



NOTICE

NOTICE is hereby given that the 5th Annual General Meeting of the Members of Aditya Birla ARC Limited will be held on Wednesday, July 13, 2022 at 04.00 P.M. IST at One World Centre, 18th Floor, Tower 1, Jupiter Mills Compound, 841, S. B. Marg, Mumbai – 400013 to transact the following businesses. If the conditions are not conducive to hold physical General Meeting, the Meeting will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility, in accordance with relevant circulars/ notifications from Ministry of Corporate Affairs.

ORDINARY BUSINESS:

- To consider and adopt:
 - the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
 - the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon.
- To appoint a Director in place of Mrs. Pinky Mehta (DIN: 00020429), who retires by rotation and, being eligible, offers herself for re-appointment.
- To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. CNK & Associates Co. LLP (ICAI Firm Registration No. 101961 W/ W-100036) Chartered Accountants, Mumbai, who is appointed as Auditors from the conclusion of extra-ordinary general meeting held on October 22, 2021 till the conclusion of this Annual General Meeting, be and are hereby appointed as Auditors of the Company for another term of 2 (Two) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the seventh Annual General Meeting to be held in the year 2024, at such remuneration as shall be fixed by the Board of Directors of the Company.”

**By the order of the Board of Directors
For Aditya Birla ARC Limited**

Date: June 17, 2022

Place: Mumbai

H. P. Sidhpura
Hiral Sidhpura
Company Secretary

Aditya Birla ARC Limited

One Indiabulls Centre, Tower 1, 7th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013.
+91 22 4356 7000 | (F) +91 22 4356 7266
abarcl@adityabirlacapital.com

Registered Office:

One Indiabulls Centre, Tower 1, 18th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013.
CIN: U65999MH2017PLC292331

Notes:

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the company. The instrument of proxy, to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped not less than 48 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 may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

However, if the AGM will be held 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 AGM.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. An explanatory statement pursuant to Section 102 of the Act relating to special business set out in the Notice and additional information pursuant to the Secretarial Standard on General Meetings, in respect of the Directors seeking appointment / re-appointment at the Meeting, are annexed.
4. 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 AGM. In case the AGM will be held through VC / OAVM, the above records, registers and documents shall be made available for inspection in electronic mode. 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.
5. In case you have any queries regarding the AGM or grievance connected with the VC / OAVM facility, you may contact the undersigned at Abarc1@Adityabirlacapital.com or on +91 9769768321.

**By the order of the Board of Directors
For Aditya Birla ARC Limited**

Date: June 17, 2022

Place: Mumbai

H. P. Sidhpura
**Hiral Sidhpura
Company Secretary**

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

Item No. 3

Appointment of M/s CNK & Associates LLP as Auditors of the Company

Reserve Bank of India (RBI) had issued guidelines dated April 27, 2021 on appointment of Statutory Auditors of Commercial banks, UCBs and NBFCs (including HFCs). Basis the further clarification issued on August 27, 2021, the said guidelines were also applicable to Asset Reconstruction Companies (ARCs).

Basis the guideline, there was a limit on number of audits that a firm or its associate entity can do for NBFCs viz., not more than 8 NBFCs including ARCs for any firm including its associates. Accordingly, the erstwhile statutory auditor's M/s S. R. Batliboi & Co. LLP (M/s SRB), had expressed their inability to continue as Statutory Auditors of the Company after September 2021 review and resigned vide resignation letter dated October 19, 2021.

In view of above, the Board of Directors at its meeting held on October 16, 2021 appointed M/s. CNK & Associates LLP (CNK), Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for the term of 3 years to fill the casual vacancy caused by the resignation of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, Mumbai.

Further, the Members at the Extra-Ordinary General Meeting (EGM) held on October 22, 2021 appointed CNK as statutory auditors from the conclusion of that EGM till the conclusion of the said annual general meeting. Thus, it is proposed to approve the appointment of CNK for 2 years till the conclusion of AGM held in the year 2024.

CNK, have conveyed their consent to be appointed as the Statutory Auditors of the Company for another term of 2 years along with a confirmation that, their appointment, if made by the Members, would be within the limits prescribed under the Companies Act, 2013 and in line with the said RBI circular.

CNK is established in 1936 having 27 Partners (including 5 in Associate Firms), 450 + CAs and Other Technical Staff, having its presence in Mumbai, Vadodara, Chennai, Bengaluru, Ahmedabad, Delhi & Dubai. CNK also has an experience in Banking, Financial Services, and Insurance (BFSI) Segment.

The Board recommend the Resolution as set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-
APPOINTMENT AT THE ANNUAL GENERAL MEETING
[Pursuant to the Secretarial Standard on General Meetings]**

Nature of Information	Item No. 2	
Name	Mrs. Pinky Mehta	
Age	55 years	
Director Identification Number	00020429	
Qualifications	CA	
Terms and Conditions of Appointment / Re-appointment	Her office shall be liable to retire by rotation.	
Experience	Please refer to Annexure I-A	
Remuneration sought to be paid and last drawn	No approval is sought for remuneration.	
Date of Appointment on the Board	March 25, 2020	
Shareholding in the Company	10 Equity shares as nominee of Aditya Birla Capital Limited	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	
Details of attendance at the Board Meeting(s) during F.Y. 2021-22	Held during her tenure	Attended
	5	5
Directorship in other companies, Membership / Chairmanship of Committees of other Boards.	Please refer to Annexure I-B	

Experience / Profile of Mrs. Pinky Mehta

Mrs. Pinky Atul Mehta is a qualified Chartered Accountant with over 30 years of diversified experience. Mrs. Mehta has been a part of the Aditya Birla Group since 1991 and was its first woman officer. In her role as the Chief Financial Officer of Aditya Birla Capital Limited (holding company of ABARC), Mrs. Mehta is responsible for Finance, Accounts, Banking, Secretarial, Taxation and MIS, including the ongoing development & monitoring of control systems and reporting of financial performance. Prior to joining Aditya Birla Capital, she was the Chief Financial Officer of Aditya Birla Nuvo Limited (ABNL) where she was instrumental in the demerger of Madura Garments to Pantaloons Fashion & Retail Limited. She has played a strong supporting role in the merger of ABNL with Grasim and has taken many complex parts of this process to closure, followed by the subsequent listing of Aditya Birla Capital Limited.

She has played a significant role in the area of demergers, mergers and acquisition for the Aditya Birla Group and was actively involved in the demerger of the cement business, the joint venture with the Sun Life Group for the life insurance business and acquisitions of Madura Garments, Transworks Information Services Limited, Minacs Worldwide Inc. and Apollo Sindhoori Capital Investments Limited.

Mrs. Mehta was conferred the Group's 'Chairman's Award for Exceptional Contributor' in 2008 and the 'Chairman's Award for Accomplished Leader' in 2016. She is also the recipient of the coveted Institute of Chartered Accountants of India's CA CFO – Woman Award in 2016.

DETAILS OF DIRECTORSHIP IN OTHER COMPANIES AND MEMBERSHIP / CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

MRS. PINKY MEHTA

Details of Directorship in other Companies:

Sr. No	Names of the companies/ bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern	Shareholding	Date on which interest or concern arose/ changed
1	Aditya Birla Money Limited	Director	Nil	30-Mar-2015
2	Aditya Birla Solar Limited	Director	Nil	06-May-2016
3	Aditya Birla Renewables Limited	Director	Nil	07-Aug-2015
4	Aditya Birla Renewables SPV 1 Limited	Director	Nil	19-Jun-2017
5	Bombay Chamber of Commerce and Industry	Director	Nil	28-Jun-2018
6	Aditya Birla PE Advisors Pvt Ltd	Director	Nil	20-Jan-2021
7	Aditya Birla Sun Life Insurance Company Limited	Director	1 (held as a Nominee of ABCL)	16-Dec-2016
8	Aditya Birla Capital Technology Services Ltd	Director	1 (held as a Nominee of ABCL)	21-Jan-2020
9	Aditya Birla Capital Limited	Chief Financial Officer	51,384	01-Jul-2017
10	Aditya Birla Money Mart Limited	Additional Director	3 Equity Shares (held as Nominee of ABCL)	01-Nov-2021

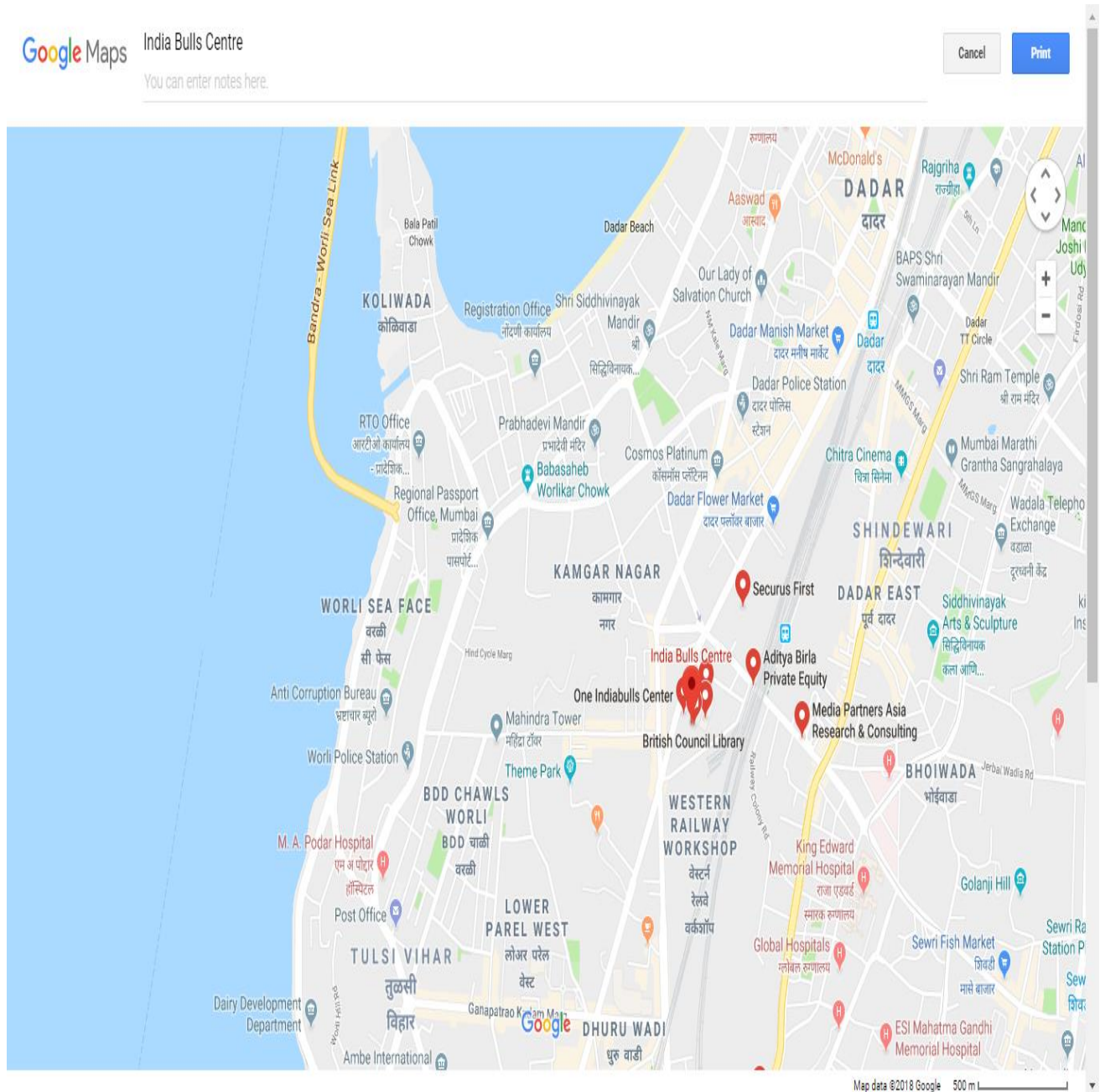
Details of Membership / Chairmanship of Committees across the Companies:

Sr. No.	Name of the Company	Name of Committee	Member / Chairman
1	Aditya Birla Money Ltd.	CSR Committee	Member
3	Aditya Birla Solar Ltd.	CSR Committee	Member
4	Aditya Birla Capital Limited	a) Asset- Liability Management Committee b) PIT Regulations Committee c) IT Strategy Committee	Member

ROUTE MAP 5th AGM of Aditya Birla ARC Limited

Date of Meeting : July 13, 2022

Place of Meeting : One World Centre, 18th Floor, Tower 1, Jupiter Mills Compound, 841, S. B. Marg, Mumbai – 400013



ATTENDANCE SLIP

ADITYA BIRLA ARC LIMITED

CIN: U65999MH2017PLC292331

Regd. Office: 18th Floor, One World Centre, Jupiter Mills Compound, 841, S. B. Marg, Mumbai -
400013

Phone No. +91 22 43567000 Fax No. +91 22 28290835 Email ID: Aabarcl@adityabirlacapital.com

Name of the Member(s) :
Registered Address :

Folio No/ Client ID :
No. of Shares held :

I/We hereby record my/our presence at the 5th Annual General Meeting of Aditya Birla ARC Limited held at One World Centre, 18th Floor, Tower 1, Jupiter Mills Compound, 841, S. B. Marg, Mumbai – 400013 on July 13, 2022 at 04.00 P.M. IST.

Member's / Proxy's Signature

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65999MH2017PLC292331
Name of the Company : Aditya Birla ARC Limited
Registered Office : 18th Floor, One World Centre, Jupiter Mills Compound, 841, S. B. Marg, Mumbai – 400 013

Name of the Member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No./Client Id & DP. Id : _____

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____
Address : _____
E-mail : _____
Signature : _____, or failing him

2. Name : _____
Address : _____
E-mail : _____
Signature : _____, or failing him

3. Name : _____
Address : _____
E-mail : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company, to be held on Wednesday, July 13, 2022 at 04.00 P.M. IST at One World Centre, 18th Floor, Tower 1, Jupiter Mills Compound, 841, S. B. Marg, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- 1. Adoption of audited standalone financial statements of the Company, together with the reports of Board of Directors and Auditors thereon, and audited consolidated financial statements of the Company, together with the report of the Auditors thereon, both for the year ended March 31, 2022.
- 2. Re-appointment of Mrs. Pinky Mehta as a Director.
- 3. Appointment of M/s CNK & Associates LLP as Auditors of the Company

Signed this _____ day of _____

Signature of Shareholder: _____

Affix
Re.1
Rev
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company or at the venue of the meeting, not less than 48 hours before the commencement of the meeting.