

NOTICE

NOTICE is hereby given that 30th Annual General Meeting (AGM) of the Members of **ADITYA BIRLA FINANCE LIMITED** will be held on Monday, the 16th day of August, 2021 at 2.00 P.M. at a shorter notice through Video Conferencing ("VC") or other Audio Visual means ("OVAM") to transact, with or without modification, as may be permissible, the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the financial year ended March 31, 2021 along with the Reports of Board and Auditors' thereon
2. To appoint a Director in place of Mr. Ajay Srinivasan (DIN: 00121181) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Kamlesh Rao as a Non-Executive Director of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution, as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kamlesh Rao (DIN : 07665616), who was appointed by the Board of Directors at their meeting held on February 4, 2021 and effective from July 7, 2021 as an Additional Director of the Company, who holds office as such up to the date of this General Meeting and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

4. Revision of term of appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution, as **Ordinary Resolution:**

"RESOLVED THAT in partial modification of the resolution passed at the annual general meeting dated July 10, 2020 and pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for time being in force) and in compliance with the RBI circular dated April 27, 2021, the tenure of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No.117366W/W-100018) having their office at One International Centre, Tower 3, 27th – 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West) Mumbai 400013, as the Statutory Auditors of the Company, be and is hereby reduced to 3 (three) years i.e. till the conclusion of the 32nd Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors."

Aditya Birla Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)

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Registered Office:

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Gujarat -362 266

CIN: U65990GJ1991PLC064603



5. **Revision of remuneration of Mr. Rakesh Singh, Managing Director & Chief Executive Officer**

To consider and if thought fit, to pass, with or without modification(s) the following resolution, as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and such other approvals, if required and based on the recommendations of Nomination & Remuneration Committee and the Board of Directors at their meeting held on August 4, 2021, the remuneration payable to Mr. Rakesh Singh (DIN No.: 07006067) be and is hereby revised, effective from July 1, 2021 on terms and conditions as stated herein:

A. Remuneration:

1. Fixed Salary (including retinals thereon) of Rs. 4.16 crore (Rupees Four Crore Sixteen Lakh only) per annum.
2. Variable Pay: Rs. 2.79 Crore (Rupees Two Crore Seventy Nine Lakh only) per annum.
3. Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentive applicable to Senior Executives of the Company/Aditya Birla Group/ Aditya Birla Capital Group, in such manner and with such provisions as may be decided by the Board, considering the above.

B. Perquisites

- a) **Housing:** Company provided (furnished/ unfurnished) accommodation or House Rent Allowance in lieu of Company provided accommodation.
- b) **Reimbursement of expenses:** At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- c) **Medical Expenses Reimbursement:** Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- d) **Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company.
- e) **Club fees:** Fees of One Corporate Club in India (including admission and annual membership fee).
- f) **Car:** Two cars for use of Company's Business.
- g) **Reimbursement of entertainment, travelling and all other expenses** incurred for the business of the Company as per policy of the Company. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.

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- h) **Leave and encashment of leave.** As per the policy of the Company
- i) **Personal accident Insurance Premium.** As per the policy of the Company.
- j) **Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme** as per policy of the Company.
- k) **Gratuity** and /or contribution to the Gratuity Fund of Company: As per the policy of the Company.
- l) **Other Allowances/benefits, perquisites:** Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.
- m) Any other one time/ periodic retirement allowances/ benefits as may be decided by the Board at the time of retirement.

In case the executive is elevated to the next higher level of the Company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the executive.

Annual remuneration review is effective July 01 each year, as per policy of the Company.

- C. Subject as aforesaid, the Managing Director & CEO shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- D. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Rakesh Singh, MD & CEO will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- E. The aggregate of the remuneration and perquisites as aforesaid in any Financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Companies Act, 2013, (the Act) read with Schedule V to the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- F. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Rakesh Singh in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government if required.
- G. The Board of Directors (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and are hereby authorized to revise the remuneration and perquisites payable to Mr. Rakesh Singh from time to time, subject to the limits approved by the shareholders.
- H. Though considering the provisions of Section 188 of the Companies Act 2013 and the applicable Rules and the Schedule V of the Act, Mr. Rakesh Singh would not be holding any office or place of profit by his being a mere director of the Company's fellow subsidiaries / subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other directors for attending meetings of Board(s) of Directors/ Committee(s) of fellow subsidiaries / subsidiaries/ Joint Ventures of the Company or companies promoted by the Aditya Birla Group.

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Mr. Rakesh Singh shall not be subject to retirement by rotation during his tenure as the MD & CEO of the Company. So long as Mr. Rakesh Singh functions as the MD & CEO, he shall not be paid any fees for attending the meetings of the Board or any Committees(s) thereof of the Company.

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. If the conditions will not be conducive to hold physical AGM, the AGM of the Company will be held through VC / OAVM in compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars.
2. The relevant explanatory statement pursuant to section 102 of Companies Act, 2013 with respect to special businesses set out in the Notice is annexed.
3. A member entitled to attend and vote at the General Meeting (the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy form duly completed and signed should be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.

However, if the AGM will be held through VC / OAVM, physical attendance of Members will be dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.

4. Members/ Proxies/Authorised Representatives should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
5. The Registers under the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
6. Corporate members intending to depute their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
7. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website www.adityabirlafinance.com
8. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, up to and including the date of Annual General Meeting of the Company.
9. All the records, registers and documents which are required to be made available for inspection at the meeting will be available for inspection by the Members at the AGM. In case the AGM will be held through VC / OAVM, the above records, registers and documents shall be made

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available for inspection in electronic mode. Further, all documents referred to in the accompanying notice and the explanatory statement shall be available for inspection in electronic form during normal business hours on all working days (Monday to Friday) up to the date of the meeting.

10. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:**
In case the AGM will be held through VC / OAVM, then the Members are requested to note and follow the following instructions for attending the AGM.
- The AGM will be held using Microsoft Teams or such other application as the Company may decide. Link / invitation to join the meeting shall be communicated by the Company in due course of time.
 - Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - The facility of participation at the AGM through VC / OAVM will be made available to all the Directors, Members, Statutory Auditors, Secretarial Auditors and Debenture Trustees.
 - Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number at ankur.shah@adityabirlacapital.com at least 10 days prior to the date of AGM. Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - Members are requested to keep their Video ON at the time of voting to enable the Company to ascertain the votes cast on business transacted at the AGM. In case a Poll is demanded on any item, Members shall convey their Vote by sending e-mail to ankur.shah@adityabirlacapital.com.
11. In case you have any queries regarding the AGM or grievance connected with the VC / OAVM facility, you may contact the undersigned at ankur.shah@adityabirlacapital.com or on +91 9833180046.
12. Route-map to the venue of the Meeting is provided at the end of the Notice.

**By order of the Board
For Aditya Birla Finance Limited**

**Ankur Shah
Company Secretary**

**Place: Mumbai
Date: August 4, 2021**

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362266



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Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business mentioned in the Notice of the Extra-Ordinary General Meeting of the Company

ITEM NO. 3

Mr. Kamlesh Rao was appointed as an Additional Director subject to the approval of the Reserve Bank of India ('RBI'), by the Board of Directors at its Board meeting held on February 4, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 84 of Article of Association of the Company. Subsequently, the Company had received approval from RBI on July 7, 2021 for the appointment of Mr. Kamlesh Rao as a Non-Executive Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of the ensuing Annual General Meeting. In this regard, the Company has received request in writing from a member of the Company proposing Mr. Rao's candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Rao on the Board is desirable and would be beneficial to the Company and hence recommend resolution No. 3 for adoption.

Except Mr. Rao, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 3 to be passed as an ordinary resolution.

ITEM NO. 4

M/s. Deloitte Haskins & Sells LLP were appointed as the Statutory Auditors of the Company by the Members at the Annual General meeting held on July 10, 2020 for a period of 5 years (Years 2020-21 to 2024-25) as per the provisions of Section 139 of the Companies Act, 2013.

The Reserve Bank of India ("RBI") issued a Circular No. RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ('Circular'/ 'Guidelines') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines"). The RBI Guidelines, inter-alia, have stipulated that NBFCs will have to appoint statutory auditor for a continuous period of three years only. Also, an audit firm that has completed full or part of one term of the audit tenure would not be eligible for reappointment in the same entity for a period of six years (two tenures) thereafter.

To comply with the aforesaid RBI Guidelines, the Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the reduction of tenure of M/s. Deloitte Haskins & Sells LLP, as the Statutory Auditors of the Company to three years at their meeting to be held on August 4, 2021 and recommended the same to the Members for their approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.



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ITEM NO. 5

Mr. Rakesh Singh was appointed as the Managing Director & Chief Executive Officer of the Company under the Companies Act, 2013 at annual general meeting held on July 10, 2020. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on August 4, 2021 had considered and recommended the revised remuneration of Mr. Rakesh Singh (DIN: 07006067) w.e.f. July 1, 2021 as stated in the resolution. It is now proposed to consider his revised remuneration within the limits as set out in the resolution. The said revised remuneration to be paid to Mr. Singh is in accordance with the provisions of Schedule V of the Act. The Members are also requested to authorize the Board to approve the revision of the remuneration and perquisites payable to Mr. Rakesh Singh, from time to time, subject to the approval / limits approved by the shareholders.

The Directors request the Members to pass special resolution for the said limits of remuneration of Mr. Singh.

Except Mr. Singh, none of the Directors and Key Managerial Persons or their relatives are concerned or deemed to be interested in the aforesaid resolution.

**By order of the Board
For Aditya Birla Finance Limited**



**Ankur Shah
Company Secretary**

**Place: Mumbai
Date: August 4, 2021**



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Details of Directors seeking appointment / re-appointment in the 30th Annual General Meeting as required under Secretarial Standards on General Meetings

Name of the Director	Ajay Srinivasan	Kamlesh Rao
Date of Birth	02/11/1963	11/04/1970
Date of first appointment on the Board	31/07/2007	07/07/2021
Qualification	MBA (IIM - Ahmedabad)	<ul style="list-style-type: none"> • MBA, Narsee Monjee Institute of Management Studies, 1995 • B.E. Instrumentation, Vivekanand Education Society's Institute of Technology, 1992
Expertise in specific functional area	<p>Mr. Ajay Srinivasan's experience in the financial services industry in India and abroad spans over 3 decades and he has been the CEO for over two thirds of his working life. He has a track record of setting up and successfully scaling businesses, in both domestic and international markets. He joined the Aditya Birla Group (ABG) in 2007 and since then has successfully led and transformed Aditya Birla Capital Limited (ABCL) into a universal financial solutions provider focusing on the protecting, investing and financing needs of its customers.</p> <p>He is the Chief Executive at ABCL, the holding Company for the financial services businesses of the Aditya Birla Group.</p> <p>Before joining ABG, he was Chief Executive – Fund Management, at Prudential Corporation Asia based out of Hong Kong from where he oversaw a business managing \$ 70 Bn in assets that spanned 10 markets. Prior to his stint at Prudential, he was Deputy Chief Executive Officer and Chief Investment Officer for the India Operations of ITC Threadneedle Asset Management. He began his career with ICICI Ltd.</p> <p>Currently, he is engaged with several bodies, including the Confederation of Indian Industry (CII) and is a member of the Advisory Board of the City of London.</p>	<p>Mr. Kamlesh Rao is the MD & CEO at Aditya Birla Sun Life Insurance Limited (ABSLI). He has a successful track record of entering new markets & businesses and turning them around by placing them on a high growth trajectory.</p> <p>As an integral part of the Banking & Financial Services industry, his experience has been shaped over a career spanning 25 years. In his previous role as the Managing Director & CEO – Retail at Kotak Securities Limited, Kamlesh was responsible for planning and executing strategic initiatives. He was instrumental in driving the growth and strategy for Secondary Markets, Primary Markets, Margin funding and distribution of Investment products. Prior to joining Kotak Securities Limited, Kamlesh held various roles at Kotak Mahindra Bank Limited over the course of 19 years. His experience spans across the asset and liability portfolios, including retail lending, business loans, unsecured loans, mortgages, SME lending, HNI banking and broking. He joined the bank as a Management Trainee and rapidly rose through the ranks to become the Managing Director & CEO – Retail at Kotak Securities Limited.</p> <p>In his earlier stint, Kamlesh has been a part of several prestigious committees including the NSE & BSE Advisory Committees and Secondary Market Advisory Committee (SMAC). He holds a degree in Engineering and is a Management graduate.</p> <p>Kamlesh is a part of the Senior Management Team at Aditya Birla</p>

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		Capital. At ABSLI, he is focused towards taking the company to a leadership position within the private life insurance space.
Terms and conditions of appointment or re-appointment	Appointed as a Director liable to retire by rotation	Re-appointment as a Non-executive Director liable to retire by rotation
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	NA	NA
Shareholding in the Company	Nil	Nil
Number of Meetings of the Board attended during the year	Seven	Four
Directorships held in other companies	i. Aditya Birla Housing Finance Limited; ii. Aditya Birla Sun Life Insurance Company Limited; iii. Aditya Birla Management Corporation Private Limited iv. Aditya Birla Capital Advisors Private Limited; v. Aditya Birla Sun Life AMC Limited; vi. Aditya Birla Health Insurance Company Limited; vii. Aditya Birla ARC Limited viii. Aditya Birla Capital Foundation (Section 8 Company)	i. Aditya Birla Sun Life Insurance Company Limited ii. Aditya Birla Sun Life Pension Management Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Member of Audit Committee, Nomination and Remuneration Committee, Finance Committee, Share Allotment Committee, Risk Committee, PIT Regulation Committee and CSR Committee	None
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	As per Annexure I	As per Annexure II
Whether related with other Directors / Key Managerial Personnel or any of their relatives	No	No

Annexure I

Sr. No.	Name of the Company	Name of the Committee	Member/ Chairman
1	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member

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		Risk Management Committee	Member
		Investment Committee	Member
		Asset Liability Management Committee	Member
		Policyholders' Protection Committee	Member
2	Aditya Birla Sun Life AMC Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee - Mutual Funds	Member
		Investment Committee - Alternate Assets	Member
		Product Committee	Member
		Initial Public Offer Committee	Member
3	Aditya Birla Health Insurance Co Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Investment Committee	Member
		Policyholder Protection Committee	Member
		Share Allotment Committee	Member
4	Aditya Birla ARC Limited	Asset Acquisition and Resolution Committee	Chairman
		Audit Committee	Member
5	Aditya Birla Capital Limited	PIT Regulations Committee	Member
		IT Strategy Committee	Member
		Asset Liability Management Committee	Member
6	Aditya Birla Housing Finance Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Committee	Member
		Securities Allotment & Transfer Committee	Member
		NPA Purchase/Sale Committee	Member

Annexure II

Sr. No.	Name of the Company	Name of Committee	Chairman / Member
1.	Aditya Birla Sun Life Insurance Company Limited	Risk Management Committee Asset Liability Management Committee Investment Committee Policyholders' Protection Committee With Profits Committee	Member Member Member Member
2.	Aditya Birla Sun Life Pension Management Limited	Audit Committee Investment Committee	Member Member



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