



NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **ADITYA BIRLA FINANCE LIMITED** will be held on Wednesday, the 13th day of December, 2023 at 12.00 Noon through Video Conferencing ("VC") or other Audio Visual means ("OVAM") to transact, as may be permissible, the following business.

SPECIAL BUSINESS:

1. Alteration of Articles of Association of the Company

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 14 and all other applicable provisions, if any, of the Companies Act, 2013 including any modification or re-enactment thereof for the time being in force read with Rules framed thereunder from time to time and subject to all other applicable laws and regulations, the approval of the Members of the Company be and is hereby accorded for replacing the existing Article No. 86 with the following new Article as under:

Debenture Director	86. The Debenture Trustee shall have the power to nominate a person as Director on the Board of the Company in terms of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, at the earliest and not later than one month from date of receipt of nomination from the debenture trustee or such other date as may be notified by SEBI from time to time. A Director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company.
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"RESOLVED FURTHER THAT any one of the Directors' or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution and for all matters connected therewith and/or incidental thereto."

2. Appointment of Mr. Sunil Srivastav (DIN – 00237561) as an Independent Director of the Company

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 Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force)



Aditya Birla Finance Limited

10th Floor, R-Tech Park, Ground Floor, Nirlon Complex, Off Western Express Highway,
Goregaon (East), Mumbai - 400063.

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

care.finance@adityabirlacapital.com | <https://abfl.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound, Veraval,

Gujarat -362 266

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read with Schedule IV of the Companies Act, 2013 ("the Act"), Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and applicable circulars / framework issued by Reserve Bank of India and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for appointment of Mr. Sunil Srivastav (DIN - 00237561) as an Additional Director (Independent) of the Company w.e.f. November 1, 2023, who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and SEBI LODR and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Sunil Srivastav for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) years with effect from November 1, 2023 and shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** any one of the Directors' or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution."

3. Re-appointment of Mr. Subhash Chandra Bhargava (DIN: 00020021) as an Independent Director of the Company

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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulations 17(1A), 24, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the satisfactory result of the performance evaluation and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for re-appointment of Mr. Subhash Chandra Bhargava (DIN: 00020021), aged 78 years, as an Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from January 25, 2024 and shall not be liable to retire by rotation"

"**RESOLVED FURTHER THAT** any one of Directors' or the Key Managerial personnel of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution."



Aditya Birla Finance Ltd.

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One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound,

841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013

+91 22 4356 7000 | (F) +91 22 4356 7266

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NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Extra-Ordinary General Meeting ('EGM') through VC/OAVM till September 30, 2024.
2. Since the EGM is being conducted through VC / OAVM, physical attendance of Members will be dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM.
3. Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 relating to Special Businesses as aforesaid to be transacted at this EGM, is annexed.
4. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the EGM of the Company.
5. Corporate Members intending to depute their authorized representatives to attend the Meeting are requested to send to the Company 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.
6. Members may also note that the Notice of the EGM will also be available on the Company's website: <https://abfl.adityabirlacapital.com>
7. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, up to and including the date of EGM of the Company.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM:

In case the EGM will be held through VC / OAVM, then the Members are requested to note and follow the following instructions for attending the EGM:

8. The EGM will be held using Microsoft Teams or such other application as the Company may decide. Link / invitation to join the meeting shall be communicated by the Company in due course of time.
9. Facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The facility of participation at the EGM through VC / OAVM will be made available to all the Directors, Members, Statutory Auditors, Secretarial Auditors and Debenture Trustees.
11. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number at ankur.shah@adityabirlacapital.com at least 10 days prior to the date of EGM. Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
12. 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 EGM. In case a Poll is demanded

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- on any item, Members shall convey their vote by sending e-mail to ankur.shah@adityabirlacapital.com.
13. In case you have any queries regarding the EGM or grievance connected with the VC / OAVM facility, you may contact the undersigned at ankur.shah@adityabirlacapital.com or on +9122 62257615.

By order of the Board
For Aditya Birla Finance Limited

Ankur Shah
Company Secretary

Place: Mumbai
Date: November 1, 2023

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362266



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Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business mentioned in the Notice of the Extra-Ordinary General Meeting of the Company

ITEM NO. 1

The Members are informed that the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 notified on February 2, 2023, mandated issuers to ensure that debenture trust deed and the Articles of Association (AOA) of all issuers shall contain a provision, mandating the issuer to appoint the person nominated by the debenture trustee(s) as a director on its Board at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s). If required, such amendment in AOA is required to be made before September 30, 2023. The Company already has a clause in its AOA, mandating the issuer to appoint the person nominated by the debenture trustee(s) as a director on its Board but it does not mention a time period.

In line with the said notification, the Debenture Trustees have suggested the Company to amend its AOA to align with the SEBI Notification.

In terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the debenture trustee shall have the power to appoint a nominee director ("Nominee Director") on the Board of the Company only upon:

- two consecutive defaults in payment of interest to the Debenture Holders; or
- default in redemption of Debentures;

The Members are further informed that in line with this abovementioned notification and suggestions of the Debenture Trustee, the Company needs to ensure that its Articles of Association mandates its Board of Directors to appoint the person nominated by the debenture trustee(s) as a director on its Board in terms of above mentioned clause at the earliest and not later than one month from date of receipt of nomination from the debenture trustee or such other date as may be notified by SEBI from time to time.

The Members are further informed that the Company's Articles of Association already contains the following Article No. 86 regarding Debenture Directors (as provided below). Hence, alteration to the same for its alignment with SEBI notification is proposed which shall be read as under:

Existing clause	86. Any Trust Deed for securing debentures or debenture-stock may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture-stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture-stock from time to time to remove any Director so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.
Revised clause	86. The Debenture Trustee shall have the power to nominate a person as Director on the Board of the Company in terms of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, at the earliest and not later than

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one month from date of receipt of nomination from the debenture trustee or such other date as may be notified by SEBI from time to time. A Director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company.

The proposed changes requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013.

A copy of the proposed Articles of Association would be available for inspection by the Members of the Company during the normal business hours on any working day of the Company at its registered office, up to the date of the Extra-Ordinary General Meeting.

The Board recommends the resolution for alteration of Clause 86 in Articles of Association, for the approval of the Members as Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO. 2

In terms of Sections 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Independent Directors of the Company shall be approved at the General Meeting of the Shareholders within three months of their appointment by the Board by way of Special Resolution.

The Company has received from Mr. Sunil Srivastav his consent in writing to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as director in other companies in Form DIR-8 and a declaration in writing to effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Reg. 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Sunil Srivastav fulfills the conditions specified in the Companies Act, 2013, and Rules made thereunder to be appointed as an Independent Director of the Company. Accordingly, the appointment of Mr. Sunil Srivastav as an Additional Director (Independent) with effect from November 1, 2023 was approved by the Board at its meeting held on November 1, 2023.

In compliance with the provisions of the Act and SEBI LODR, the appointment of Mr. Srivastav is now being placed before the Members for their approval.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office or Corporate Office of the Company during normal business hours on any working day without payment of any fee, by the Members.

Details of Mr. Srivastav are provided in the "**Annexure A**" to the Notice.

The Board of the Directors of the Company considers that with his professional background, contributions, rich experience and vast knowledge, Mr. Srivastav's appointment will be in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution no. 2 as set out in the Notice.

None of the Directors or the Key Managerial Personnel of the Company including their relatives

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are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO. 3

In terms of Sections 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013 and Regulations 24 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment / re-appointment of Independent Directors of the Company shall be approved at the General Meeting of the Shareholders within three months of their appointment / re-appointment by the Board by way of special resolution.

At the Annual General Meeting held on July 22, 2019, Mr. Subhash Chandra Bhargava (DIN No.: 00020021) was appointed as an Independent Director effective from January 25, 2019 for a tenure of five years ending on January 24, 2024. The Nomination and Remuneration Committee at its meeting held on November 1, 2023, had considered the fit & proper criteria for the re-appointment of Mr. Bhargava and based on the satisfactory result of the performance evaluation has recommended his re-appointment to the Board as an Independent Director for second term of 5 years commencing from January 25, 2024. Based on the declaration of meeting the criteria of independence under section 149(6) of the Companies Act, 2013 and Reg. 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, filed by Mr. Bhargava, the Board was of the opinion that Mr. Bhargava fulfilled the conditions specified in the Act for being appointed as an Independent Director and accordingly approved his re-appointment as an Independent Director of the Company for second term of 5 consecutive years commencing from January 25, 2024 at its meeting held on November 1, 2023.

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity, shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect. Accordingly, approval of the Shareholders is sought for re-appointment of Mr. Subhash Chandra Bhargava, aged 78 years.

The Board of the Directors of the Company considers that with his professional background, contributions, rich experience and vast knowledge, Mr. Bhargava's continued association with the Board will be in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution as set out in the Notice.

In compliance with the provisions of the Act and SEBI LODR, the re-appointment of Mr. Bhargava is now being placed before the members for their approval.

Details of Mr. Subhash Bhargava is provided in the "**Annexure B**" to the Notice.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions, except to the extent of their shareholding in the Company, if any.

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

Ankur Shah

**Ankur Shah
Company Secretary**

Place: Mumbai

Date: November 1, 2023



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Annexure – A

Details of Director seeking appointment in the Extra-Ordinary General Meeting as required under Secretarial Standards on General Meetings

Name of the Director	Mr. Sunil Srivastav
Date of Birth	March 21, 1958
Qualification	Bachelor's Degree in Science from Delhi University and Masters degree in Management studies from Faculty of Management Studies (FMS), Banaras Hindu University. Mr. Srivastav is also a Certified Associate of Indian Institute of Bankers. He has also done "Negotiation Dynamics" from INSEAD, Paris.
Expertise in specific functional area	Mr. Srivastav retired as the deputy managing director of the corporate accounts group at State Bank of India, where He had a stint of more than 38 years with State Bank of India. He had joined State Bank of India in 1980 as a probationary officer and held various positions in State Bank of India until he retired as Deputy Managing Director of Corporate Banking from State Bank of India, in 2018. At present Mr. Srivastav is Independent Director with few companies.
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director not liable by rotation.
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	NA
Date of first appointment on the Board	November 1, 2023
Shareholding in the Company	Nil
Whether related with other Directors, Managers and Key Managerial Personnel or any of their relatives	No
Number of Meetings of the Board attended during the year	NA
Directorships held in other companies	i. CSB Bank Limited ii. SIS Limited iii. KLJ Plasticizers Limited iv. Summit Digitel Infrastructure Limited v. Ebixcash Limited vi. Nippon Life India AIF Management Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Nil
Chairman / Member of the Committee(s) of Board of Directors of other companies in which he is a Director	Annexure C



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Annexure – B

Details of Director seeking re-appointment in the Extra-Ordinary General Meeting as required under Secretarial Standards on General Meetings

Name of the Director	Mr. Subhash C. Bhargava
Date of Birth	20/07/1945
Qualification	Chartered Accountant
Expertise in specific functional area	Qualified Chartered Accountants (1967). Retired as Ex. Director (Investments) of L.I.C. He was in Investment department for 13 years and involved in almost all activities related to finance / investments like project financing, short term/long term loans, dealing in equity / debt / Government securities monitoring of corporates etc. Attended various programmes in IIM, Manchester School of Management etc. related to Finance. He was also a member of Technical Advisory of RBI on Money, Foreign Exchange and Govt Security Markets from May 2004 to July 2005.
Terms and conditions of appointment or re-appointment	Re-appointment as an Independent Director for a term of five years
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	NA
Date of first appointment on the Board	January 25, 2019
Shareholding in the Company	Nil
Whether related with other Directors, Managers and Key Managerial Personnel or any of their relatives	No
Number of Meetings of the Board attended during the FY2024	3 (Three) (three meetings were held)
Directorships held in other companies	<ol style="list-style-type: none"> 1. Aditya Birla Capital Limited 2. A. K. Capital Services Limited 3. Aditya Birla Sun Life Pension Management Limited 4. Aditya Birla Renewables Subsidiary Limited 5. Aditya Birla Renewable Energy Limited 6. Aditya Birla Renewables Solar Limited 7. ABRel Century Energy Limited 8. Palace Solar Energy Private Limited 9. OTC Exchange of India – Section 25 Company (Under Voluntary Liquidation)
Chairman / Member of Committee(s) of Board of Directors of the Company	As per Annexure D
Chairman / Member of the Committee(s) of Board of Directors of other companies in which he/she is a Director	As per Annexure D



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ANNEXURE C
DETAILS OF POSITION IN THE COMMITTEES OF BOARD OF DIRECTORS OF OTHER
COMPANIES OF MR. SUNIL SRIVASTAV

Sr. No.	Name of the Company	Name of the Committee	Member/ Chairman
1.	CSB Bank Limited	Management Committee	Member
		Committee of Monitoring Large Value Frauds	Chairman
		IT Strategy Committee	Member
		Credit Committee	Chairman
2.	SIS Limited	Risk Management Committee	Member
		Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
3.	KLJ Plasticizers Limited	Audit committee	Chairman
		Nomination and Remuneration Committee	Member
4.	Summit Digital Infrastructure Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
		Risk Management Committee	Chairman
5.	Ebixcash Limited	Stakeholders Relationship Committee	Chairman
		Risk Management Committee	Member
6.	Nippon Life India AIF Management Limited	Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Committee of Directors	Member



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ANNEXURE D
DETAILS OF POSITION IN THE COMMITTEES OF BOARD OF DIRECTORS OF THE
COMPANY AND OTHER COMPANIES OF MR. S C BHARGAVA

Sr. No.	Name of the Company	Name of Committee	Member/ Chairman
1.	Aditya Birla Finance Limited	Nomination & Remuneration Committee Audit Committee Risk Management Committee Stakeholders Relationship Committee PIT Regulation Committee Finance Committee	Chairman Member Chairman Chairman Chairman Member
2.	Aditya Birla Capital Limited	Nomination & Remuneration Committee Corporate Social Responsibility Audit Committee PIT Regulation Committee	Member Member Member Member
3.	Aditya Birla Sun Life Pension Management Limited	Audit Committee Nomination & Remuneration Committee	Chairman Member
4.	ABRel Century Energy Limited	Audit Committee Nomination & Remuneration Committee	Member Member
5.	Palace Solar Energy Private Limited	Audit Committee Nomination and Remuneration Committee	Member Member
6.	Aditya Birla Renewables Subsidiary Limited	Audit Committee Nomination and Remuneration Committee	Chairman Member
7.	Aditya Birla Renewables Solar Limited	Audit Committee Nomination & Remuneration Committee	Member Chairman
8.	Aditya Birla Renewables Energy Limited	Audit Committee Nomination & Remuneration Committee	Chairman Member
9.	A K Capital Services Limited	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility	Member Member Member
10.	Palace Solar Energy Private Limited	Audit Committee Nomination & Remuneration Committee	Member Member



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