



NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of ADITYA BIRLA FINANCE LIMITED will be held on Friday, the 3rd day of March, 2023 at 10.30 A.M. at a shorter notice through Video Conferencing ("VC") or other Audio Visual means ("OVAM") to transact, as may be permissible, the following business.

SPECIAL BUSINESS:

1. Alteration of Object Clause in Memorandum 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications, amendments or re-enactment thereof for the time being in force and pursuant to the Companies (Incorporation) Rules, 2014 and subject to all other applicable laws and regulations, the approval of the Members of the Company be and is hereby accorded for the alteration of Clause III of the Memorandum of Association of the Company by modifying and inserting new Sub-clause number 4B as follows:

After Clause 4A following clause shall be inserted:

- 4B. "To carry on the business of selling, distribution, marketing as a Corporate Insurance agent and brokers, of all kinds of insurance products of various companies in various fields of insurance such as life, pension & employee benefit, health, fire, marine, cargo, marine hull, aviation, oil & energy, engineering, accident, liability, motor vehicles, transit & other products of non-life insurance business and to carry on the business of insurance, re-insurance and risk management either directly or as an insurance agent, insurance broker or otherwise and provide advisory and consultancy services relating to insurance business."

"RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and are hereby authorized to take all necessary action for giving effect to the said alteration and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

2. Appointment of Mr. Rajat Kumar Jain (DIN – 00046053) 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)



read with Schedule IV of the Companies Act, 2013 ("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 on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for appointment of Mr. Rajat Kumar Jain (DIN - 00046053) as an Additional Director (Independent) of the Company w.e.f. March 9, 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. Rajat Kumar Jain 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 March 9, 2023 and shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board 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."

3. Appointment of Mr. Nagesh Pinge (DIN – 00062900) 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) read with Schedule IV of the Companies Act, 2013 ("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 on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for appointment of Mr. Nagesh Pinge (DIN - 00062900) as an Additional Director (Independent) of the Company w.e.f. March 9, 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. Nagesh Pinge 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 March 9, 2023 and shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board 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.

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

www.adityabirlafinance.com

Registered Office:

Indian Rayon Compound, Veraval, Gujarat - 362 266

CIN: U65990GJ1991PLC064603



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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, 2023.
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 Extra Ordinary General Meeting 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 Extra Ordinary General Meeting will also be available on the Company's website www.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 Extra Ordinary General Meeting of the Company.
8. As the matters under consideration are of an urgent nature, the meeting is called at a shorter notice after receipt of consent from the appropriate no. of Members entitled to vote at the Meeting pursuant to Section 101 of the Companies Act, 2013.

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:

9. 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.
10. 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.
11. 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.
12. 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.

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13. 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.
14. 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 +91 9833180046.

By order of the Board
For Aditya Birla Finance Limited



Ankur Shah
Company Secretary

Place: Mumbai
Date: March 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 Company is proposing for expansion and diversification of its business and to explore opportunities for carrying on insurance agency business as corporate agent for life/ general/ health/ insurance policy(s) etc. To venture into Insurance Business, the Company is required to register as a "Corporate Agent" with IRDAI. For undertaking this Business, the Company is required to amend its object clause of the Memorandum of Association of the Company by inclusion of a specific clause for carrying out Insurance agency business after the existing Clause 4A.

The proposed changes in the object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed Memorandum 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, up to the date of the Extra ordinary General Meeting.

The Board recommends the resolution for alteration of Object Clause of Memorandum of Association, for the approval of the Members as Special Resolution consequent to the proposal for registration with IRDAI for venturing into "Insurance Agency Business".

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 common Directorship with IRDAI registered companies.

ITEM NO. 2

In term 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.

The Company received from Mr. Rajat Kumar Jain 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. Rajat Kumar Jain fulfills the conditions specified in the Companies Act, 2013, and Rules made thereunder to be appointed as an Independent Director of the Company. Accordingly, appointment of Mr. Rajat Kumar Jain as Independent Director is recommended by the Board and is now 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. Rajat is provided in the "Annexure A" to the Notice.



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The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution as set out in 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.

ITEM NO. 3

In term 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.

The Company received from Mr. Nagesh Pinge 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. Nagesh Pinge fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder to be appointed as an Independent Director of the Company. Accordingly, appointment of Mr. Nagesh Pinge as Independent Director is recommended by the Board and is now 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 member.

Details of Mr. Pinge is provided in the "Annexure B" to the Notice.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the Special resolution as set out in 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
Company Secretary**

**Place: Mumbai
Date: March 1, 2023**



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Annexure – A

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

Name of the Director	Mr. Rajat Kumar Jain
Date of Birth	September 13, 1963
Qualification	PGDBM from IIM-Ahmedabad BTech (Electrical Engineering) from IIT, Delhi
Expertise in specific functional area	An overall experience of 30 years in helming various leadership roles in sectors across consumer, telecom, media & technology in India. His key work areas include mentoring entrepreneurs and executives alike as an angel investor & a startup mentor.
Terms and conditions of appointment or re-appointment	Appointed as an Independent Director not liable to retire by rotation
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	NA
Date of first appointment on the Board	March 9, 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. Fino Payments Bank Limited ii. Droom Technology Limited iii. Padup Ventures Private Limited iv. Kaleidoscope Events Private Limited v. Intelligent Resource Services Private Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Chairman of IT Strategy & Information Security Steering Committee of the Company w.e.f March 9, 2023
Chairman / Member of the Committee(s) of Board of Directors of other companies in which he/she is a Director	As per Annexure C



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Annexure – B

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

Name of the Director	Mr. Nagesh Pinge
Date of Birth	October 1, 1958
Qualification	Chartered Accountant and Law Graduate from India. Completed Executive Education Program from The Stephen M Ross School of Business of the University of Michigan, USA
Expertise in specific functional area	An expert in Ethics, Corporate Governance, Risk Management & Internal Audit.
Terms and conditions of appointment or re-appointment	Appointed as an Independent Director not liable to retire by rotation
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	NA
Date of first appointment on the Board	March 9, 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. Goa Carbon Limited ii. Automobile Corporation of Goa Limited iii. Arvind Fashions Limited iv. Multi Commodity Exchange Clearing Corporation Limited v. Inventia Healthcare Limited vi. Hero Housing Finance Limited vii. Utkarsh Small Finance Bank Limited viii. Aditya Birla Sun Life Insurance Company Limited ix. Whiteoak Capital Trustee Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Chairman of the Audit Committee of the Company w.e.f March 9, 2023
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. RAJAT JAIN

Sr. No.	Name of the Company	Name of the Committee	Member/ Chairman
1.	Fino Payments Bank Limited	IT Strategy Committee	Chairman
		Committee of Directors	Chairman
		Nomination and Remuneration Committee	Member
		Customer Service Committee	Member
2.	Droom Technology Limited	Nomination and Rem Committee	Chairman
		Risk Committee	Member



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Annexure D

DETAILS OF POSITION IN THE COMMITTEES OF BOARD OF DIRECTORS OF OTHER COMPANIES OF MR. NAGESH PINGE

Sr. No.	Name of the Company	Name of the Committee	Member/ Chairman
1	Goa Carbon Limited	Audit Committee	Chairman
2	Multi Commodity Exchange Clearing Corporation Limited	Audit Committee	Chairman
		Investment Committee	Member
		Standing Committee on Technology	Member
		Risk Management Committee	Member
		Regulatory Oversight Committee	Member
3	Arvind Fashions Limited	Audit Committee	Chairman
		Risk Management Committee	Member
4	Inventia Healthcare Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairman
		CSR Committee	Member
5	Automobile Corporation of Goa Limited	Audit Committee	Member
		Corporate Investment Committee	Chairman
6	Utkarsh Small Finance Bank Limited	Audit Committee	Member
		Stakeholders' Relationship Committee	Member
		Special Committee to Monitor Larger Value Funds	Member
		Review Committee for Identification of Willful Defaulters	Member
		Capital Structuring & Fund Raising Committee	Member
		IT Strategy Committee	Member
7	Hero Housing Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		IT Strategy Committee	Chairman
		Asset Liability Management Committee	Member
		Risk Management Committee	Member
8	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Chairman
		Risk Management Committee	Member



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