



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that 27th Annual General Meeting (AGM) of the Members of **ADITYA BIRLA FINANCE LIMITED** will be held on Tuesday, the 5th day of June, 2018 at 9.30 AM at Indian Rayon Compound, Veraval, Gujarat 362 266 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, 2018 along with the Reports of Directors' and Auditors' thereon
2. To declare a Dividend on the preference shares of the Company.
3. To appoint a Director in place of Mr. Bishwanath Mangilal Puranmalka (DIN: 00007432) who retires by rotation and, being eligible, offers himself for re-appointment.
4. 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), S. R. Batliboi & Associates LLP, Chartered Accountants (Registration No.301003E/ E300005) having their office at 12th Floor, The Ruby, Senapati Bapat Marg, Dadar (West) Mumbai 400028, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS:

5. Re-appointment of Ms. Alka Bharucha 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 and 152 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), Ms. Alka Bharucha (DIN: 00114067) a Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from August 28, 2018."



Aditya Birla Finance Ltd.

One Indiabulls Center, Tower 1, 18th Floor, Jupiter Mill
Compound, 841, Senapati Bapat Marg, Elphinstone Road,
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6. To approve borrowing limits of the Company

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 Annual General Meeting held on June 2, 2017 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, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to 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 of 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. 60,000 Crore (Rupees Sixty Thousand Crore Only).

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

7. Creation of Charges on the assets of the Company

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 Annual General Meeting held on June 2, 2017 and pursuant to Section 180 (1)(a) of the Companies Act, 2013 (“Act”), the consent of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such security, 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 / Committee may direct, to or in favour of the Security Trustee(s), 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



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the outstanding amount of debt at any point of time does not exceed Rs. 60,000 Crore (Rupees Sixty Thousand Crore Only).

“RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

8. Private placement of Non-Convertible Debentures

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and SEBI Regulations/ Guidelines, Reserve Bank of India Directions/Guidelines, and such other consents as may be required, if any, the approval of the Company be and is hereby accorded to the Board of Directors to borrow funds:

- a) By issuance of secured redeemable non-convertible debentures for amount not exceeding Rs. 30,000 Crore;
- b) 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. 2,500 Crore;
- c) By issuance of perpetual debt instruments qualifying as Tier-I Capital in the form of unsecured, redeemable, non-convertible bonds in the nature of Debentures for an amount not exceeding Rs. 900 Crore;
- d) By Issuance of Unsecured Debentures/ bonds (not qualifying as perpetual/ sub debt, but senior to these debentures) for an amount not exceeding Rs. 3,000 Crore;
- e) By issuance of Secured / unsecured redeemable non-convertible Debentures for amount not exceeding Rs. 3,000 Crore in the overseas markets (also known as masala bonds).

from time to time, in one or more tranches, by making offer(s), or invitation(s), to subscribe to the Debenture(s) / bond(s) on a private placement basis, which may be listed, during a period of one year from the date of passing of this resolution, on such terms and conditions as the Board may from time to time determine and consider proper.”

“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 or expedient to give effect to the aforesaid resolution.”

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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.

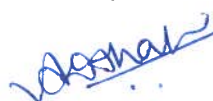
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint 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. 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/Authorized Representatives should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
4. The Registers under the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
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 27th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.abfl.adityabirlacapital.com
7. 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 Annual General Meeting of the Company.
8. Route-map to the venue of the Meeting is provided at the end of the Notice.



Mumbai
May 5, 2018

By order of the Board
For Aditya Birla Finance Limited


Ankur Shah
Company Secretary

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362266

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

Item No. 5

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder every public company having paid up share capital of Rs. 100 Crore or more or having Turnover of Rs.300 Crore or more is required to have a women director. Additionally, as per the provisions of the said Section, your Company is also required to have at-least one third of the total number of directors as independent directors, who are not liable to retire by rotation.

At the Annual general meeting held on August 28, 2015, Ms. Alka Bharucha (DIN No.: 00114067) was appointed as an Independent Director for a tenure of three years ending on August 27, 2018. The Nomination and Remuneration Committee at its meeting held on May 5, 2018, has considered the fit & proper criteria for the appointment of Ms. Bharucha and has recommended her reappointment as Independent Director for an additional term of 5 years commencing from August 28, 2018. Based on the declaration of meeting the criteria of independence under section 149 filed by Ms. Bharucha, the Board is of the opinion that Ms. Bharucha fulfils the conditions specified in the Act for being appointment as Independent Director. Taking into consideration the rich experience and the professional background of Ms. Bharucha, the management is of the opinion that her appointment as Independent Directors of the Company is justified. Ms. Bharucha, Independent Director was rated outstanding in her performance evaluation by other Directors on the Board.

In compliance with the provisions of Schedule IV of the Act, the appointment of Ms. Bharucha is now being placed before the members for their approval.

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

Your Directors recommends the resolutions to be passed as Special Resolutions.

Item Nos. 6 & 7:

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. 6 of the Notice to enable the Board of Directors to borrow money in excess of the limit as specified thereunder. Approval of the Members is being sought to borrow money up to Rs. 60,000 Crore (Rupees Sixty Thousand Crore Only), which is in excess of the paid up capital and free reserves. As the Company is in lending business, these borrowings are required for it day to day business operations.

Pursuant to borrowings made/to be made, the Company may have to mortgage and/or create charge or hypothecate all or any one or more of the moveable/immovable properties or such other assets of the Company. For the said creation of security on the assets of the Company, the approval of the Members by way of special resolution as set out in the item no. 7 is necessary in terms of provisions of Section 180(1)(a) of the Act.

Hence, the Directors request the Members to pass special resolutions pursuant to Section 180(1)(a) & (c) of the Companies Act, 2013 authorizing the Board of Directors to borrow monies and to create charge/security on assets of the Company.

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

Item No. 8

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 previous resolution was passed by the Members at their annual general meeting held on June 2, 2017. NCDs issued on private placement basis are a significant source of borrowings for the Company. The proceeds of the NCDs will be used for the Company's various financing activities, to repay its existing loans and for its business operations including for its capital expenditure and working capital requirements.

The Members of the Company at their Annual General Meeting held on June 2, 2017, had authorized the Board to issue secured redeemable NCDs for an amount not exceeding Rs. 25,000 Crore, subordinated/ unsecured debt instruments qualifying as Tier-II Capital for an amount not exceeding to Rs. 2,500 Crore, perpetual debt instruments qualifying as Tier-I Capital for an amount not exceeding Rs. 700 Crore and secured / unsecured redeemable non-convertible Debentures for amount not exceeding Rs. 2,000 Crore in the overseas markets (also known as masala bonds). Further, the Members at their extraordinary general meeting held on August 9, 2017, had authorized the Board to issue unsecured redeemable NCDs (not qualifying as perpetual/ sub debt, but senior to these debentures) for an amount not exceeding Rs. 2,000 Crore. The Company intends to consider issuance of the following NCDs which may be issued on private placement basis:

(Amount Rs. in Crore)	
Instruments	Proposed limit
Secured NCDs	30,000
Subordinated/ unsecured debt	2,500
Unsecured NCDs (perpetual)	900
Unsecured debentures (not qualifying as perpetual / sub-debt, but senior to these debentures)	3,000
Masala Bonds	3,000

Your Directors request the Members to pass the special resolution approving the issuance of NCDs on private placement basis.

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



By order of the Board
For Aditya Birla Finance Limited


Ankur Shah
Company Secretary

Mumbai
May 5, 2018

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Details of Directors seeking appointment / re-appointment in the 27th Annual General Meeting as required under Secretarial Standards on General Meetings

Name of the Director	Mr. Bishwanath Puranmalka	Ms. Alka Bharucha
Date of Birth	02/11/1935	06/03/1957
Date of first appointment on the Board	31/03/1999	27/03/2015
Qualification	F.C.A., F.C.S., L.L.B.	B.A. (Hons.), LL.B, LLM (London)
Expertise in specific functional area	Mr. Puranmalka has many years of experience in implementation and running of Viscose Staple Fibre plant at Nagda (M.P.), Fertiliser (Urea) in U.P., Copper Smelter in Gujarat and Export Division of Grasim in Delhi. Mr. Puranmalka looked after the development of Captive Power Plants and has been a Director of some of the financial services companies for over 19 years.	Ms. Bharucha chairs the transaction practice at Bharucha & Partners. Her core areas of expertise are mergers and acquisitions, joint venture, private equity, banking and finance. Ms. Bharucha's general corporate includes the establishment of mutual funds and providing regulatory advice to foreign institutional investors, foreign venture capital investors, merchant bankers and other financial intermediaries.
Terms and conditions of appointment or re-appointment	Appointed as a Director liable to retire by rotation	Re-appointment as an Independent Director for an additional term of five years
Remuneration sought to be paid and last drawn remuneration (excluding sitting fees)	NA	NA
Shareholding in the Company	Nil	Nil
Number of Meetings of the Board attended during the year	Four	Five
Directorships held in other companies	Aditya Birla Sunlife Insurance Co. Ltd. Aditya Birla Sunlife Trustee Co. Pvt. Ltd.	Safalya Investments & Traders Pvt. Ltd. Suryojit Investments & Engineering Pvt. Ltd. Honda Seil Power Products Ltd. Honda Cars India Ltd. Orient Electric Limited Aditya Birla Sunlife Asset Management Company Limited UltraTech Cement Ltd. Birla Estate Private Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Annexure I	Annexure II
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	Annexure I	Annexure II
Whether related with other Directors / Key Managerial Personnel or any of their relatives	No	No

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Annexure I

Sr. No.	Name of the Company	Name of Committee	Member/ Chairman
1.	Aditya Birla Finance Limited	Risk Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee Finance Committee Share Allotment Committee	Member Member Member Member Member
2.	Aditya Birla Sunlife Trustee Co. Pvt. Ltd.	Audit Committee	Member
3.	Aditya Birla Sunlife Insurance Co. Ltd.	Share Allotment Committee	Member

Annexure II

Sr. No.	Name of the Company	Name of Committee	Member/ Chairman
1.	Honda Siel Power Products Ltd.	Audit Committee	Member
2.	Honda Cars India Ltd.	Audit Committee Nomination & Remuneration	Chairperson Member
3.	UltraTech Cement Ltd	Audit Committee	Member
4.	Orient Electric Limited	Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee	Member Chairperson Chairperson



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Route Map

