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SECRETARIAL COMPLIANCE REPORT
of ADITYA BIRLA FINANCE LIMITED for the year ended March 31, 2021

We, RS & MP Associates, Company Secretaries, have examined electronically, in view of prevailing circumstances due to outbreak of pandemic COVID-19:

- (a) all the documents and records made available to us and explanation provided by **ADITYA BIRLA FINANCE LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2021** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable to the Company for the financial year under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Not applicable to the Company for the financial year under review**

Branch: 9, Krishna Kunj, Off L.T. Road, Maharashtra Nagar, Borivali (W), Mumbai – 400092



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- **Not applicable to the Company for the financial year under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not applicable to the Company for the financial year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; - **Not applicable to the Company for the financial year under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (d) There were no items for which the listed entity was ought to have taken any actions to comply with the observations made in our previous year's Secretarial Compliance Report dated: June 4, 2020.



Additional reporting:

(e) The listed entity has listed Commercial Papers (CPs) on National Stock Exchange of India Limited and on BSE Limited during the review period and based on our examination of all the documents, records and explanation provided to us, the listed entity has complied with the provisions of the Circulars/ guidelines issued thereunder by SEBI from time to time.

For RS & MP Associates, Company Secretaries

Unique code No.: P2017MH061400

For RS & MP ASSOCIATES



Partner

Rakesh Sanghani, Partner

FCS: 7647 CP No.: 6302

UDIN: F007647C000287621

Date: May 13, 2021

Place: Mumbai