

**Annexure I**  
**Disclosures to be provided along with the application for listing**

**1. Issuer Details**

**1.1. Details of Issuer:**

i.

Name	<b>Aditya Birla Finance Limited (ABFL)</b>
Address	<b>Corporate Office:</b> One World Centre, Tower 1C, 18 <sup>th</sup> Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013 <b>Registered Office:</b> Indian Rayon Compound, Veraval, Gujarat 362266
CIN	<b>U65990GJ1991PLC064603</b>
PAN	AACB5769M

ii. Line of Business: Non-Banking Finance Company (NBFC) engaged in lending business

iii. Chief Executive (Managing Director / President/ CEO / CFO)

MD & CEO	Mr. Rakesh Singh
CFO	Mr. Pradeep Agrawal

iv. Group affiliation (if any): Aditya Birla Group

**1.2. Details of Directors: (as on date):**

Directors Name / Designation / DIN	Age	Address	Directors of the Company since	Details of other Directorship
Mr. Darius Jehangir Kakalia Independent Director DIN – 00029159	74	Rebello House, 'B' Wing, 9 <sup>th</sup> Floor, Flat No. 54, 132, Hill Road, Bandra (West), Mumbai-400050, Maharashtra, India	15/03/2001	Partner in Mulla & Mulla & Craigie Blunt & Caroe
Mr. Ashwani Kumar Puri Independent Director DIN – 00160662	66	28/2 Friends Colony West, New Delhi – 110065, India	13/09/2010	Coforge Limited Titan Company Limited

Mr. Jitender Balakrishnan Independent Director DIN – 00028320	74	208-Tower-2, Casa Grande, S.B. Marg, Lower Parel, Mumbai – 400013, Maharashtra, India	20/07/2010	Bharati Axa Life Insurance Company Ltd. Bhoruka Power Corporation Ltd. Polyplex Corporation Ltd. Sarda Energy & Minerals Ltd. India Glycols Ltd. Madhya Bharat Power Corporation Limited Augnito India Private Limited Sarda Metals & Alloys Ltd Prakruti Prerana Foundation
Ms. Alka Bharucha Independent Director DIN - 00114067	66	7E, Harbour Heights “A”, N A Sawant Marg, Colaba, Mumbai 400005, Maharashtra, India	27/03/2015	Partner in Bharucha & Partners, Advocates and Solicitors Safalya Investments & Traders Pvt. Ltd Honda India Power Products Ltd. Honda Cars India Ltd. Aditya Birla Sunlife AMC Limited UltraTech Cement Ltd. Orient Electric Limited Birlasoft Limited Hindalco Industries Limited Ultratech Nathdwara Cement Limited Indian Institute of Management, Ahmedabad
Mr. S C Bhargava Independent Director DIN- 00020021	77	Crescent Bay L & T, Flat No. 3302, Tower 5, Bhoiwada, Parel, Mumbai 400012	25/01/2019	Aditya Birla Capital Limited A K Capital Services Limited Aditya Birla Sun Life Pension Management Limited OTC Exchange of India - Section 25 Company Waacox Energy Private Limited Palace Solar Energy Private Limited Aditya Birla Renewables Subsidiary Limited Aditya Birla Renewables Solar Limited Aditya Birla Renewable Energy Ltd

Mr. Rakesh Singh Managing Director & Chief Executive Officer DIN- 07006067	56	C-3501, Lodha Bellissimo, N.M. Joshi Marg, Lower Parel, Mumbai 400011	23/07/2019	Aditya Birla Housing Finance Limited Narjee Monjee Institute of Management Studies London Education Management Consultants (LEDMAC Ltd.)
Mr. Kamlesh Rao Director (Non- Executive) DIN - 07665616	53	1405/1406, Highland Park C.H.S Limited, Lokhandwala Complex, Link Road, Andheri West, Mumbai - 400058	07/07/2021	Aditya Birla Sun Life Insurance Company Limited Aditya Birla Sun Life Pension Management Limited
Ms. Vishakha Mulye	54	A-303, Atria, Akruti Niharika Complex, Prof. N. S. Phadke Marg, Andheri (East), Mumbai 400 069	21/10/2022	Aditya Birla Management Corporation Pvt. Ltd Aditya Birla Capital Foundation Aditya Birla Sun Life Insurance Company Ltd. Aditya Birla Health Insurance Company Ltd. Aditya Birla ARC Ltd Aditya Birla Housing Finance Aditya Birla Sun Life AMC Limited NPCI International Payments Limited

**1.3. Details of change in directors in last three financial years including any change in the current year: (as on date):**

<b>Name, designation and DIN</b>	<b>Date of appointment/ resignation</b>	<b>Date of cessation (in case of resignation)</b>	<b>Remarks (viz. reasons for change etc.)</b>
Mr. Rakesh Singh Managing Director & Chief Executive Officer DIN-07006067	July 23, 2019	Not Applicable	Appointed as the Managing Director & Chief Executive Officer
Mr. Bishwanath Puranmalka Non-Executive Director DIN – 00007432	March 31, 1999	January 14, 2021	Resigned as a Non- Executive Director
Mr. Kamlesh Rao Non-Executive Director DIN - 07665616	July 7, 2021	Not Applicable	Appointed as a Non- Executive Director
Mr. Baldev Raj Gupta Independent Director DIN- 00020066	July 28, 2016	July 27, 2021	Expiration of term as an Independent Director

Mr. Ajay Srinivasan Non-Executive Director DIN- 00121181	July 31, 2007	August 3, 2022	Resigned as a Non-Executive Director
Ms. Vishakha Mulye Non-Executive Director DIN- 00203578	October 21, 2022	Not Applicable	Appointed as a Non-Executive Director

**1.4. List of top 10 holders of equity shares of the company as on the latest quarter end: December 31, 2022**

Sr. No	Name and category of shareholder	Total no. of Equity Shares	No. of Equity Shares held in demat form	Total shareholding as % of total no of Equity Shares
1.	Aditya Birla Capital Ltd. (subsidiary of Grasim Industries Ltd)	66,21,00,772	66,21,00,772	100
2.	Mr. Manoj Shah *	10	--	Negligible
3.	Mr. Murlidhar Raut *	10	--	Negligible
4.	Ms. Pinky Mehta *	4	4	Negligible
5.	Mr. Ajay Kakar*	4	4	Negligible
6.	Mr. A. Dhananjaya*	4	4	Negligible
7.	Mr. Subhro Bhaduri*	4	4	Negligible
8.	Mr. R C Sharma*	1	--	Negligible
9.	Mr. Deepak Tripathi*	1	--	Negligible
10.	Mr. Gopal Pamnani*	1	--	Negligible
11.	Mr. Goverdhan Gupta*	1	--	Negligible
12.	Mr. Bhadresh Khichi*	1	--	Negligible
13.	Mr. Dinesh Jain*	1	--	Negligible
14.	Mr. Lalit Vermani	4	4	Negligible
15.	Mr. Mukesh Malik	4	4	Negligible

\* Nominees of Aditya Birla Capital Ltd.

**1.5. Details of Statutory Auditor: (as on December 31, 2022):**

Name and address	Date of appointment	Remarks
Deloitte Haskins & Sells LLP	July 10, 2020	Appointment of new Auditors on expiry of term as per Companies Act, 2013 of the erstwhile Auditors.
M/s. Singhi & Co.	December 16, 2021	Appointment of new Joint Auditors in terms of RBI Circular on appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)

**1.6. Details of the change in statutory auditors in last three financial years including any change in the current year:**

Name	Address	Date of Resignation	Auditor of the company	Remarks
S V Ghatalia & Associates	6th Floor, Express Towers, Nariman Point, Mumbai 400021	August 30, 2013	2010-11 2011-12 2012-13	Expressed their inability to continue as Statutory Auditor
S.R. Batliboi & Co. LLP	14 <sup>th</sup> Floor, The Ruby Mills, Senapati Bapat Marg, Dadar (W), Mumbai 400 028	July 10, 2020	2013-14 2014-15 2015-16 2016-17 2017-18 2018-19 2019-20	Completed maximum tenure allowed as a Statutory Auditor of the Company as per Companies Act. 2013
Deloitte Haskins & Sells LLP	Indiabulls Finance Centre, Tower 3, 27th-32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai 400 013	-	2020-21 2021-22	Appointed as the Statutory Auditors for a period of three years viz., 2020-23
M/s. Singhi & Co.	B2 402B, Marathon Innova, Off Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013	-	2021-22	Appointed as the Joint Statutory Auditors for a period of three years viz., 2021-24

**1.7. List of top 10 debt securities holders (as of Dec 31, 2022):**

Sr. No.	Name of holder	Category	Face value (in Rs.)	Holding of debt securities as a % of total debt securities outstanding of the issuer	Amount Rs. crore
1	Life Insurance Corporation of India	Insurance	1,000,000	21%	3,700
2	State Bank of India	Bank		16%	2,850
3	Punjab National Bank	Bank		6%	1,135
4	ICICI Prudential Mutual Fund	MF		6%	1,000
5	Bank of Baroda	Bank		5%	985
6	Union Bank of India	Bank		4%	700
7	Larsen And Toubro Officers Supervisory Staff PF	PF		2%	375
8	Aditya Birla Mutual Fund	MF		2%	360
9	Infosys Ltd Employees' Pf Trust	PF		2%	324
10	Birla Sun Life Insurance Company Ltd	Insurance		1%	245
	Total		<b>Total</b>	<b>65%</b>	<b>11,674</b>

**1.8. List of top 10 CP holders (as of Dec 31, 2022):**

Sr. No.	Name of CP holder	Category of CP holder	Face value of CP holding (Rs.)	CP holding % as a % of total CP outstanding of the issuer	Amount Rs. crore
1	HDFC Mutual Fund	MF	500,000	33%	2,300
2	AXIS Mutual Fund	MF		19%	1,350
3	UNION Bank of India	Bank		8%	550
4	TATA Mutual Fund	MF		6%	450
5	Small Industries Development Bank of India	Bank		4%	300
6	KOTAK Mutual Fund	MF		4%	300
7	ICICI Prudential Mutual Fund	MF		4%	300
8	SBI Mutual Fund	MF		4%	250
9	UTI Mutual Fund	MF		3%	200
10	TATA Consultancy Services Ltd	Corporate		2%	150
	Total			<b>88%</b>	<b>6,150</b>

**2. Material Information**

- 1.1. Details of all default/s and/or delay in payments of interest and principal of CPs, (including technical delay), debt securities, term loans, external commercial borrowings and other financial indebtedness including corporate guarantee issued in the past 5 financial years including in the current financial year. -**Nil**
- 1.2. Ongoing and/or outstanding material litigation and regulatory strictures, if any - There are no material litigation/s as on date. However, all the pending litigations by and against the Company are in the ordinary course of business. There are no regulatory strictures on the Company.

Any material event/ development having implications on the financials/credit quality including any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event which may affect the issue or the investor's decision to invest / continue to invest in the CP. - **None**

**3. Details of borrowings of the company, as on the latest quarter end:**

- 3.1. a. Secured Non-Convertible Debentures as of Dec 31, 2022
- b. Unsecured Non-Convertible Debentures as on Dec 31, 2022
- c. CP as on Dec 31, 2022

**Refer Borrowing Exhibit A attached.**

- 3.2. Details of secured/ unsecured loan facilities/ bank fund-based facilities/ rest of the borrowing, if any, including hybrid debt like foreign currency convertible bonds (FCCB), optionally convertible debentures / preference shares from banks or financial institutions or financial creditors, as on last quarter end: **Dec 31, 2022**

**Refer Borrowing Exhibit B attached**

- 3.3. The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account (DSRA) guarantees/ any put option etc.

The Company is an NBFC engaged in lending business, provides corporate guarantees and letter of comforts in its ordinary course of business. The details as on **Dec 31, 2022**, are as under:

(Rs. in Lakh)	
<b>Particulars</b>	<b>As at Dec 31, 2022</b>
Corporate guarantees, Overdraft, Letter of credit & Letter of comfort given by the Company on behalf of the clients	14,806.09

#### 4. Issue Information (Refer to the details below)

Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period (details of credit rating letter issued not older than one month on the date of opening of the issue), details of issuing and paying agent and other conditions, if any.

<b>DATE OF ISSUE</b>	February 27,2023		ISSUE REFERENCE: ABFL/2022 - 23/CP139		
<b>CREDIT RATING FOR CP</b>	CRA-1		CRA-2		
<b>CREDIT RATING</b>	A1+		A1+		
<b>ISSUED BY</b>	ICRA Limited		India Ratings		
<b>DATE OF RATING</b>	January 30, 2023		February 10, 2023		
<b>VALIDITY FOR ISSUANCE</b>	3 Months		30 Days		
<b>VALIDITY PERIOD OF RATING</b>	February 27,2024		February 27,2024		
<b>FOR AMOUNT</b>	₹ 15,000Cr.		₹ 12,000Cr.		
<b>CONDITIONS (if any)</b>	STANDALONE		STANDALONE		
<b>Rating Declaration</b>	The rating is valid as at the date of issuance and listing.				
<b>EXACT PURPOSE OF ISSUE OF CP</b>	Working Capital Purpose / On Lending / Repayment of Debt (Term Loans / NCD's / Sub Debts / Perpetual / CPs / CC / WCDL / ECB)				
<b>CREDIT SUPPORT (if any)</b>	No				
<b>DESCRIPTION OF INSTRUMENT</b>	Commercial Paper				
<b>AMOUNT (Discounted)</b>	4,90,72,45,000.00		Rupees Four Hundred Ninety Crores Seventy-Two Lacs Forty-Five Thousand		
<b>ISSUED BY</b>	ADITYA BIRLA FINANCE LIMITED				
<b>IN FAVOUR OF</b>					
<b>NET WORTH OF THE GUARANTOR COMPANY</b>	NA				
<b>NAMES OF COMPANIES TO WHICH THE GUARANTOR HAS ISSUED SIMILAR GUARANTEE</b>	NA				
<b>EXTENT OF THE GUARANTEE OFFERED BY THE GUARANTOR COMPANY</b>	NA				
<b>CONDITIONS UNDER WHICH THE GUARANTEE WILL BE INVOKED</b>	NA				
<b>ISSUING AND PAYING AGENT</b>	HDFC Bank Ltd. Treasury Operations (TROPs), Lodha - I Think Techno Campus, Building - Alpha, 4th Floor - Office Near Kanjur Marg Railway Station, Kanjur Marg (E) Mumbai - 400 042.				
<b>ISIN</b>	<b>Issue Amount (INR)</b>	<b>Maturity Date</b>	<b>Current Credit Rating</b>	<b>Validity period of rating</b>	<b>CRA</b>
INE860H140C4	500crs	May 26, 2023	A1+	February 27,2024	ICRA Limited
			A1+	February 27,2024	India Ratings

**4.2 CP borrowing limit, supporting board resolution for CP borrowing, details of CP issued during the last 15 months:**

The Board approved CP borrowing limit is Rs. 20,000 crores. The Board resolution for the same is attached as **Exhibit C**. The details of CP issued during the last 15 months is attached as **Exhibit D**.

**4.3. End-use of funds:**

Working Capital Purpose / On Lending / Repayment of Debt (Term Loans / NCD's / Sub Debts / Perpetual / CPs / CC / WCDL / ECB etc.)

**4.4. Credit Support/enhancement (if any):** None

**5. Financial Information:**

- 5.1. Audited / Limited review half yearly consolidated (wherever available) and standalone financial information (Profit & Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, for last three years along with latest available financial results, if the issuer has been in existence for a period of three years and above

**The financial results and Annual reports of the Company for the above period are available at the following website link of the Company: [www.adityabirlafinance.com](http://www.adityabirlafinance.com)**

In case an issuer is required to prepare financial results for the purpose of consolidated financial results in terms of Regulation 33 of SEBI LODR Regulations, latest available quarterly financial results shall be filed:

Latest audited financials should not be older than six months from the date of application for listing.

Provided that listed issuers (who have already listed their specified securities and/or 'Non-convertible Debt Securities' (NCDs) and/or 'Non-Convertible Redeemable Preference Shares' (NCRPS)) who are in compliance with SEBI (Listing obligations and disclosure requirements) Regulations 2015 (hereinafter "SEBI LODR Regulations"), may file unaudited financials with limited review for the stub period in the current financial year, subject to making necessary disclosures in this regard including risk factors.

The audited financial (Limited review) results along with the audit report for the year ended Dec 31, 2022, are attached as **Exhibit E**.

**6. Asset Liability Management (ALM) Disclosures:**

NBFCs seeking to list their CPs shall make disclosures as specified for NBFCs in SEBI Circular nos. CIR/IMD/DF/ 12 /2014, dated June 17, 2014 and CIR/IMD/DF/ 6 /2015, dated September 15, 2015, as revised from time to time. Further, "Total assets under management", under para 1.a. of Annexure I of CIR/IMD/DF/ 6 /2015, dated September 15, 2015, shall also include details of off-balance sheet assets.

The above disclosures are attached as **Exhibit F**.

Signed by:

<b>Name and Designation</b>	<b>Signature</b>
Anirudh Muchhal (Head Debt Borrowing)	
Vijay Nawal (Chief Manager)	

Date: February 27<sup>th</sup>, 2023