

ADITYA BIRLA HOUSING FINANCE LIMITED

[CIN: U65922GJ2009PLC083779]

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

Tel : 91-22-43567000 Fax: 91-22 43567266

Website: www.adityabirlahomeloans.com

NOTICE is hereby given that 8th Annual General Meeting (AGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on Friday, the 2nd Day of June, 2017 at 9.00 AM 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 31st March, 2017 along with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Rakesh Singh (DIN: 07006067) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for time being in force), the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company, to hold office from the conclusion of this 8th Annual General Meeting till the conclusion of 9th Annual General Meeting of the Company be and is hereby ratified, at a remuneration to be decided by the Board of Directors.

SPECIAL BUSINESS:

4. Appointment of Director

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr Saurabh Agrawal (DIN:02144558), who was appointed as an Additional Director by the Board of Directors of the Company pursuant to sub section (1) of Section 161 of the Companies Act, 2013 and who holds office upto the date of 8th Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose Mr. Saurabh Agrawal (DIN:02144558) as a candidate for the office of a Director of the Company, together with the deposit of one lakh rupees, be and is hereby appointed a Director of the Company liable to retire by rotation.”

5. 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 Extraordinary General meeting held on 21st November, 2016 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 thereof for the time being in force) and the rules made thereunder and subject to the provisions of the Housing Finance Companies (NHB) Directions, 2010 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, 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, 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.15,000 Crore (Rupees Fifteen Thousand Crore Only).

6. 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 Extraordinary General meeting held on 21st November, 2016 and pursuant to Section 180 (1)(a) of the Companies Act, 2013 (“Act”) and the provisions of the Housing Finance Companies (NHB) Directions, 2010, 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 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.15,000 Crore (Rupees Fifteen Thousand Crore Only).

7. 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. 5,000 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 1000 Crore,

in one or more tranches, may be listed on the Wholesale Debt Market (WDM) 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 should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
4. 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.
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 8th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company’s website www.adityabirlahomeloans.com.

7. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Officer of the Company between 10.00 am to 12 noon on all working days except holidays, up to and including the date of Annual General Meeting of the Company.
8. The route map of the Venue of the Meeting is given in the Notice.

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

**Mumbai
April 26, 2017**

**Muthiah Ganapathy
Company Secretary
Membership No- F5674**

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

Item No. 4

Mr. Saurabh Agrawal was appointed by the Board of Directors of the Company, in the Director's Meeting held on 25th January, 2017 as an additional Director and, as per the provisions of Section 161(1) of the Companies Act, 2013, he holds office as a Director up to the date of this Annual General Meeting. The Company has received a Notice from a Member along with a deposit of Rs. 100,000 signifying his intention to propose the appointment of Mr. Saurabh Agrawal as a Director of the Company. The detailed disclosure relating to appointment / re-appointment is given below.

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

Item No. 5 & 6:

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 the item no 1 of the Notice to enable the Board of Directors to borrow money subject to directions issued by National Housing Bank and in excess of the limit as specified under Companies Act. Approval of the members is being sought to borrow money upto Rs.,15000 (Rupees Fifteen Thousand Crore Only).

Pursuant to 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. Hence the Directors request the Members to pass special resolution pursuant to Section 180(1)(a) & (c) of the Companies Act, 2013 authorizing the Board of Directors to create charge on assets of the Company.

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. 7

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 Members of the Company at their Extra Ordinary General Meeting held on November 21, 2016, had authorized the Board to issue secured redeemable NCD and subordinated debt for amount not exceeding Rs. 5,000 Crores and 200 Crores respectively. The Company intends to raise both secured and unsecured NCDs and increase the amount that can be raised through issue of secured NCD to Rs. 5000 Crore and unsecured NCDs to Rs. 1000 Crore. 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 appointment/re-appointment pursuant to Secretarial Standards on General Meeting:

Name of Director	Mr. Rakesh Singh (seeking re-appointment)	Mr. Saurabh Agrawal (regularisation of appointment)
Age	53 Years	47 Years
Date of first appointment	October 08, 2014	January 25, 2017
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.	B.Tech Chem. Engineering degree from IIT Roorkee and a PGDM from IIM, Calcutta
Experience	He has more than 2 decades of experience in financial industry.	Mr. Saurabh is Chief Strategy Officer and had joined of Aditya Birla Group in the year 2016. Prior to his, he was Managing Director at Standard Chartered Bank looking after South Asia Corporate Finance from 2011 onwards. Before joining Standard Chartered Bank, Saurabh was Managing Director & Head of Investment Banking at DSP Merrill Lynch where he spent 16 years.
Terms and condition of re-appointment	Re- appointment pursuant to retirement by rotation as per section 152(6) of Companies Act, 2013.	Regularisation of Additional Director as per Companies Act, 2016
Shareholding in the Company	Nil	Nil
No. of Board meetings attended during 2016-17	4	1

Remuneration to be paid	Nil	Nil
Remuneration last drawn	Nil	Nil
Details of other Directorship	1) Aditya Birla Money Mart Limited (ABMML) 2) London Education Management Consultants (LEDMAC Ltd.)- Honorary Advisory Board Position 3) NMIMS- Member on the Board of Studies of NMIMS	1) Natural Fruits Private Limited 2) Candid Fruits Private Limited 3) Candid Fruits Private Limited 4) Chambal Natural Fruits Private Limited 5) Gradis Trading Private Limited 6) Natural Whole Fruits Private Limited
Membership in Committees of various boards	1) Nomination and Remuneration Committee of ABMML 2) ABMML Demerger Committee 3) Corporate Social Responsibility Committee of ABMML.	Nil

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

**Mumbai
April 26, 2017**

**Muthiah Ganapathy
Company Secretary
Membership No- F5674**

Route Map

