



## 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 11<sup>th</sup> day of April, 2024 at 11 A.M. through Video Conferencing ("VC") or other Audio Visual means ("OAVM") to transact, as may be permissible, the following business.

### **SPECIAL BUSINESS:**

#### 1. To approve borrowing limits of the Company

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

**"RESOLVED THAT** in supersession of the resolution passed by the Members at the Extra-Ordinary General Meeting held on November 7, 2022 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to 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, notwithstanding, 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 of 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. 1,25,000 crore (Rupees One Lakh Twenty-Five Thousand Crore Only).

**"RESOLVED FURTHER** that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

#### 2. Creation of Charges on the assets of the Company

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

**"RESOLVED THAT** in supersession of the resolution passed by the Members at the Extra-Ordinary General Meeting held on November 7, 2022 and pursuant to Section 180 (1)(a)



### 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  
CIN: U65990GJ1991PLC064603



and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the consent of the Members be and is hereby granted to the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers

conferred on the Board by this resolution) to create such security, mortgages, charges and hypothecation as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee may direct, to or in favour of the Security Trustee(s), 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 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. 1,25,000 Crore (Rupees One Lakh Twenty-Five Thousand Crore Only).

**"RESOLVED FURTHER** that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid security, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."



**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)

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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:

1. 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.
2. 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.
3. 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.
4. 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](mailto: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.

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5. 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 on any item, Members shall convey their vote by sending e-mail to [ankur.shah@adityabirlacapital.com](mailto:ankur.shah@adityabirlacapital.com).
6. 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](mailto: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: January 30, 2024**

**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**

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**ITEM NOS. 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 company accorded by way of a special resolution.

It is therefore necessary that the Members pass special resolution as set out in item no. 1 of the Notice to enable the Board to borrow money in excess of the limit as specified thereunder. Approval of the Members is being sought to borrow money up to Rs. 1,25,000 Crore (Rupees One Lakh Twenty-Five Thousand Crore Only), which is in excess of the paid up capital and free reserves. As the Company is in lending business, these borrowings are required for its day to day business operations.

Pursuant to borrowings made/to be made, the Company may have to mortgage and/or create charge or hypothecate all or any one or more of the moveable/immovable properties or other assets of the Company for its secured borrowings. For the said creation of security on the assets of the Company, the approval of the Members by way of special resolution as set out in item no. 2 is necessary in terms of provisions of Section 180(1)(a) of the Act.

Hence, the Directors request the Members to pass special resolutions pursuant to Section 180(1)(a) & (c) of the Companies Act, 2013 authorizing the Board of Directors to borrow monies and to create charge/security on assets of the Company, which are in the ordinary course of lending business of the Company, being an Upper Layer NBFC (non-deposit accepting systemically important NBFC).

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

The Directors request the Members to pass special resolution for the said modifications in the borrowing limits.

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



**Ankur Shah  
Company Secretary**

**Place: Mumbai  
Date: January 30, 2024**



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