

Home Finance

Aditya Birla Housing Finance Limited



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE is hereby given that Extraordinary General Meeting (EGM) of the Members of **ADITYA BIRLA HOUSING FINANCE LIMITED** will be held on Wednesday, July 8, 2020 at 4.00 PM at One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound, S B Marg, Elphinstone Road, Mumbai 400013, in case the situation is not conducive due to restrictions imposed by the Government authorities for conduct of physical meeting, then the meeting will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at Mumbai 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 in supersession of all the earlier resolution(s) passed by the Members at the Annual/Extraordinary General Meeting(s) 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).

"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."

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution**:

"RESOLVED THAT in supersession of all the earlier resolution(s) passed by the Members at the Annual/Extraordinary General Meeting(s) 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

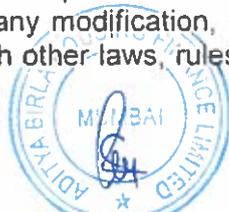
Aditya Birla Housing Finance Limited

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Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

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Registered Office:

Indian Rayon Compound, Veraval,

Gujarat -362 266

CIN: U65922GJ2009PLC083779



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).

"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."

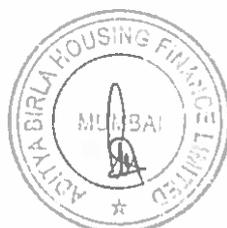
3. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**:

"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 debt securities viz:

- 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."



4. 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re - enactment(s) thereof, for the time being in force) and Housing Finance Companies - Corporate Governance (NHB) Directions, 2016 and Articles of Association of the Company, Mrs. Anita Ramachandran (DIN: 00118188), who holds office as an Independent Director up to August 27, 2020 and who has given her consent for the appointment as an Independent Director, provided necessary declaration / disclosures / undertaking as required under section 149 of the Act and Housing Finance Companies – Corporate Governance (NHB) Directions, 2016 and being eligible offers herself for re-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 re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from August 28, 2020".

"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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM at Corporate office Mumbai being deemed venue for the meeting.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 relating to Special Business as aforesaid to be transacted at this EGM, is annexed.
4. Members can raise questions during the meeting or in advance by sending email to muthiah.ganapathy@adityabirlacapital.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable the answer the same. The same will be replied by the Company suitably.
5. The Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website at www.homefinance.adityabirlacapital.com.
6. A Corporate member intending to depute its authorized representatives to attend the Meeting is requested to send to the Company at muthiah.ganapathy@adityabirlacapital.com 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.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



9. Instructions for joining the EGM through VC/ OAVM are as follows:

- Members/ participants will receive an e-mail for joining the meeting through Microsoft Teams with date and time of the meeting.
- At the bottom of the email, there will be an option to **Join Microsoft Teams Meeting**. Click on the said link
- Download the Microsoft team app on your PC/tablet/Phone (if not done earlier) and keep it ready.
- In case, you have **Microsoft team app** on your system/device, it will **direct you to Microsoft team app** to connect the meeting. Thereafter, click **Join now** tab to join the meeting.
- In case, you do not have/fail to configure Microsoft team app on your system/device by any chance, then you can join through web page instead. Kindly click on **Join on the web**. Thereafter, a new web page will open, wherein you need to write your name and click on **Join now** tab and wait therein, the Organiser will accept and allow you to join the meeting.

10. Instructions for members/participants for attending the EGM through VC/ OAVM are as under:

- Facility of joining the EGM through VC / OAVM shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time and will be available for Members on first come first served basis.
- Participants/ members are requested to join the meeting at least **15 minutes in advance** to complete all testing and logistic issues.
- Please ensure the **WIFI/Dongle/hotspot/Router** etc is up and **running with good speed** during the whole duration of the meeting for enable you to participate efficiently.
- In case of any loss of signal/drop out due to any technical glitch **please re-join and confirm your presence** at the earliest. (For e.g. Amber joined)
- **The meeting will be recorded.**
- The organiser shall keep all the participants on **mute by default at the start of the meeting** and the respective participants/members can **unmute themselves at the time of presentation / speaking.**
- Every participant/ member shall identify himself at the time of making presenting/speaking on any item of agenda.
- To ensure smooth and orderly flow of the meeting, it is recommended that **all questions/comments may be raised after the completion of particular agenda item.**



- Please ensure that no person other than the invited participants should have access to this e-meeting.
- Please do not forward this e-invite to any other person.
- We encourage you to download the Microsoft team app and test the link in advance before the start of the meeting. We recommend do not use / join through web-version because it may have voice and video quality issue.
- If you are unable to download the Microsoft team app, please reach out to IT team/Organiser for assistance at the earliest.
- For IT assistance or If you are unable to download the Microsoft team app you may reach out to Mr. Krishna Iyer, Head IT (9967637246), IT Support (Ganesh Nile 9820772990), who has been instructed to be available for all IT and technical assistance if any required for this meeting.
- If you need any assistance before or during the meeting you can reach out to Mr. Muthiah Ganapathy, Company Secretary (9702244762).

**Mumbai
May 30, 2020**



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

A handwritten signature in blue ink, appearing to read "Muthiah", written over a horizontal line.

**Muthiah Ganapathy
Company Secretary**

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

Item No. 1 & 2:

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. 1 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 for an amount 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. 3

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 debt securities viz debentures, bonds etc. 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.

Item No. 4

At the 6th Annual General meeting of the Company held on 28th August, 2015 the Members had appointed Mrs. Anita Ramachandran an Independent Director of the Company for a period of 5 (five) consecutive years, which term would come to an end on August 27, 2020. As per section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term upto 5 (five) consecutive years and shall be eligible for re-appointment for another term upto 5 (five) consecutive years on passing a special resolution by the Company.

Considering the background and experience and contributions made by her during her tenure, and based on the review of her performance evaluation, the continued association would be



beneficial to the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of Mrs. Anita Ramachandran as an Independent Director for a second term of 5 (five) consecutive years commencing on the August 28, 2020

Mrs. Anita Ramachandran is not disqualified from being appointed as a Director in the terms of the section 164 of the Act and has given her consent to act as a Director.

The Company has received necessary documents, declarations, disclosures, undertaking as required under section 149 of the Act and Housing Finance Companies – Corporate Governance (NHB) Directions, 2016 (NHB Directions) confirming that she meets the criteria of independence as prescribed under Section 149 (6) of the Act and a notice from a member proposing her candidature as Director of the Company.

Mrs. Anita Ramachandran fulfils the conditions and fit and proper criteria as provided for under the Act and the NHB Directions. Accordingly, Members are requested to pass special resolution for re-appointment of Mrs. Anita Ramachandran as an Independent Director.

A brief profile of Mrs. Anita Ramachandran and disclosure(s) as required pursuant to Secretarial Standards on General Meeting is attached herewith in the notice.

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

Mumbai
May 30, 2020



By order of the Board
For Aditya Birla Housing Finance Limited

A handwritten signature in blue ink, appearing to read "Muthiah Ganapathy". The signature is written in a cursive style and is positioned above a horizontal line that extends to the right.

Muthiah Ganapathy
Company Secretary

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

Name of Director	Mrs. Anita Ramachandran (seeking re-appointment)
Director Identification Number	00118188
Age	65 Years
Date of first appointment	March 31, 2015
Qualification	MMS- Jamnalal Bajaj Institute of Management Studies
Experience	A brief profile is enclosed herewith
Terms and condition of re-appointment	Re- appointment pursuant to section 149(10) of Companies Act, 2013.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board meetings attended during 2019-20	4
Number of Directorship in other Companies	As per Annexure I
Membership/Chairmanship of Committees of other Boards	As per Annexure I
Remuneration to be paid	NIL except sitting fees
Remuneration last drawn	NIL except sitting fees



Profile:

Anita Ramachandran

Anita is a well-known HR expert in the country and has over 40 years of experience as a management consultant. She is also one of the first generation of women professionals to become an entrepreneur and run a highly successful HR consulting and services organization.

Anita began her career in the Management Consultancy division of AF Ferguson & Co in Mumbai in 1976 as the first woman consultant in the firm. In her nineteen years stint with AFF she worked in various parts of the country and was finally a Director of the firm. In AFF, Anita worked in a wide range of areas from finance, industrial market research, strategy and human resources consulting.

Anita founded Cerebrus Consultants in 1995 to focus on HR consulting including Organisation transformation. Her reputation and innovative work helped her build Cerebrus into a national presence in 5 years. Cerebrus has offices in 5 major cities and has worked with over 500 companies in South Asia. With over 70 consultants Cerebrus has established itself as a specialist firm in the HR field.

Anita is known as an authority in Reward management in the country and her work in the compensation and rewards area is well recognized. In recent years she has been involved in several large organization transformation assignments including companies such as ICICI group, Bajaj Auto, Bharat Forge, Vodafone. She has worked with a very large number of multinational companies and most of the major family groups in the company. She has also worked with a large number of SME companies and assisted them through their growth with her insights on people matters. Her wide general management consulting experience and insights on HR has enabled her to be a strategic advisor to many family groups.

Anita supports many organisations in the social sector through pro bono professional work and remains deeply committed to work with women. She has been the Chairperson of TIE Women and on the Executive committee of TIE Mumbai and earlier on the Advertising Standards Council of India.

Anita is a MBA (Finance) from the J Bajaj Institute, Mumbai and has won several academic honours. Anita is an independent Director on the board of several well-known companies including Grasim Industries Limited, IDFC Asset Management, Godrej & Boyce and Rane. She was an independent Director for over a decade in HCL Infosystems, UTI and Force Motors.



Annexure – I

Details of other Directorship:

Sl. No.	Names of the Companies /bodies corporate	Category Private/Public/Foreign Companies /bodies corporate	Nature/Change of interest or concern (Director / Member/ Both)	Shareholding (No. of Shares & Percentage)	Date on which interest or concern arose / changed
1.	Cerebrus Consultants Private Limited	Private	Member / Director	89.48%	13.06.2000
2.	Godrej & Boyce Manufacturing Company Limited	Public	Director		10.09.2007
3.	Kotak Mahindra Life Insurance Company Limited	Public	Director		31.03.2015
4.	Aditya Birla Housing Finance Limited	Public	Director		31.03.2015
5.	Oxfam India	Sec 8 Company	Director		13.06.2015
6.	IDFC Asset Management Company Limited	Public	Director		01.08.2015
7.	FSN E-Commerce Ventures Private Limited	Private	Member/ Director	0.02%	12.10.2015
8.	Utkarsh Small Finance Bank Limited	Public	Nominee Director		24.08.2016
9.	Wheelsemi Private Limited	Private	Director		19.05.2017
10.	Grasim Industries Limited	Public – Listed	Director		14.08.2018
11.	Rane Limited	Public Listed	Director		18-07.2013
12.	Samhi Hotels Limited	Public	Director		22.08.2019



Membership in Committees of various Boards

Member/Chairperson of the following Audit / Stakeholders' Relationship Committees

Sr. No.	Name of the		Status Member / Chairperson	Whether Listed / Unlisted Company
	Company	Committee(s)		
1.	Rane (Madras) Limited	Audit	Member	Listed
2.	Godrej & Boyce Manufacturing Company Limited	Audit	Member	Unlisted
3.	Aditya Birla Housing Finance Limited	Audit	Member	Unlisted
4.	IDFC Asset Management Company Limited	Audit	Member	Unlisted
5	FSN E commerce Ventures Private Limited	Audit	Member	Unlisted
6.	FSN E commerce Ventures Private Limited	Share Allotment Committee	Member	Unlisted
7.	Wheels EMI Pvt Limited	Audit	Member	Unlisted
8	Utkarsh Small Finance Bank	Audit/ Stakeholders Relationship	Member	Unlisted

Member / Chairperson of the following Committees (other than Audit / Stakeholders' Relationship Committee):

Sr. No.	Name of the		Status Member / Chairman	Whether Listed / Unlisted Company
	Company	Committee		
1	Rane (Madras) Limited	Nomination and Remuneration Corporate Social Responsibility	Member	Listed
2.	Godrej & Boyce Manufacturing Company Limited	Nomination & Remuneration	Chairperson	Unlisted
3.	FSN E-Commerce Ventures Private Limited	Nomination & Remuneration	Chairperson	Unlisted
4.	Aditya Birla Housing Finance Limited	Nomination & Remuneration Corporate Social Responsibility	Member	Unlisted



