



NOTICE

NOTICE is hereby given that 13th (Thirteenth) Annual General Meeting (AGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on **Wednesday, the 24th day of August, 2022 at 12:00 noon** (Indian Standard Time) through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") to transact, with or without modification, as may be permissible, the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors' and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited financial statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors' and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Director in place of Mr. Rakesh Singh (DIN: 07006067) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rakesh Singh (DIN: 07006067) who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

NOTES:

1. Considering the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, the latest being 2/2022 dated 5th May 2022 and Securities Exchange Board of India ("SEBI") vide its circulars issued in this regard, (collectively referred to as "relevant Circulars"), have permitted convening the Annual General Meeting through VC or OAVM without physical presence of the Members at a common venue. In accordance with the relevant Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 13th (Thirteenth) Annual General Meeting ("AGM" or "the Meeting") of the Company is being held through VC / OAVM.

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care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

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CIN: U65922GJ2009PLC083779





2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM in line with MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and attendance Slip are not annexed to this Notice.
3. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Rakesh Singh is liable to retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.
4. Members can raise questions during the meeting or in advance by sending email to swati.singh7@adityabirlacapital.com.

However, it is requested to raise the queries precisely and in short at the time of meeting to enable the answer the same. The same will be replied by the Company suitably.

5. The Notice of the AGM along with the Annual Report 2021-22 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 and Annual Report 2021-22 will also be available on the Company's website at <https://homefinance.adityabirlacapital.com/>
6. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communication including Annual report, Notices, and circulars etc. from the Company electronically by sending email to swati.singh7@adityabirlacapital.com
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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 swati.singh7@adityabirlacapital.com
9. 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 swati.singh7@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

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Meeting.

10. Members who are present in meeting through video conferencing facility can cast their vote at the AGM. Members are requested to keep their Video ON at the time of voting to enable the Company to ascertain the votes cast on business transacted at the AGM. In case a Poll is demanded on any item, Members shall convey their Vote by sending e- mail to swati.singh7@adityabirlacapital.com.
11. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
12. Instructions for joining the AGM through VC/ OAVM are as follows:
 - a. Members/ participants will receive an e-mail for joining the meeting through Microsoft Teams with date and time of the meeting.
 - b. At the bottom of the email, there will be an option to Join Microsoft Teams Meeting. Click on the said link
 - c. Download the Microsoft team app on your PC/tablet/Phone (if not done earlier) and keep it ready.
 - d. In case, **you have Microsoft team app** on your system/device, it will **direct you to Microsoft team app** to connect the meeting. Thereafter, click **Join now** tab to join the meeting.
 - e. In case, you do not have/fail to configure Microsoft team app on your system/device by any chance, then you can join through web page instead. Kindly click on **Join on the web**. Thereafter, a new web page will open, wherein you need to write your name and click on **Join now** tab and wait therein, the organiser will accept and allow you to join the meeting.
13. Instructions for members/participants for attending the AGM through VC/ OAVM are as under:
 - a. Facility of joining the AGM through VC / OAVM shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time and will be available for Members on first come first served basis.
 - b. Participants/ members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues.
 - c. Please ensure the WIFI/Dongle/hotspot/Router etc is up and **running with good speed**
 - d. during the whole duration of the meeting for enable you to participate efficiently.
 - e. In case of any loss of signal/drop out due to any technical glitch **please re-join and confirm your presence** at the earliest. (For e.g. Amber joined)
 - f. At the start of the Meeting, Members are required to keep video on so that the Company Secretary can complete the roll call.

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- g. The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors
- h. The entire Meeting proceedings will be recorded.
- i. The organiser shall keep all the participants on **mute by default at the start of the meeting** and the respective participants/members **can unmute themselves at the time of presentation / speaking.**
- j. Every participant/ member shall identify himself at the time of making presenting/speaking on any item of agenda.
- k. To ensure smooth and orderly flow of the meeting, it is recommended that **all questions/comments** may be raised **after the completion of** particular agenda item.
- l. Please ensure that **no person other than the invited participants** should have access to this e-meeting.
- m. Please do not forward this e-invite to any other person.
- n. We encourage you to download the Microsoft team app and test the link in advance before the start of the meeting. We recommend do not use / join through web-version because it may have voice and video quality issue.

14. If you need any assistance before or during the meeting you can reach out to Ms. Swati Singh, Company Secretary at swati.singh7@adityabirlacapital.com or on 9820061933.

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

**Mumbai
August 18, 2022**

**Swati Singh
Company Secretary**

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Details of Director seeking re-appointment at the 13th (Thirteenth) AGM to be held on Wednesday, 24th August 2022 at 12:00 noon [as required under SS-2 on General Meetings]

Name of the Director	Mr. Rakesh Singh
Date of birth	22/09/1966
Date of first appointment on the Board	October 08, 2014
Qualification	1) Executive Program in business management from IIM Calcutta. 2) Master of Business Administration (Marketing) 3) Post graduation in International Relations from University of Lucknow.
Expertise in specific functional areas	<p>Mr. Rakesh Singh is the Managing Director and Chief Executive Officer at Aditya Birla Finance Limited (ABFL). He also serves as a Director on the Aditya Birla Housing Finance Limited board. Rakesh has been part of the Aditya Birla Group since 2011 and has played a crucial role in driving the growth trajectory of both NBFC and Housing Finance businesses. He has more than 27 years of experience in the financial services industry, cutting across Banking and Non-Banking financial institutions.</p> <p>Rakesh is a part of several industry forums, including the Confederation of Indian Industry and the Federation of Indian Chambers of Commerce and Industry. In addition, he lends his expertise as a FICCI's Banking and Financial Institutions Committee member. He is also a board member at the Narsee Monjee Institute of Management Studies.</p> <p>Before joining ABFL, Rakesh spent 16 years with Standard Chartered Bank. He was the Head of Mortgages Business, India, and his last assignment with Standard Chartered Bank was as General Manager & Head SME Banking, India, and South Asia.</p> <p>Rakesh has attended advanced management programs at Harvard Business School and the Indian Institute of Management, Kolkata, and holds a post-graduation degree in international relations.</p>
Terms and conditions of appointment or re-appointment	Re-appointment pursuant to retirement by rotation as per section 152(6) of Companies Act, 2013.
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	Nil

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Shareholding in the Company	Nil
Number of meetings of the Board attended during the year	07
Directorships held in other companies	Aditya Birla Finance Limited
Chairman/Member of Committee(s) of Board of Directors of the Company	None
Chairman/Member of Committee(s) of Board of Directors of other Companies in which he/she is a Director	As per Annexure I
Whether related with other Directors/Key Managerial Personnel or any of their relatives	No

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Annexure I

Details of other Directorship:

Sr. No.	Names of the Companies/bodies corporate/ firms/ association of individuals	Nature of interest or concern/Change of interest or concern	Shareholding	Date on which interest or concern arose/changed
1.	Narsee Monjee Institute of Management Studies	Member on the Board of Studies of NMIMS	Nil	-
2.	London Education Management Consultants (LEDMAC Ltd.)	Honorary Advisory Board Position	Nil	-
3.	Aditya Birla Finance Limited	MD & CEO		

Membership in Committees of various boards:

Sr.No.	Name of the Company	Name of Committee	Chairman/Member
1.	Aditya Birla Finance Limited	<ul style="list-style-type: none"> Corporate Social Responsibility Committee Risk Management Committee Asset Liability Management Committee Stakeholders Relationship Committee PIT Regulation Committee Finance Committee Share Allotment Committee Forex Risk Management Committee IT Strategy & Information Security Steering Committee 	Member Member Member Member Member Member Member Member Member

By order of the Board

For Aditya Birla Housing Finance Limited

Mumbai

August 18, 2022

Swati Singh

Company Secretary

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