

NOTICE

SHORTER NOTICE is hereby given that Extra-ordinary General Meeting (EGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on **Tuesday, 08 July 2025 at 12.00 noon** (Indian Standard Time) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact, with or without modification, as may be permissible, the following business:

To appoint Mr. Thampy Koshy as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and compliance with the fit and proper criteria as specified under Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and the Articles of Association of Company, and basis the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Thampy Koshy (DIN: 09479938) who is appointed by the Board of Directors as an Additional (Independent) Director of the Company w.e.f. 01 July 2025, to hold office up to the date of the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years with effect from July 01, 2025 to June 30, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Thampy Koshy be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution.”

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

H. P. Sidhpura

**Hiral Sidhpura
Company Secretary**

**Mumbai
03 July 2025**

NOTES:

1. 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, December 28, 2022, September 25, 2023 and September 19, 2024 (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 EGM of the Company is being held through VC / OAVM at Corporate Officer Mumbai being deemed venue for the meeting.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and attendance Slip are not annexed to this Notice.
3. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to business as aforesaid to be transacted at this EGM, is annexed.
4. Members can raise questions during the meeting or in advance by sending email to hiral.sidhpura@adityabirlacapital.com.
5. The Notice of the EGM 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 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 from the Company electronically by sending email to hiral.sidhpura@adityabirlacapital.com
7. Members attending the EGM 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 hiral.sidhpura@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

Corporate Office:

Aditya Birla Housing Finance Limited

One World Centre, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +91 22 6279 9505 | Toll-free number: 1800-270-7000

care.housingfinance@adityabirlacapital.com

<https://homefinance.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat - 362 266

CIN: U65922GJ2009PLC083779



hiral.sidhpura@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 EGM. 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 hiral.sidhpura@adityabirlacapital.com.
11. Since the EGM will be held through VC / OAVM, the route map is not annexed in this Notice.
12. Instructions for joining the EGM 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.
 - 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 EGM through VC/ OAVM are as under:
 - a. Facility of joining the EGM 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.

Corporate Office:

Aditya Birla Housing Finance Limited

One World Centre, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +91 22 6279 9505 | Toll-free number: 1800-270-7000

care.housingfinance@adityabirlacapital.com

<https://homefinance.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat - 362 266

CIN: U65922GJ2009PLC083779



- 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/herself 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. Hiral Sidhpura, Company Secretary (9769768321).
14. If you need any assistance before or during the meeting you can reach out to Ms. Hiral Sidhpura, Company Secretary at hiral.sidhpura@adityabirlacapital.com or on 9769768321.

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

H. P. Sidhpura

**Hiral Sidhpura
Company Secretary**

**Mumbai
03 July 2025**

Corporate Office:

Aditya Birla Housing Finance Limited

One World Centre, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +91 22 6279 9505 | Toll-free number: 1800-270-7000

care.housingfinance@adityabirlacapital.com

<https://homefinance.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat - 362 266

CIN: U65922GJ2009PLC083779



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

Mr. Thampy Koshy fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 62B(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

In terms of Section 149 read with Schedule IV of Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Mr. Thampy Koshy for a first term of consecutive 5 (five) years with effect from July 01, 2025 to June 30, 2030, not liable to retire by rotation, to the Members for approval.

In respect of the appointment of Mr. Thampy Koshy, a notice in writing in the prescribed manner as required under Section 160 of the Companies Act, 2013 and the Rules made thereunder has been received by the Company.

The aforesaid Director has given his consent for the said appointment and also submitted the declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 62B(1)(b) of the SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 .

The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

Corporate Office:

Aditya Birla Housing Finance Limited

One World Centre, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +91 22 6279 9505 | Toll-free number: 1800-270-7000

care.housingfinance@adityabirlacapital.com

<https://homefinance.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat - 362 266

CIN: U65922GJ2009PLC083779



Brief Profile:

Mr. Thampy Koshy is post graduate in Business Administration from Indian Institute of Management, Bangalore, India. He has over 30+ years of experience implementation of many digital transformation projects, including the New Pension Systems in India, Tax Information Network (TIN), Online tax accounting system for direct and indirect tax, SEZ Online etc.

Other Information:

Name of the Director	THAMPY KOSHY
Director Identification Number	09479938
Date of birth	April 30, 1961
Date of first appointment on the Board	NA
Qualification	Postgraduate in Business Administration from Indian Institute of Management, Bangalore, India. Graduate in Mechanical Engineering from College of Engineering, Trivandrum, India.
Expertise in specific functional areas	Over 30+ years of experience implementation of many digital transformation projects, including the New Pension Systems in India, Tax Information Network (TIN), Online tax accounting system for direct and indirect tax, SEZ Online etc.
Terms and conditions of appointment or re-appointment	https://homefinance.adityabirlacapital.com/-/media/ABCL/pdf/Disclosure-pdfs/Appointment--Letter-of-Independent-Director.webp?extension=webp
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	He will be eligible for payment of sitting fee as approved by the Board from time to time.
Shareholding in the Company	NIL
Number of meetings of the Board attended during the year	NA
Directorships held in other companies	None
Chairman/Member of Committee(s) of Board of Directors of the Company	NA
Chairman/Member of Committee(s) of Board of Directors of other Companies in which he/she is a Director	None
Whether related with other	None

Corporate Office:

Aditya Birla Housing Finance Limited

One World Centre, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +91 22 6279 9505 | Toll-free number: 1800-270-7000

care.housingfinance@adityabirlacapital.com

<https://homefinance.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat - 362 266

CIN: U65922GJ2009PLC083779



Directors/Key Personnel or any of their relatives	Managerial or any of their relatives
---	--

As per regulation 62D(3) of the SEBI Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mr. Koshy are concerned or deemed to be interested in the special resolution set out at Item of the Notice

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

H. P. Sidhpura

**Mumbai
03 July 2025**

**Hiral Sidhpura
Company Secretary**

Corporate Office:

Aditya Birla Housing Finance Limited

One World Centre, Tower 1, 9th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +91 22 6279 9505 | Toll-free number: 1800-270-7000

care.housingfinance@adityabirlacapital.com

<https://homefinance.adityabirlacapital.com>

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat - 362 266

CIN: U65922GJ2009PLC083779

