



NOTICE

NOTICE is hereby given that 12th (Twelfth) Annual General Meeting (AGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on **Monday the 2nd day of August, 2021 at 05:00 P.M.** (Indian Standard Time) 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:

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2021 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 2021 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 a 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), Non-Executive Director, who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (‘the Act’) and guidelines issued by the Reserve Bank of India (RBI) for appointment of statutory auditors for NBFCs [including Housing Finance Company (HFCs)], including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. Khimji Kunverji & Co LLP (KKC), Chartered Accountants (Firm Registration No. 105146W/ W100621), who have offered themselves for appointment and have confirmed / will confirm their eligibility to be appointed as Statutory Auditors in terms the Act and the guidelines issued by RBI from time to time in this regard, be and are hereby appointed as the Statutory Auditors of the Company for a continuous period of 3 (three) years from the conclusion of 12th (Twelfth) Annual General Meeting till the conclusion of the 15th (Fifteenth) Annual General Meeting.”

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,

Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000

care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

Indian Rayon Compound, Veraval,

Gujarat -362 266

CIN: U65922GJ2009PLC083779



Home Finance

Aditya Birla Housing Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

“RESOLVED FURTHER THAT the Board of Directors (including the Committee of the Board or any other person(s) authorised by the Board) of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual, expedient including finalising, amending, roles and responsibilities, scope of work, the terms of appointment, remuneration, and signing, executing, contracts or other documents and settle all questions, difficulties or doubts that may arise in this regard to give effect to the aforesaid resolution.”

NOTES:

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (“MCA”) had vide its various circulars dated January 13, 2021, April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as “MCA Circulars”) read with the Companies Act, 2013 (“Act”) and applicable Securities Exchange Board of India (SEBI) Regulations, prescribes the procedures and manner of conducting Annual General Meeting through VC/ OAVM. Accordingly, the 12th AGM of the Members of the Company is being held through VC / OAVM.
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.
3. 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.
4. The Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company’s website at <https://adityabirlahousingfinance.com/>
5. 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 muthiah.ganapathy@adityabirlacapital.com
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.
+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000
care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

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



Home Finance

Aditya Birla Housing Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)



ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

7. 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 muthiah.ganapathy@adityabirlacapital.com
8. 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 muthiah.ganapathy@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.
9. 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 muthiah.ganapathy@adityabirlacapital.com.
10. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
11. Instructions for joining the AGM 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.

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.
+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000
care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

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



Home Finance

Aditya Birla Housing Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

12. Instructions for members/participants for attending the AGM through VC/ OAVM are as under:

- 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.
- 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. Muthiah joined)
- At the start of the Meeting, Members are required to keep video on so that the Company Secretary can complete the roll call.
- The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors
- The entire Meeting proceedings will be recorded.
- 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 (Ganesh Nile 9820772990), who has been instructed to be available for all IT and technical assistance if any required for this meeting.

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.
+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000
care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

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



Home Finance

Aditya Birla Housing Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

- If you need any assistance before or during the meeting you can reach out to Mr. Muthiah Ganapathy, Company Secretary at muthiah.ganapathy@adityabirlacapital.com. or on +91 9702244762.

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

**Mumbai
July 30, 2021**

**Muthiah Ganapathy
Company Secretary**

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.
+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000
care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

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





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

Item No. 3:

The Members of the Company at the 7th Annual General Meeting held on August 26, 2016 had appointed M/s. Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm Registration No.:117366W/W-100018) (“Deloitte”) as the Statutory Auditors for a term of 5 (Five) years i.e. from the 7th (Seventh) Annual General Meeting till the conclusion of 12th (Twelfth) Annual General Meeting of the Company.

As per Reserve Bank of India (“RBI”) circular RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 (‘Circular’/‘Guidelines’) for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (“Statutory Auditors”) of Commercial Banks (excluding RRBs), UCBs and NBFCs [including Housing Finance Company (HFCs)] (“RBI Guidelines”), HFCs will have to appoint statutory auditor for a continuous period of 3 (three) years and thereafter the audit firm will be eligible for re-appointment only after a period of 6 (six) years.

In view of the above, Deloitte will not be able to continue as statutory auditor of the Company hence, it is proposed to appoint of new statutory auditors. The Board of Directors of the Company, on the recommendation of the Audit Committee (the “Committee”), have recommended for the approval of the Members, the appointment of M/s. Khimji Kunverji & Co LLP (KKC), Chartered Accountants (Firm Registration No. 105146W/ W100621), as the statutory auditors of the Company, for a term of three consecutive years from the conclusion of 12th (Twelfth) Annual General Meeting till the conclusion of the 15th (Fifteenth) Annual General Meeting.

KKC have consented and confirmed that their appointment, if made will be within the limits specified and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013 and the RBI Guidelines. The appointment of Statutory Auditors of the Company is to comply with RBI Guidelines and for no other reasons.

Brief profile and credentials of the Auditors are as under:

M/s. Khimji Kunverji and Co LLP is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No.105146W/ W-100621. The firm was established in 1936 and is led by ten partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant experience in providing auditing, taxation & advisory services to banks and other financial services clients.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members.

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,

Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000

care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

Indian Rayon Compound, Veraval,

Gujarat -362 266

CIN: U65922GJ2009PLC083779



Home Finance

Aditya Birla Housing Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)



ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

Disclosure relating to Directors seeking re-appointment pursuant to Secretarial Standards on General Meeting:

Name of Director	Mr. Rakesh Singh
Age	54 Years
Date of first appointment	8 th October, 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.
Experience	He has more than 2 decades of experience in financial industry.
Terms and condition of re-appointment	Re-appointment pursuant to retirement by rotation as per section 152(6) of Companies Act, 2013.
Shareholding in the Company	Nil
No. of Board meetings attended during 2020-21	5
Remuneration to be paid	NIL
Remuneration last drawn	NIL

Brief Profile:

Rakesh Singh is the Director on the Board of Aditya Birla Housing Finance and Aditya Birla Money Mart. He also serves as the MD & CEO of Aditya Birla Finance Limited. He has 25 years of experience in the financial services industry cutting across both Banking and Non-Banking financial institutions.

Rakesh is a part of several industry forums, including Confederation of Indian Industry and Federation of Indian Chambers of Commerce and Industry, and lends his expertise as a member of FICCI's Banking and Financial Institutions Committee. He is also on the board as a member for Narsee Monjee Institute of Management Studies.

Rakesh joined Aditya Birla Finance in July 2011. Prior to that, he spent 16 years with Standard Chartered Bank. He started with a role in Retail Assets (Mumbai and Kolkata) and then moved on to become the Head for Mortgages, India. His last assignment with Standard Chartered Bank was as General Manager & Head SME Banking, India and South Asia.

Rakesh has attended advance management programs at Harvard Business School and the Indian Institute of Management Calcutta and also holds a post-graduation degree in International Relations.

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.
+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000
care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

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



Home Finance

Aditya Birla Housing Finance Limited

(A subsidiary of Aditya Birla Capital Ltd.)



ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

Details of other Directorship:

Sr. No	Names of the companies/ bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern	Shareholding	Date on which interest or concern arose/ changed
1	Narjee 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 Money Mart Limited	Director	NIL	04/05/2016
4	Aditya Birla Finance Limited	MD & CEO	NIL	23/07/2019

Membership in Committees of various boards

Sr. No.	Name of the Company	Name of the Committee	Member/ Chairman
1.	Aditya Birla Finance Limited	Risk Committee	Member
		Forex Risk Management Committee	Member
		Asset Liability Management Committee	Member
		IT Strategy & Security Steering Committee	Member
		Share Allotment Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Member
		Finance Committee	Member
		PIT Regulation Committee	Member
		NPA Purchase/Sale Committee	Member

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

**Mumbai
July 30, 2021**

**Muthiah Ganapathy
Company Secretary**

Aditya Birla Housing Finance Limited

One World Center, Tower 1, 18th Floor, 841, Jupiter Mill Compound,

Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

+91 22 4356 7100 | (F) +91 22 4356 7266 | Toll-free number 1800-270-7000

care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

Indian Rayon Compound, Veraval,

Gujarat -362 266

CIN: U65922GJ2009PLC083779

