



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on Monday, the 27th day of November, 2017 at 4.30 PM at Board Room, 18th Floor, Tower 1, One Indiabulls Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013 to transact the following business:

SPECIAL BUSINESS:

1. 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 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. 5000 Crore,
- By issuance of 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 Wholesale Debt Market (WDM) Segment of National Stock Exchange of India Limited (NSE)/ BSE Limited (BSE) on a private placement basis (NCDs)."

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of aforesaid resolution."

2. 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, the existing Article 50 of the Articles of Association, be and is hereby substituted with the following:





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- 50 the Board, subject to the applicable provisions of the act, SEBI regulations and such applicable laws, regulations in this regard, may issue, re-issue, consolidate debentures, debentures-stock or other Securities and carry out such other action as may be required and/or on such conditions that they shall be convertible into shares of any denomination and with any privileges or conditions as to redemption, early redemption, re-issue, surrender, drawing, allotment of shares and otherwise.

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of aforesaid resolution."

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.adityabirlahomeloans.com



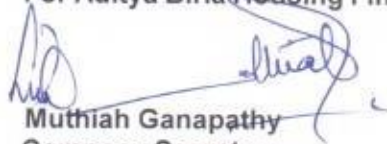


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5. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, up to and including the date of General Meeting of the Company.

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


**Muthiah Ganapathy
Company Secretary**



**Mumbai
6th November, 2017**



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

Item No. 1

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.

The Board of Directors at their meeting held on 30th October, 2017 had, subject to approval of Members, passed resolution for issuance of secured redeemable NCD and subordinated debt for amount not exceeding Rs. 5,000 Crores and 1,000 Crores 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.

Item No. 2

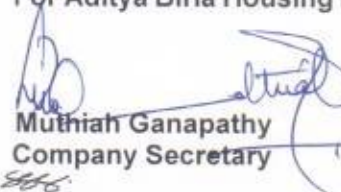
SEBI has vide its circular CIR/IMD/DF-1/ 67 /2017 dated June 30, 2017, required companies issuing debt securities to restrict the number of ISIN's maturing in any financial year. All issuance made by a company post 2017-18 shall be required to be grouped and consolidated under the ISIN maturing in the same FY.

SEBI had also given time period of six months from the date of this circular to make an enabling provisions in its Articles of Association (AOA) of the Company to carry out consolidation and re-issuance of debt securities. Accordingly, article 50 of AOA relating to issue of Debentures needs to be altered to be in line with the said provisions.

The Members are informed that the clause 50 of the Articles of Association (AOA) of the Company needs to be altered to be in line with the provisions of the aforesaid circular. Your Directors have requested to pass special resolution for alteration of the AOA.

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.

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


**Muthiah Ganapathy
Company Secretary**



**Mumbai
6th November, 2017**