

Corporate Governance Report for the financial year ended 31st March, 2020

Scrip code	540691
NSE Symbol	ABCAPITAL
MSEI Symbol	
ISIN	INE674K01013
Name of the entity	Aditya Birla Capital Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Details of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Whether special resolution passed?	Date of passing special resolution	Initial Date of appointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Kumar Mangalam Birla	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	00013625	Non-Executive - Non Independent Director	Not Applicable	15-08-1965	NA		26-10-2017		1	0	0	0
3	Mr	Sushil Agarwal	00060017	Non-Executive - Non Independent Director	Not Applicable	13-06-1963	NA		26-10-2017		2	0	5	0
4	Mr	Subhash Chandra Bhargava	00020021	Non-Executive - Independent Director	Not Applicable	20-07-1945	Yes	19-08-2019	01-09-2016	60	2	2	4	0
5	Mr	Puranam Hayagreeva Ravikumar	00280010	Non-Executive - Independent Director	Not Applicable	20-07-1951	NA		26-06-2017	60	3	3	4	4
6	Mr	Arun Kumar Adhikari	00591057	Non-Executive - Independent Director	Not Applicable	20-01-1954	NA		26-06-2017	60	4	4	3	0
7	Mrs	Vijayalakshmi Rajaram Iyer	05242960	Non-Executive - Independent Director	Not Applicable	01-06-1955	NA		26-06-2017	60	5	5	5	5

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

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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	07-11-2019		Yes	4	4
2	31-01-2020	84	Yes	6	3

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 II

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	NA	
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-compliances
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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes	https://www.adityabirlacapital.com/investor-relations/announcements-and-updates
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://www.adityabirlacapital.com/investor-relations/announcements-and-updates
18	Credit rating or revision in credit rating obtained	Yes	https://www.adityabirlacapital.com/investor-relations/shareholder-centre
19	Separate audited financial statements of each subsidiary of the listed entity	Yes	https://www.adityabirlacapital.com/investor-relations/financial-reports-for-other-subsidiary-companies
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.adityabirlacapital.com/investor-relations
21	Materiality Policy as per Regulation 30	Yes	https://www.adityabirlacapital.com/investor-relations/announcements-and-updates
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.adityabirlacapital.com/investor-relations/announcements-and-updates
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://www.adityabirlacapital.com/

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

Annexure II

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), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes

22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Annexure II**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 Kumar Daga
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-04-2020