

ADITYA BIRLA



FINANCE

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of **ADITYA BIRLA FINANCE LIMITED** will be held on Monday, the 27th day of November, 2017 at 04.00 P.M. at A4, Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai 400030 to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mrs. Vijayalakshmi Iyer 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 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Vijayalakshmi Iyer (DIN : 05242960) a Non-Executive Director, who was appointed by the Board of Directors at their meeting held on October 26, 2017 as an Additional Director of the Company and has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, who holds office as such up to the date of this General Meeting and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from October 26, 2017."

2. Alteration of Article 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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) read with Rules framed thereunder from time to time and on recommendation of Board of Directors, the following new Article 51 (a) be inserted after the existing Article 51 of the Articles of Association:

Debentures and Securities to be subject to control of Board	51 (a) subject to the provisions of these articles and further subject to the receipt of the approvals as may be prescribed in this regard, including any resolution of the members of the Company as may be required, any debentures, debentures-stock or other Securities issued or to be issued/ re-issued/consolidated/ early redemption/ carry out such other action by the Company shall be under the control of the Board who may issue/ re-issue/consolidate/carry out such other action upon such terms and conditions (including the
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Aditya Birla Finance Limited
One Indiabulls Centre, Tower 1, 18th Floor,
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ADITYA BIRLA

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	granting of a power/right to the Company to undertake early redemptions of debentures prior to the maturity of the same as well as the granting of a power/right to the Company to re-issue any debentures that had been redeemed by the Company) and in such manner and for such consideration as the Board may deem fit for the benefit of the Company.
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“RESOLVED FURTHER THAT any one of the Directors, or Mr. Rakesh Singh, Chief Executive Officer or Mr. Sanjay Miranka, Chief Financial Officer or Mr. Sekar Mosur, Manager or Mr. Ankur Shah, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution and for all matters connected therewith and/or incidental thereto.”

NOTES:

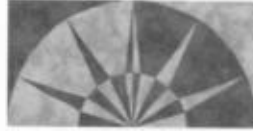
1. A member entitled to attend and vote at the General Meeting (the ‘Meeting’) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of 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. Members/ Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
3. 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.
4. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company’s website www.adityabirlafinance.com
5. 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 this General Meeting of the Company.
6. The Preference Shareholders of the Company are not entitled to vote at this Meeting.



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

Ankur Shah

**Ankur Shah
Company Secretary**

**Mumbai
November 2, 2017**

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362266

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

Item No. 1:

The Board of Directors vide a resolution passed on October 26, 2017 had appointed Mrs. Vijayalakshmi Iyer as an Additional Director of the Company and she holds office as such up to the date of this General Meeting. The Nomination and Remuneration Committee at its meeting held on October 26, 2017, has considered her fit & proper criteria for being appointed as a Director and has recommended the appointment of Mrs. Vijayalakshmi Iyer as an Independent Director for a period of 5 years. Based on the declaration of meeting the criteria of independence under section 149 filed by Mrs. Vijayalakshmi Iyer, the Board is of the opinion that she fulfils the conditions specified in the Act for her appointment as an Independent Director. In compliance with the provisions of Schedule IV of the Act, her appointment is now being placed before the members for their approval.

Mrs. Iyer graduated from M.L. Dahanukar College of Commerce and did her post-graduation from Sydenham College of Commerce Mumbai. She is also a certified associate of the Indian Institute of Banking and Finance.

Mrs. Iyer has nearly four decades of experience in the banking and finance sector in India. She has served as the chairperson for a number of boards and committees in the financial sector in India including the Banking and Financial Institute Committee of the Federation of Indian Chambers of Commerce and Industry. She retired as the Chairman and Managing Director of Bank of India in May 2015 where she played an instrumental role in structuring it as an umbrella institution offering all kinds of banking and financial services. Under her leadership, Bank of India received the 'Best PSU Bank' award for overall growth in performance from Dun & Bradstreet and was recognised as the 'Second Most Trusted Brand among the PSU Banks' by the Economic Times. She also served as member (finance & investment) at IRDAI from 2015 to 2017 where she played a significant role in the introduction and amendment of various regulations related to, inter alia, finance and accounts, corporate governance, mergers and acquisition, registration of new insurance companies and expenses of management. In her role as member (finance & investment) at IRDAI, her contributions in the field of redefining the regulations and issues related to the Financial Stability Board, the Financial Stability Development Council, RBI, SEBI and other national and international agencies were significant.



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None of the Directors, Key Managerial Persons or the relatives of the Directors or Key Managerial Persons except Mrs. Vijayalakshmi Iyer are concerned or deemed to be interested in the aforesaid resolution.

Your Directors recommends the resolution to be passed as Special Resolution.

Item No. 2

SEBI vide its Circular no. CIR/IMD/DF-1/ 67 /2017 dated June 30, 2017, had mandated restrictions on the no. of ISINs that can be created for issue of NCDs by borrowers. The said circular has further given a time period of six months from the date of its issue to make an enabling provisions in Articles of Association (AOA) of companies to carry out consolidation and re-issuance of debt securities.

Accordingly, the Board of Directors vide a resolution passed on October 26, 2017 had considered and approved for alteration of Articles of Association by insertion of a new Article 51 (a) after the existing Article 51 in the AOA giving authority to the Board to carry out changes in Debentures issued by the Company in line with the provisions of SEBI circular.

Draft of the proposed new Article 51 (a) is provided in the resolution above.

None of the Directors and Key Managerial Persons and their relatives are concerned or deemed to be interested in the aforesaid resolutions.

Your Directors recommends the resolution to be passed as Special Resolution.

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



**Ankur Shah
Company Secretary**

**Mumbai
November 2, 2017**

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362266



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ROUTE MAP

