

Aditya Birla Housing Finance Ltd.

(A part of Aditya Birla Capital Ltd.)



ADITYA BIRLA CAPITAL

NOTICE

NOTICE is hereby given that 14th (Fourteenth) Annual General Meeting (AGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on **Saturday, the 27th day of May 2023 at 11:30 a.m.** (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 2023 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 2023 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 Mrs. Vishakha Mulye (DIN: 00203578) who retires by rotation and being eligible, offers herself 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, Mrs. Vishakha Mulye (DIN: 00203578) who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

NOTES:

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (“MCA”) had vide its various circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) read with the Companies Act, 2013 (“Act”) and applicable Securities Exchange Board of India (SEBI) Regulations, prescribed the procedures and manner of conducting Annual/Extra-ordinary General Meeting through VC/ OAVM. Accordingly, the AGM of the Company is being held through VC / OAVM at Corporate Officer Mumbai being deemed venue for the meeting.

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Aditya Birla Housing Finance Limited

One World Center, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013.

Toll-free number 1800-270-7000

care.housingfinance@adityabirlacapital.com | adityabirlahousingfinance.com

Registered Office:

Indian Rayon Compound, Veraval,
Gujarat -362 266

CIN: U65922GJ2009PLC083779



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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, Mrs. Vishakha Mulye is liable to retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended her re-appointment.
4. Members can raise questions during the meeting or in advance by sending email to swati.singh7@adityabirlacapital.com.
5. The Notice of the AGM along with the Annual Report 2022-23 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 2022-23 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 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.

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- b. At the bottom of the e-mail, 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** during the whole duration of the meeting for enable you to participate efficiently.
- d. 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)
- e. At the start of the Meeting, Members are required to keep video on so that the Company Secretary can complete the roll call.
- f. The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors
- g. The entire Meeting proceedings will be recorded.
- h. 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**.
- i. Every participant/ member shall identify himself at the time of making presenting/speaking on any item of agenda.
- j. 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.
- k. Please ensure that **no person other than the invited participants** should have access to this e-meeting.
- l. Please do not forward this e-invite to any other person.
- m. 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.
- n. If you are unable to download the Microsoft team app, please reach out to IT team/Organiser for assistance at the earliest.
- o. If you need any assistance before or during the meeting you can reach out to Ms. Swati Singh, Company Secretary (9820061933).

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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

S. Singh


Swati Singh
Company Secretary

Mumbai
May 25, 2023

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Details of Director seeking re-appointment at the 14th (Fourteenth) AGM to be held on Saturday, 27th May 2023 at 11:30 a.m. [as required under SS-2 on General Meetings]

Name of the Director	Mrs. Vishakha Mulye
Date of birth	04/02/1969
Date of first appointment on the Board	October 13, 2022
Qualification	Chartered Accountant
Expertise in specific functional areas	<p>Vishakha led the team that planned and executed the merger of ICICI and ICICI Bank. She also led the team which negotiated and concluded the merger of erstwhile Sangli Bank with ICICI Bank. She also handled various other acquisitions including ITC Classic and Anagram Finance. She was one of the few handpicked to set up and run the Stressed Asset Management Group at ICICI Bank. She led several successful capital raising exercises for ICICI Bank, including the USD 5 Billion simultaneous public issue of equity shares in India, United States and Japan. She led the digital transformation through various industry specific and customized solutions to its clients and their ecosystem by leveraging latest technologies.</p> <p>During her career at ICICI Group she has also served as the Group Chief Financial Officer, on the Board of ICICI Lombard General Insurance Company and as the MD and CEO of ICICI Venture Funds Management Company. She also chaired the Board of ICICI Bank Canada.</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
Shareholding in the Company	Nil
Number of meetings of the Board attended during the year	02
Directorships held in other companies	<ol style="list-style-type: none"> 1. Aditya Birla Sun Life Insurance Company Limited 2. Aditya Birla ARC Limited 3. Aditya Birla Finance Limited 4. Aditya Birla Sun Life AMC Limited 5. Aditya Birla Health Insurance Co. Limited 6. NPCI International Payments Limited 7. Aditya Birla Management Corporation Private Limited 8. Aditya Birla Capital Foundation
Chairman/Member of Committee(s) of Board of Directors of the Company	<p>Chairmanship: NIL</p> <p>Membership:</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Risk Management Committee

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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

Annexure I

Membership in Committees of various boards:

Sr. No.	Name of the Company	Name of the Committee	Member/Chairperson
1	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Member
		Risk Management Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility	Member
2	Aditya Birla Health Insurance Co Limited	Policyholder's Protection Committee	Chairperson
		Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
3	Aditya Birla Capital Limited	Asset Liability Management Committee	Chairperson
		IT Strategy Committee	Member
		PIT Regulations Committee	Member
		Risk Management Committee	Member
4	Aditya Birla Finance Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Risk Management Committee	Member
		Finance Committee	Member
		NPA Purchase/Sale Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Member
5	Aditya Birla Sun Life AMC Limited	Audit Committee	Member
		Risk Management Committee	Member
		Nomination, Remuneration and Compensation Committee	Member
		Product Committee	Member
		Corporate Social Responsibility Committee	Member

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