

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

We have conducted the Annual Secretarial Compliance Audit of Aditya Birla Housing Finance Limited (*hereinafter referred to as "the Company"*) in terms of compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In view of the ongoing pandemic COVID-19 and the consequent lockdown [as directed by the Central and State Governments from time to time], and various travel and other restrictions imposed by authorities in the state of Maharashtra, the process of audit has been modified for the period under review.

We have examined:

- (a) all the documents and records made available to us electronically and explanation provided by the Company ("the debt listed entity") {material wholly owned subsidiary of ADITYA BIRLA CAPITAL LIMITED (listed entity).},
 - (b) the filings/ submissions made by the listed entity with Securities and Exchange Board of India ("SEBI") and the Stock Exchanges,
 - (c) content on the website of the Company,
 - (d) other relevant document/ filings,
- for the year ended 31st March 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 SEBI;

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

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **NOT APPLICABLE**
- (d) SEBI (Buyback of Securities) Regulations, 2018; **NOT APPLICABLE**
- (e) SEBI (Share Based Employee Benefits) Regulations, 2014; **NOT APPLICABLE**
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) SEBI (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **NOT APPLICABLE**
- (h) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (i) Housing Finance Companies (NHB) Directions, 2010
- (j) Corporate Governance (NHB) Directions, 2016
- (k) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021
- (l) and circulars/ guidelines issued by the National Housing Bank thereunder;

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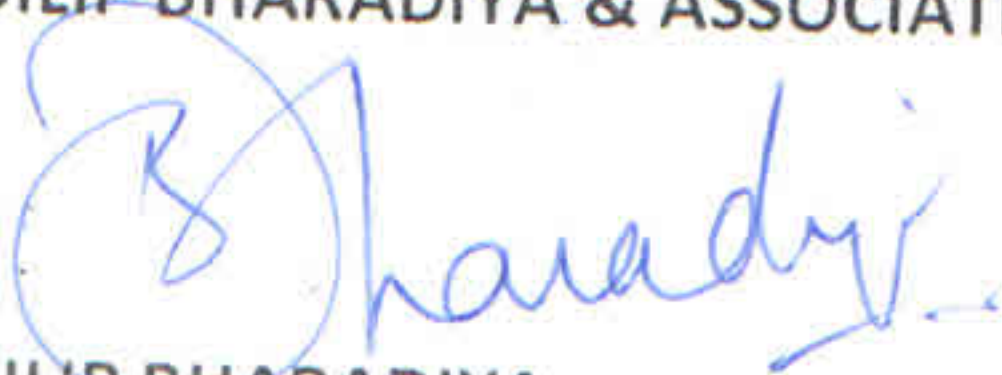
Based on the above examination, we hereby report that, during the review period, the Company has:

- complied with the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder;
- maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- The following are the details of actions taken against the Company during the Review Period:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1	National Housing Bank (NHB)	Pursuant to the inspection of records of the company by National Housing Bank (NHB) pertaining to year ended 31 st March 2019, it issued a show cause notice vide its Letter No. NHB(ND)/HFC/DOS/Sup./A-5582/2020 dated 10 th September 2020 stating Non-compliance with the provisions of paragraph 28 (1) note (1) and (2) of the Housing Finance Companies (NHB) Directions, 2010 and Policy Circular No. 41.	The National Housing Bank (NHB) imposed a penalty of Rs. 11,800/- (inclusive of GST) on the Company.	The Company has replied to the demand made by National Housing Bank vide letter dated 7 th October, 2020 and 1. has paid the penalty imposed by National Housing Bank 2. has disclosed in the Notes to Account point no. 1.7.2 of the Annual Financial Statements for the year ended 31 st March 2021 and 3. disclosed the same on the website of the Company

- We further confirm that there have been no other actions taken against the Company/ its promoters/ directors 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.
- We further confirm that the previous year Secretarial Compliance Report dated May 30, 2020 had similar observations and were well addressed with appropriate action.

For DILIP BHARADIYA & ASSOCIATES



DILIP BHARADIYA

Proprietor

FCS No.: 7956, CP No.: 6740

UDIN : F007956C000200885

Place : Mumbai

Date : May 4, 2021

