

April 29, 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
--	---

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024 under Reg. 24A(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, on Format for annual secretarial compliance report for listed entities and their material subsidiaries

Pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024, obtained from M/s BNP & Associates.

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For **Aditya Birla Housing Finance Limited**

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

Corporate Office:

Aditya Birla Housing Finance Limited

One World Centre, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +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



**SECRETARIAL COMPLIANCE REPORT
OF ADITYA BIRLA HOUSING FINANCE LIMITED**
for the year ended 31st March, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ADITYA BIRLA HOUSING FINANCE LIMITED** having CIN: U65922GJ2009PLC083779 (hereinafter referred as "the Company/ the debt listed entity"), having its Registered Office at Indian Rayon Compound, Junagadh, Veraval, Gujarat - 362266, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the Companies books, papers, minutes books, forms and returns filed and other records maintained by the debt listed entity and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the Company has, during the review period covering the financial year ended on March 31, 2024, has complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, BNP & Associates, Secretarial Auditors of Aditya Birla Housing Finance Limited ("the debt listed entity") have examined:

- (a) all the relevant documents and records made available to us through virtual data room/physically and the explanations provided by the debt listed entity for the purposes of our audit.
- (b) the filings/ submissions made by the debt listed entity to the stock exchange(s),
- (c) website of the debt listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this Report,

The foregoing information for the year ended 31st March, 2024 ("Review Period") in respect of the 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **TO THE EXTENT APPLICABLE**
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The Company has also maintained a Structured Digital Database ("SDD") pursuant to the requirements of regulation 3 (5) and 3 (6) of Securities and Exchange Board of India (Structured Digital Database) Regulations, 2015.



- of India (Prohibition of Insider Trading) Regulations, 2015.
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **NOT APPLICABLE**
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **NOT APPLICABLE**
 - (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to the obligations of the Company);
 - (i) SEBI (Buyback of Securities) Regulations, 2018; **NOT APPLICABLE**
 - (j) National Housing Bank Act, 1987 read with relevant guidelines, circulars, notifications, directions issued by NHB;
 - (k) Master Directions – Non-Banking Financial Companies (NBFCs) – Housing Finance Companies (Reserve Bank of India) Directions, 2021 read with the relevant guidelines and circulars;

and the 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, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
None				

- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports:



Sr. No. (a)	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the Secretarial compliance report for the year ended	Compliance Requirements	Details of violation/ deviations and actions taken / penalty imposed, if any	Remedial actions if any taken by the Company	Comments of the PCS on the actions taken by the Company
NONE						

I. We hereby report that, during the review period the compliance status of the debt listed entity with the following requirements: -

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	Generally Complied
2.	<p><u>Adoption and timely Updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the debt listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines 	Yes	Complied
3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functioning website • Timely dissemination of the documents/ information under a separate section on the website 	Yes	Generally Complied



	<ul style="list-style-type: none"> Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 		
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the debt listed entity</p>	Yes	Complied
5.	<p><u>Details related to Subsidiaries of debt listed entities have been examined w.r.t.</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure Requirements of material as well as other subsidiaries</p>	NA	The Company does not have any subsidiaries.
6.	<p><u>Preservation of Documents:</u></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Complied
7.	<p><u>Performance Evaluation:</u></p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Complied
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently</p>	Yes	Complied



	approved/ratified/rejected by the Audit Committee		
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	NA	The Listed entity is a debt listed Company. Hence, the provisions of Regulation 30 are not applicable to the Debt Listed Entity
10.	<u>Prohibition of Insider Trading</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	<u>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations of the LODR Regulations by Listed entities	NA	There has been no resignation by the Statutory Auditor of the Company during the review period.
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No non-compliance has been observed during the Review Period.



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the debt listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the debt listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the debt listed entity.

**For BNP & Associates
Company Secretaries****[Firm Regn. No. P2014MH037400]****[PR No.: - 637/2019]**

A handwritten signature in blue ink, appearing to read "Avinash Bagul", written over a horizontal line.

**Avinash Bagul
Partner****FCS No.: - 5578 COP No.: - 19862****UDIN: - F005578F000221057****Date: - 23.04.2024****Place: Mumbai**