

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Half year ending – March 31, 2024

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note: 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		

For Aditya Birla Housing Finance Limited

Hiral Sidhpura
Company Secretary

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ANNEX IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2024

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(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			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

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(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

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Ashish Damani
Chief Financial Officer

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table

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Details of Cyber Security Incidence
as on March 31, 2024

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event - Not Applicable	Brief details of the event - Not Applicable

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