

NOTICE is hereby given that Extraordinary General Meeting (EGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on **Tuesday the 18th Day of May, 2021 at 05:00 P.M. (IST)** at shorter notice through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact, with or without modification, as may be permissible, the following businesses:

SPECIAL BUSINESS:

1. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**.

“**RESOLVED THAT** in supersession of all the earlier resolution(s) passed by the Members at the Annual/Extraordinary General Meeting(s) and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the provisions of the Housing Finance Companies (NHB) Directions, 2010 (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, the Company do borrow such sum or sums of money in any manner from time to time with or without security and upon such terms and conditions as the Board may deem fit and expedient for the purpose of the business of the Company, not withstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate, for the time being, the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs.20,000 Crore (Rupees Twenty Thousand Crore Only).

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual expedient to give effect to the aforesaid resolution.”

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution**:

“**RESOLVED THAT** in supersession of all the earlier resolution(s) passed by the Members at the Annual/Extraordinary General Meeting(s) and pursuant to Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the provisions of the Housing Finance Companies (NHB) Directions, 2010 (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules, the consent of the Company be granted to the Board of Directors to create such mortgages, charges and hypothecation as may

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care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

Indian Rayon Compound, Veraval,
Gujarat -362 266
CIN: U65922GJ2009PLC083779



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be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of the financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered into/to be entered into by the Company in respect of the borrowings such that the outstanding amount of debt at any point of time does not exceed Rs.20,000 Crore (Rupees Twenty Thousand Crore Only).

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual expedient to give effect to the aforesaid resolution."

3. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and the rules made there under and the regulations/directions of Securities Exchange Board of India, National Housing Bank Regulations/Guidelines as may be applicable from time to time and such other consents as may be required from various Bodies Corporate, the Company do borrow funds by issuance of debt securities viz:

- Secured Redeemable Non-Convertible Debentures for amount not exceeding Rs. 4,000 Crore.
- Subordinated Debt qualifying as Tier-II Capital in the form of Unsecured, Redeemable, Non-Convertible Bonds in the nature of Debentures for an amount not exceeding Rs.1,000 Crore,

in one or more tranches and may be listed on the Debt Market Segment of National Stock Exchange of India Limited (NSE) and/or BSE Limited (BSE) on a private placement basis (NCDs)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual expedient to give effect to the aforesaid resolution."

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NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 31, 2020 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Extraordinary General meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM at Corporate office Mumbai being deemed venue for the meeting.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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. As the EGM maybe held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 relating to Special Business as aforesaid to be transacted at this EGM, is annexed.
4. Members can raise questions during the meeting or in advance by sending email to muthiah.ganapathy@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 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 www.adityabirlahousingfinance.com.
6. A Corporate member intending to depute its authorized representatives to attend the Meeting is requested to send to the Company at muthiah.ganapathy@adityabirlacapital.com a duly certified true copy of the Board Resolution - Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. Instructions for joining the EGM through VC/ OAVM are as follows:
 - Members/ participants will receive an e-mail for joining the meeting through Microsoft Teams with date and time of the meeting.
 - At the bottom of the email, there will be an option to **Join Microsoft Teams Meeting**. Click on the said link
 - Download the Microsoft team app on your PC/tablet/Phone (if not done earlier) and keep it ready.
 - 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.
 - 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.
10. Instructions for members/participants for attending the EGM through VC/ OAVM are as under:
 - Facility of joining the EGM 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.
 - Participants/ members are requested to join the meeting at least **15 minutes in advance** to complete all testing and logistic issues.
 - Please ensure the WIFI/Dongle/hotspot/Router etc is up and **running with good speed** during the whole duration of the meeting for enable you to participate efficiently.
 - 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)
 - The meeting will be **recorded**.

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- 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**.
- Every participant/ member shall identify himself at the time of making presenting/speaking on any item of agenda.
- 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.
- Please ensure that **no person other than the invited participants** should have access to this e-meeting.
- Please do not forward this e-invite to any other person.
- 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.
- If you are unable to download the Microsoft team app, please reach out to IT team/Organiser for assistance at the earliest.
- For IT assistance or If you are unable to download the Microsoft team app you may reach out to Mr. Krishna Iyer, Head IT (9967637246), IT Support (Jaychand 7710052904), who has been instructed to be available for all IT and technical assistance if any required for this meeting.
- If you need any assistance before or during the meeting you can reach out to Mr. Muthiah Ganapathy, Company Secretary (9702244762).

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

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

**Muthiah Ganapathy
Company Secretary**

**Mumbai
May 04, 2021**

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

Item No. 1 & 2:

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution.

It is therefore, necessary that the Members pass special resolution as set out in the Item no. 1 of the Notice to enable the Board of Directors to borrow money subject to the directions issued by National Housing Bank and in excess of the limit as specified under Companies Act 2013.

Pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding Rs. 20,000 Crore (Twenty Thousand Crore Only) and to create charge on assets of the Company in accordance with section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, are concerned or deemed to be interested in the aforesaid resolutions.

Item No. 3

Section 42 of the Companies Act, 2013 read with Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules 2014 mandates companies issuing Non-Convertible Debentures (NCD) through private placement to pass special resolution once in a year for all the offers or invitation for debt securities viz debentures, bonds etc. during the year. NCDs issued on private placement basis are a significant source of borrowings for the Company. The Company intends to raise both secured redeemable NCD and unsecured NCDs for an amount not exceeding Rs. 4000 Crore and Rs. 1000 Crore respectively. Your Directors request the Members to pass special resolution.

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None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, are concerned or deemed to be interested in the aforesaid resolutions.

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

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

**Mumbai
May 04, 2021**

**Muthiah Ganapathy
Company Secretary**

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