

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 02/2025-26 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA HOUSING FINANCE LIMITED WILL BE HELD ON TUESDAY, 03 FEBRUARY, 2026 AT 05:30 P.M (Indian Standard Time) AT ADITYA BIRLA CENTRE, S K AHIRE MARG, WORLI, WORLI COLONY, MUMBAI – 400 030, TO TRANSACT THE FOLLOWING ITEM OF BUSINESS

SPECIAL BUSINESS:

1. Approval for issuance of equity shares on a preferential basis to Indriya Limited (“Investor”) by way of private placement:

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

“RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws / statutes / regulation / rules / guidelines / circulars as may be applicable from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Foreign Exchange Management Act, 1999, as amended from time to time and the rules and regulations issued thereunder, all applicable laws, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, in each case to the extent applicable in respect of the private placement of equity shares of the Company in accordance with the SSA and relevant provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of such approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, including the Competition Commission of India, and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents or permissions, which are acceptable to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to execute its powers including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot 12,32,52,061 (Twelve Crore Thirty Two Lakh Fifty Two Thousand and Sixty One Only) equity shares of face value of INR 10 (Indian Rupees ten only) each (“**Subscription Shares**”) fully paid up at a premium of INR 213.12 (Indian Rupees Two Hundred and Thirteen Point One Two Only) per equity share (aggregating to INR 223.12 (Indian Rupees Two Hundred and Twenty Three Point One Two Only) per equity share) of the Company and representing 14.286% (fourteen point two eight six percent) of the post issue paid-up equity share capital of the Company on a fully diluted basis as on the date of allotment of the Subscription Shares, by way of preferential allotment on a private placement basis to the Investor for an aggregate consideration amounting to INR 27,49,99,99,850.30 (Indian Rupees Two Thousand Seven Hundred and Forty Nine Crore Ninety Nine Lakh Ninety

Nine Thousand Eight Hundred and Fifty Point Three Zero Only) (“**Proposed Transaction**”), details of which are also set out below and which Subscription Shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, including payment of dividend and voting rights, from the date of allotment thereof and shall be subject to the requirements of applicable laws and the provisions of the Memorandum and Articles of Association of the Company and on such terms and conditions, and in such manner as the Board may think fit in its absolute discretion and set out in the share subscription agreement dated February 3, 2026 between the Company and the Investor.

Investor and its Address	Total Consideration (Amount in INR) to be received on allotment of equity shares to the Investor	Number of Subscription Shares	Face Value (INR)	Premium (INR)	Issue Price (INR)
Name: Indriya Limited Address: Kennedy, 23 Globe House Ground & 1st Floor, 1075, Nicosia, Cyprus	INR 27,49,99,99,850.30 (Indian Rupees Two Thousand Seven Hundred and Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Fifty Point Three Zero Only)	12,32,52,061 (Twelve Crore Thirty Two Lakh Fifty Two Thousand and Sixty One Only) equity shares	INR 10 per share	INR 213.12 (Indian Rupees Two Hundred and Thirteen Point One Two Only)	INR 223.12 (Indian Rupees Two Hundred and Twenty Three Point One Two Only)

RESOLVED FURTHER THAT the Board (which includes any committee constituted by the Board in this behalf) (“**Authorised Persons**”), be and is hereby authorised on behalf of the Company, to finalise and determine the terms and conditions of the Proposed Transaction, finalize and execute all such documents, agreements, instruments and writings as may be required for giving effect to these resolutions, and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable in connection with the finalisation of the terms of and completing all applicable requirements for offer, issue and allotment of the Subscription Shares pursuant to the Proposed Transaction and to give effect to these resolutions, including without limitation, the following:

- (i) finalising and issuing the Private Placement Offer Cum Application Letter along with relevant documents annexed to the form (“**Form PAS-4**”) to the Investor, in accordance with all applicable laws, rules, regulations and guidelines and to make an offer to the Investor in Form PAS-4;
- (ii) to maintain a record of private placement in form PAS-5;
- (iii) finalizing the terms and conditions of the appointment of registrar and transfer agent, legal counsel, consultants, advisors, valuers, depository(ies) and such other intermediaries, as may be required in relation to the offer, issue and allotment of the Subscription Shares and entering into arrangements with the depository(ies) in

connection with the offer, issue and allotment of the Subscription Shares in dematerialised form;

- (iv) negotiating, executing, filing and delivering any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the offer and allotment of the Subscription Shares and filing of all forms, documents and returns with the Ministry of Corporate Affairs/ Registrar of Companies/Reserve Bank of India / Securities and Exchange Board of India / NSDL/CDSL and such other authorities as may be required (including filing of Form PAS-3, Form MGT-14, Form FC-GPR etc), updating the statutory registers and records (including the register of members of the Company), under applicable laws, making relevant form filings/ intimations including registration under the Foreign Investment Reporting and Management system (FIRMS portal), and dealing with regulatory authorities or otherwise and to provide any and all requisite documents and information and settle any matter, question, difficulty or doubt that may arise in regard to the issuance of the Subscription Shares by way of preferential allotment on a private placement basis to the Investor, as it may deem necessary, proper, desirable or expedient, and
- (v) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Proposed Transaction;
- (vi) to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to this resolution, including without limitation, to negotiate, enter into, sign and execute, to approve, negotiate, finalize, ratify, amend, supplement and/or issue any documents, applications, agreements, undertakings, deeds, affidavits, declarations, certificates and other writings in relation to the Proposed Transaction and the transactions contemplated thereby and the finalisation and completing all applicable requirements for the offer, issue and allotment of the Subscription Shares pursuant to the Proposed Transaction in accordance with the terms set out in the Form PAS-4;

RESOLVED FURTHER THAT the Authorised Persons be and are hereby authorised to further delegate any or all of the powers, authorities and discretions conferred upon them by this resolution to any officer(s) or employee(s) or authorised representative(s) of the Company as they may, in their absolute discretion, deem fit, for as may be deemed necessary to do such acts and execute such documents as may be required in connection with any of the matters relating to finalization of the terms of and completing all applicable requirements for the offer and allotment of the Subscription Shares pursuant to the Proposed Transaction, without requiring any further approval of the members of the Company and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this Resolution and all such acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT the Authorized Persons be and are hereby severally authorized to approve, finalize, enter into, sign, execute and deliver any agreements, deeds,

undertakings, writings, indemnities and documents as may be required, or any of them in connection with the Proposed Transaction.

RESOLVED FURTHER THAT the Authorised Persons be and is hereby authorized including the power to delegate authority to sign, execute and circulate Private Placement Offer cum Application Letter in prescribed Form PAS-4 along with the application form and other related papers/documents etc to the Investor in this regard;

RESOLVED FURTHER THAT the Company shall record the name and details of the Investor as the ‘offeree’ of the Subscription Shares undertaken in accordance with the Act and maintain a record of the private placement offer of the equity shares to the Investor in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014;

RESOLVED FURTHER THAT certified copy of the foregoing resolutions, shall be furnished any one director or key managerial personnel of the Company, to any person/authority as may be deemed necessary or desirable”.

**Date: 03 February 2026
Place: Mumbai**

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


**Hiral Sidhpura
Company Secretary**

NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to business as aforesaid to be transacted at this EGM, is annexed.
2. Members can raise questions during the meeting or in advance by sending email to hiral.sidhpura@adityabirlacapital.com.
3. The Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website at <https://homefinance.adityabirlacapital.com/>
4. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communication from the Company electronically by sending email to hiral.sidhpura@adityabirlacapital.com
5. All the records, registers and documents which are required to be made available for inspection at the meeting will be available for inspection in electronic mode. Further, all documents referred to in the accompanying notice 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. Members seeking to inspect such documents can send an email to hiral.sidhpura@adityabirlacapital.com
6. A Corporate Member intending its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send at hiral.sidhpura@adityabirlacapital.com before attending general meeting, a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
7. If you need any assistance before or during the meeting you can reach out to Ms. Hiral Sidhpura, Company Secretary at hiral.sidhpura@adityabirlacapital.com or on 9769768321.

Date: 03 February 2026
Place: Mumbai

By order of the Board
For Aditya Birla Housing Finance
Limited


Hiral Sidhpura
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Board of Directors of Aditya Birla Housing Finance Limited (“**Company**”), at its meeting held on Tuesday, 03 February 2026, approved a proposal for: (i) a primary capital infusion pursuant to issuance and allotment of 12,32,52,061 (Twelve Crore Thirty Two Lakh Fifty Two Thousand and Sixty One Only) equity shares equity shares of face value of INR 10 (Indian Rupees ten only) each (“**Subscription Shares**”) on a preferential basis by way of private placement, at an issue price of INR 223.12 (Indian Rupees Two Hundred and Twenty Three Point One Two Only) per equity share, for an aggregate consideration of INR 27,49,99,99,850.30 (Indian Rupees Two Thousand Seven Hundred and Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Fifty Point Three Zero Only), amounting to 14.286% (fourteen point two eight six per cent) of the post issue paid-up equity share capital of the Company on a fully diluted basis as on the date of allotment of the Subscription Shares (“**Proposed Preferential Issue**”); (ii) the execution, delivery and performance of a share subscription agreement dated February 3, 2026 with the Investor (“**SSA**”) *inter alia*, setting out the terms and conditions of the Proposed Preferential Issue; and (iii) the execution, delivery and performance of a shareholders’ agreement between the Company, the Investor and the holding company of the Company i.e. Aditya Birla Capital Limited (“**ABCL**”), to *inter alia*, capture the rights and obligations of the shareholders post consummation of the Proposed Preferential Issue (“**SHA**”) which will become effective from the date of consummation of the Proposed Preferential issue i.e., the ‘Closing Date’ as defined under the SSA.

An independent and professionally run bid process was undertaken and pursuant to the process the Investor was shortlisted for the proposed primary capital infusion. The Investor is Indriya Limited, one of the entities of Advent International L.P., which is one of the largest global investors in financial services, including in India. Advent is a leading global private equity investor committed to working in partnership with management teams, entrepreneurs, and founders to help transform businesses. With 16 offices across 5 continents, Advent oversees more than USD \$100 billion in assets under management and has made 435 investments across 44 countries. Since Advent’s founding in 1984, it has developed specialist market expertise across 5 core sectors: (i) business & financial services, (ii) consumer, (iii) healthcare, (iv) industrial, and (v) technology. This approach is bolstered by Advent’s deep sub-sector knowledge, which informs every aspect of its investment strategy, from sourcing opportunities to working in partnership with management to execute value creation plans. Advent brings hands-on operational expertise to enhance and accelerate businesses. As one of the largest privately-owned partnerships, Advent’s 675+ colleagues leverage the full ecosystem of its global resources, including Advent’s Portfolio Support Group, insights provided by industry expert Operating Partners and Operations Advisors, as well as bespoke tools to support and guide Advent’s portfolio companies as they seek to achieve their strategic goals.

The Company plans to utilize the additional capital being infused to:

- (i) further augment its long-term resources;
- (ii) to support growth capital requirements;
- (iii) meet its working capital requirements; and

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Aditya Birla Housing Finance Limited

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care.housingfinance@adityabirlacapital.com

<https://homefinance.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat – 362 266

CIN: U65922GJ2009PLC083779



- (iv) strengthen its balance sheet and overall financial position.

The Subscription Shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, including payment of dividend and voting rights, and shall be subject to applicable laws, the provisions of the memorandum and articles of association of the Company and the terms of the SSA. The Proposed Preferential Issue is subject to the conditions precedent and pre-closing actions required in accordance with the terms of the SSA including receipt of necessary approval from the Competition Commission of India, in accordance with the terms of the SSA.

Upon completion of the Proposed Preferential Issue, ABCL will hold a 85.685% stake and the Investor will own a 14.315% stake, and, respectively on a fully diluted basis in the Company.

Further, pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (the "Act"), as amended, the Company is required to obtain prior approval of the shareholders, by way of a Special Resolution, for making preferential issue on a private placement basis.

Accordingly, the approval of shareholders is being sought, by way of a Special Resolution, to issue Equity Shares to the Investors by way of preferential allotment on a private placement basis.

The information required as per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are as follows:

Sr. No.	Particulars	Explanation
1.	Particulars of the offer including date of passing of Board resolution	Private placement of 12,32,52,061 (Twelve Crore Thirty Two Lakh Fifty Two Thousand and Sixty One Only) equity shares fully paid up equity shares of the Company having face value of INR 10 each at an issue price of INR 223.12 (Indian Rupees Two Hundred and Twenty Three Point One Two Only) per equity share, for an aggregate consideration of INR 27,49,99,99,850.30 (Indian Rupees Two Thousand Seven Hundred and Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Fifty Nine Three Zero Only), amounting to 14.286% (fourteen point two eight six per cent) of the post issue paid-up equity share capital of the Company on a fully diluted basis as on the date of allotment of the Subscription Shares, on a preferential

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Sr. No.	Particulars	Explanation
		allotment basis, for cash to the Investor, in terms of Section(s) 42, 62(1)(c) of the Companies Act 2013 (“Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, from time to time, subject to approval of the members of the Company by means of a special resolution.
2.	Kinds of securities offered and the price at which security is being offered	12,32,52,061 (Twelve Crore Thirty Two Lakh Fifty Two Thousand and Sixty One Only) fully paid up equity shares of face value INR 10 (Indian Rupees Ten) each for cash at a premium of INR 213.12 (Indian Rupees Two Hundred and Thirteen Point One Two Only)per equity share, aggregating to INR 223.12 (Indian Rupees Two Hundred and Twenty Three Point One Two Only) per equity share.
3.	The purpose or object of the issue	The Company plans to use the issue proceeds to (i) further augment its long-term resources; (ii) accelerate loan book expansion and support continued portfolio growth; (iii) meet its working capital requirements; and (iv) strengthen its balance sheet and overall financial position.
4.	The total number of shares or other securities to be issued	12,32,52,061 (Twelve Crore Thirty Two Lakh Fifty Two Thousand and Sixty One Only) equity shares equity shares of face value INR 10 (Indian Rupees Ten) each for cash at a premium of INR 213.12 (Indian Rupees Two Hundred and Thirteen Point One Two Only)per equity share, aggregating to INR 27,49,99,99,850.30 (Indian Rupees Two Thousand Seven Hundred and Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Fifty Point Three Zero Only)per equity share.
5.	The price or price band at/within which allotment is proposed	Face value of 10 (Indian Rupees Ten), premium of INR 213.12 (Indian Rupees Two Hundred and Thirteen Point One Two

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Sr. No.	Particulars	Explanation
		Only)per share, aggregating to INR 223.12 (Indian Rupees Two Hundred and Twenty Three Point One Two Only)per equity share.
6.	Basis or justification on which the price has been arrived at along with the report of the registered valuer	The issue price has been arrived at based on the valuation report dated [•] obtained from PwC Business Consulting Services LLP, Registered Valuer (Registration No. IBBI/RV-E/02/2022/158), ascertaining the fair market value of the Company's equity shares as per the provisions of the Act at INR [•] ([•]) each. The valuation report will be available for inspection of the members at the registered office of the Company during business hours and during the course of the extra ordinary general meeting.
7.	Name and Address of the registered valuer who performed valuation	Name: PwC Business Consulting Services LLP Address: 252, Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai - 400 028
8.	Relevant date with reference to which the price has been arrived at	January 30, 2026
9.	Amount which the company intends to raise by way of such securities	27,49,99,99,850.30 (Indian Rupees Two Thousand Seven Hundred and Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred and Fifty Point Three Zero Only)
10.	The class or classes of persons to whom the allotment is proposed to be made	The allotment is proposed to be made to a body corporate who are not currently shareholders of the Company.
11.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The offer is not made to the promoters, directors or key managerial personnel of the Company and they are not making any contribution.
12.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Neither the promoters nor the directors of the Company are participating in this offer or separately in furtherance of objects.
13.	Principle terms of assets charged as securities	Not Applicable
14.	The proposed time within which the allotment shall be completed/ proposed time schedule	On the date of remittance of consideration by the Investor, after the receipt of approval from the CCI.

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Sr. No.	Particulars	Explanation
15.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Indriya Limited i.e., the Investor. Post consummation of the Proposed Preferential Issue, the Investor will hold 14.286% (fourteen point two eight six percent) of the paid-up equity share capital of the Company on a fully diluted basis, as on the date of allotment of the Subscription Shares.
16.	The change in control, if any, in the company that would occur consequent to the preferential offer	Not applicable
17.	Material terms of raising such securities	The Subscription Shares shall rank <i>pari-passu</i> with the existing equity shares of the Company in all respects, including payment of dividend and voting rights, and shall be subject to applicable laws, the provisions of the memorandum and articles of association of the Company and the terms of the SSA.
18.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price	Not applicable.
19.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
20.	The pre issue and post issue shareholding pattern of the company in the format provided	Provided below
21.	Proposed time schedule	Issue opening date: [●] Issue closing date: [●]

Pre-Issue and Post-Issue shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
A	Promoters' holding				
1	Indian:				
	Individual				
	Bodies corporate	*70,59,09,392	100	*73,95,23,590	85.714
	Sub-total				
2	Foreign promoters				

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Sr. No.	Category	Pre-Issue		Post-Issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
	Sub-total (A)	*70,59,09,392	100	*73,95,23,590	85.714
B	Non-promoters' holding				
1	Institutional investors			12,32,52,061	14.286
2	Non-Institution:				
	Private corporate bodies				
	Director and relatives				
	Indian public				
	Others (including NRIs)				
	Sub-total (B)	-	-	-	-
	GRAND TOTAL	*70,59,09,392	100	86,27,75,651	100.00

• **Including ESOP of 18,03,258 on full diluted basis**

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

The issue of Subscription Shares is in accordance with the provisions of the articles of association of the Company.

This approval is being sought for the Proposed Preferential Issue, by way of special resolution as per the provisions of Sections 42 and 62 and other applicable provisions, if any, of the Act read with the relevant rules framed thereunder.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no.1 of the notice.

Date: 03 February 2026

Place: Mumbai

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

H. P. Sidhpura

**Hiral Sidhpura
Company Secretary**

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