



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that 10th Annual General Meeting (AGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on Friday, July 12, 2019 at 5.00 PM at Indian Rayon Compound, Veraval, Gujarat 362266 of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2019 along with the Board's Report and Auditors' Report.
2. To appoint a Director in place of Mr. Rakesh Singh (DIN: 7006067) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 26, 2018 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the provisions of the Housing Finance Companies (NHB) Directions, 2010 (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, the Company do 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, not withstanding, 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, for the time being, 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.20,000 Crore (Rupees Twenty Thousand Crore Only).



Aditya Birla Housing Finance Ltd.

One Indiabulls Center, Tower 1, 15th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

Registered Office:

Indian Rayon Compound, Veraval,
Gujarat - 362 266

4. 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 26, 2018 and pursuant to Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the provisions of the Housing Finance Companies (NHB) Directions, 2010 (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules, the consent of the Company be granted to the Board of Directors to create such 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 may direct, to or in favour of the 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 entered into/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.20,000 Crore (Rupees Twenty Thousand Crore Only).

5. 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 Section 42, 71 and applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and the rules made there under and the regulations/directions of Securities Exchange Board of India, National Housing Bank Regulations/Guidelines as may be applicable from time to time and such other consents as may be required from various Bodies Corporate, the Company do borrow funds by issuance of:

- Secured Redeemable Non-Convertible Debentures for amount not exceeding Rs. 4,000 Crore.
- Subordinated Debt qualifying as Tier-II Capital in the form of Unsecured, Redeemable, Non-Convertible Bonds in the nature of Debentures for an amount not exceeding Rs.1,000 Crore,

in one or more tranches, may be listed on the Debt Market Segment of National Stock Exchange of India Limited (NSE) and/or BSE Limited (BSE) on a private placement basis (NCDs).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual expedient to give effect to the aforesaid resolution.”



NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) (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.

2. Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 relating to Special Business as aforesaid to be transacted at this AGM, is annexed.
3. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting.
5. The Registers under Companies Act, 2013 will be available for inspection at the Registered Office of the Company on all working days during business hours between 10.00 am and 12 noon except on holidays.
6. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
7. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.adityabirlahousingfinance.com

By order of the Board
For Aditya Birla Housing Finance Limited


Muthiah Ganapathy
Company Secretary

Mumbai
April 25, 2019



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 3 & 4:

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 Members at the general meeting by way of a special resolution.

It is therefore, necessary that the Members pass special resolution as set out in the Item no. 3 of the Notice to enable the Board of Directors to borrow money subject to the directions issued by National Housing Bank and in excess of the limit as specified under Companies Act 2013.

Pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company.

Accordingly, approval of the Members is being sought to borrow money not exceeding Rs. 20,000 Crore (Twenty Thousand Crore Only) and to create charge on assets of the Company in accordance with section 180(1)(a) of the Companies Act, 2013.

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

Item No. 5

Section 42 of the Companies Act, 2013 read with Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules 2014 mandates companies issuing Non-Convertible Debentures (NCD) through private placement to pass special resolution once in a year for all the offers or invitation for such debentures during the year. NCDs issued on private placement basis are a significant source of borrowings for the Company.

The Company intends to raise both secured redeemable NCD and unsecured NCDs for an amount not exceeding Rs. 4000 Crore and Rs. 1000 Crore respectively. Your Directors request the Members to pass special resolution.

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

Disclosure relating to Directors seeking re-appointment pursuant to Secretarial Standards on General Meeting:

Name of Director	Mr. Rakesh Singh (seeking re-appointment)
Age	55Years
Date of first appointment	8 th October, 2014
Qualification	1) Executive Program in business management from IIM Calcutta. 2) Master of Business Administration (Marketing) 3) Post graduation in International Relations from University of Lucknow.



Experience	He has more than 2 decades of experience in financial industry.
Terms and condition of re-appointment	Re- appointment pursuant to retirement by rotation as per section 152(6) of Companies Act, 2013.
Shareholding in the Company	Nil
No. of Board meetings attended during 2018-19	5
Remuneration to be paid	NIL
Remuneration last drawn	NIL

Details of other Directorship:

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	NMIMS	Member on the Board of Studies of NMIMS	NIL	—
2	London Education Management Consultants (LEDMAC Ltd.)	Honorary Advisory Board Position	NIL	—
3.	Aditya Birla Finance Limited	CEO	NIL	23/07/2014
4	Aditya Birla Money Mart Limited	Director	NIL	24/08/2016

Membership in Committees of various boards

Sr. No.	Name of the Company	Name of the Committee	Member/ Chairman
Nil			

By order of the Board
For Aditya Birla Housing Finance Limited


Muthiah Ganapathy
Company Secretary

Mumbai
April 25, 2019



ADITYA BIRLA HOUSING FINANCE LIMITED

CIN: U65922GJ2009PLC083779

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

Website: www.adityabirlahousingfinance.com Ph: 022-43567000, Fax: 022-43567266

Name of the Member(s):

Registered Address:

Folio No/ Client ID:

No. of Shares held:

I/We hereby record my/our presence at the 10th Annual General Meeting held on Friday, 12th day of July, 2019 at 09.00 A.M at Indian Rayon Compound, Veraval, Gujarat 362266.

Member's Folio No. /DP ID &
Client ID

Member's/ Proxy's Name
in Block Letters

Member's / Proxy's Signature

Form No. MGT-11

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: U65922GJ2009PLC083779

Name of the Company: Aditya Birla Housing Finance Limited

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362266

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 Id:

Signature: , or failing him

2. Name:

.....

Address:

E-mail Id:

Signature: , or failing him

3. Name:

.....

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 10th Annual General Meeting (AGM) of the Members of Aditya Birla Housing Finance Limited to be held on Friday, July 12, 2019 at 9.00 AM at Indian Rayon Compound, Veraval, Gujarat 362266 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Financial Statements for the financial year ended March 31, 2019 along with the Board's Report and Auditors' Report.
2. Appointment of a Director in place of Mr. Rakesh Singh (DIN: 7006067) who retires by rotation and, being eligible, offers himself for re-appointment.
3. Approval of Borrowing limits u/s 180(1) (c) of Companies Act, 2013
4. Authority to create charge as provided for u/s 180(1) (a) of Companies Act, 2013
5. Issue of Non-Convertible Debentures

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, not less than 48 hours before the commencement of the meeting.