

## NOTICE

**NOTICE** is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **ADITYA BIRLA FINANCE LIMITED** will be held on Thursday, the 16<sup>th</sup> day of December, 2021 at 10.45 A.M. at One World Centre, Tower 1 C, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013 to transact, with or without modification, as may be permissible, the following business.

### **SPECIAL BUSINESS:**

#### **1. Appointment of M/s. Singhi & Co. as the Joint Statutory Auditors of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for time being in force) and RBI circular dated April 27, 2021, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) having their office at B2-402B, Marathon Innova, 4th Floor, Off Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013, be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Extra-Ordinary General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors.”

#### **2. To approve continuation of directorship of Mr. Subhash Chandra Bhargava (DIN: 00020021) as the 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 Resolution passed by the Members at the 28<sup>th</sup> Annual General Meeting of the Company held on July 22, 2019 and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act and other rules, if any, made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Subhash Chandra Bhargava (DIN: 00020021), aged 76 years, as an Independent Director of the Company, up to January 24, 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



**NOTES:**

1. The relevant explanatory statement pursuant to section 102 of Companies Act, 2013 with respect to special businesses set out in the Notice is annexed.
2. A member entitled to attend and vote at the General Meeting (the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy form duly completed and signed should be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.

3. Members/ Proxies/Authorised Representatives should bring the Attendance Slip duly filled in for attending the Meeting.
4. 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.
5. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website [www.adityabirlafinance.com](http://www.adityabirlafinance.com)
6. All the records, registers and documents which are required to be made available for inspection at the meeting will be available for inspection by the Members at the EGM. Further, all documents referred to in the accompanying notice and the explanatory statement 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.
11. In case you have any queries regarding the EGM or grievance you may contact the undersigned at [ankur.shah@adityabirlacapital.com](mailto:ankur.shah@adityabirlacapital.com) or on +91 9833180046.
12. Route-map to the venue of the Meeting is provided at the end of the Notice.



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

**Ankur Shah  
Company Secretary**

**Place: Mumbai  
Date: October 30, 2021**

**Registered Office:** Indian Rayon Compound, Veraval, Gujarat 362266

**Aditya Birla Finance Ltd.**

One Indiabulls Center, Tower 1, 18th Floor, Jupiter Mill Compound,  
841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

[www.adityabirlafinance.com](http://www.adityabirlafinance.com)

**Registered Office:**

Indian Rayon Compound, Veraval, Gujarat - 362 266

CIN: U65990GJ1991PLC064603



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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 Reserve Bank of India ("RBI") issued a Circular No. RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ('Circular'/'Guidelines') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines"). The RBI Guidelines, inter-alia, have stipulated that for NBFCs with an asset size of Rs. 15,000 Crore and above as at the end of previous year, statutory audit should be conducted under joint audit of a minimum of two audit firms and the Auditors will have to be appointed for a continuous period of three years only. At present, M/s Deloitte Haskins & Sells LLP are the Statutory Auditors of the Company.

To comply with the aforesaid RBI Guidelines, the Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s. Singhi & Co. as the Joint Statutory Auditor of the Company for a period upto FY 2023-24 i.e. 33<sup>rd</sup> Annual General meeting, at their meeting held on October 30, 2021 and recommended the same to the Members for their approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 1 to be passed as an ordinary resolution.

**ITEM NO. 2**

At the 28<sup>th</sup> Annual General Meeting of the Company held on July 22, 2019, the shareholders had appointed Mr. Subhash Chandra Bhargava (DIN: 00020021) as an Independent Director of the Company, for a term of 5 (five) years, effective January 25, 2019.

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable to the Company w.e.f. September 7, 2021), 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 continuation of the remaining term of Mr. Subhash Chandra Bhargava, aged 76 years, as an Independent Director of the Company, i.e., up to January 24, 2024, not being liable to retire by rotation. Mr. Bhargava is appointed as an Independent Director pursuant to Reg. 24 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being an Independent Director on the Board of Aditya Birla Capital Limited, holding company. The shareholders of Aditya Birla Capital Limited too had passed a special resolution at their meeting held on 20<sup>th</sup> August 2021 for a second term of 3 (three) consecutive years upto 31<sup>st</sup> August 2024 .

The Board of Directors considers that with his professional background, contributions, rich experience and vast knowledge, Mr. Bhargava's continued association with the Board will be beneficial to the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Bhargava are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends resolution under Item No. 2 to be passed as a special resolution.

**Place: Mumbai**  
**Date: October 30, 2021**



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

*Ankur Shah*  
**Ankur Shah**  
**Company Secretary**

**Aditya Birla Finance Ltd.**

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

<b>Name of the Director</b>	<b>Subhash Chandra Bhargava</b>
Date of Birth	20/07/1945
Date of first appointment on the Board	25/01/2019
Qualification	Chartered Accountant
Expertise in specific functional area	Mr. Bhargava is a retired 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. Mr. Bhargava has 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	He shall hold office up to January 24, 2024 and his office shall not be liable to retire by rotation.
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	NA
Shareholding in the Company	Nil
Number of Meetings of the Board attended during the year (upto Oct. 30, 2021)	Five out of Five
Directorships held in other companies	CFM Asset Reconstruction Pvt. Ltd. Aditya Birla Capital Limited A K Capital Services Limited Aditya Birla Sun Life Pension Management Limited OTC Exchange of India – Section 25 Company Waacox Energy Private Limited Palace Solar Energy Private Limited Aditya Birla Renewables Subsidiary Limited Aditya Birla Renewables Solar Limited Aditya Birla Renewables Energy Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Member of Risk Committee and PIT Regulation Committee
Chairman / Member of the 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

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of Committee</b> <i>(Audit/ CSR/ Stakeholders' Grievance/ Nomination &amp; Remuneration/ ESOP)</i>	<b>Member/ Chairman</b>
1.	Aditya Birla Capital Limited	Nomination & Remuneration Committee Corporate Social Responsibility	Member Member
2.	Aditya Birla Sun Life Pension Management Limited	Audit Committee Nomination & Remuneration Committee	Member Member
3.	Waacox Energy Private Limited	Nomination Committee	Member
4.	Palace Solar Energy Private Limited	Audit Committee Nomination and Remuneration Committee	Member Member
5.	Aditya Birla Renewables Subsidiary Limited	Audit Committee Nomination and Remuneration Committee	Chairman Member
6.	Aditya Birla Renewables Solar Limited	Audit Committee Nomination and Remuneration Committee	Member Chairman



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## Route Map

