



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that 28th Annual General Meeting (AGM) of the Members of **ADITYA BIRLA FINANCE LIMITED** will be held on Monday, the 22nd day of July, 2019 at 10.00 A.M. 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, 2019 along with the Reports of Board and Auditors' thereon
2. To declare a Dividend on the preference shares of the Company.
3. To appoint a Director in place of Mr. Ajay Srinivasan (DIN: 00121181) 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 Sections 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 29th Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS:

5. **Appointment of Mr. Subhash Chandra Bhargava 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 Regulation 24 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and 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), Mr. Subhash Chandra Bhargava (DIN : 00020021) a Non-Executive Director, who was appointed by the Board of Directors at their meeting held on January 25, 2019 as an Additional Director of the Company and has submitted a declaration that he meets the



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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 his 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 January 25, 2019."

6. **Re-appointment and revision in the terms and conditions of the appointment of Mr. Sekhar Mosur, Manager 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and such other approvals, if required, and the recommendations of Nomination & Remuneration Committee, Mr. Sekhar Mosur be and is hereby re-appointed as 'Manager' of the Company for a period of three years or upto his superannuation, whichever is earlier, effective from 5th January, 2019 on terms and conditions as stated herein:

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and such other approvals from Central Government, if required, and the recommendations of Nomination & Remuneration Committee, the remuneration to be paid to Mr. Sekhar Mosur be and is hereby revised effective from 1st July, 2018 as follows:

A. Remuneration

1. Fixed Salary (including retinals thereon) of an amount not exceeding Rs. 2.75 crore (Rupees Two Crore Seventy Lakh only) per annum.
2. Variable Pay of an amount not exceeding Rs. 1.50 lakh (Rupees One Crore Fifty Lakh only) per annum.

B. Other Terms

- a) Subject as aforesaid, Mr. Sekhar, will be governed by such other existing Service Rules of the Company as may be in force from time to time, which will also include Long Term Incentive Compensation, including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units, if any, as per the Scheme applicable to the Executive Directors / managerial personnel and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentive applicable to Senior Executives of the Company/ Aditya Birla Group/ Aditya Birla Capital Group, in such manner and with such provisions as may be decided by the Board, considering the above which may be instituted during his tenure of office as Manager.
- b) The next revision in the salary of Mr. Sekhar will be effective from 1st July, 2019, and for subsequent years revision shall take effect from 1st July, every year.



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C. Perquisites

1. Housing: Company's owned/hired/leased accommodation or House Rent Allowance @ 50% of Basic Salary in lieu of Company provided accommodation.
2. Reimbursement of expenses at actual, pertaining to fuel and telephones.
3. Leave Travel Allowance: For self and immediate family in accordance with the service rules of the Company.
4. Club Fees: Subject to a maximum of one club.
5. Personal Accident Insurance cover as per service rules of the Company.
6. Company's contribution to Provident Fund and Superannuation Fund - as per the Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
7. Gratuity as per the Company's rules.
8. One car for official use as per service rules of Company.
9. Leave & Encashment of leave as per service rules of the Company.

D. The aggregate of the Basic Salary, Special Allowances, benefits and perquisites (as mentioned above) in any financial year shall be within the limits prescribed from time to time under provisions of the Companies Act, 2013, read with Schedule V to the said Act as may be for the time being, be in force, or otherwise as may be permissible at law.

E. Subject as aforesaid, Mr. Sekhar will be governed by such other existing service rules as or may be applicable to Senior Executives of the Company as may be in force from time to time.

F. The appointment will remain in force either till the aforesaid period or his superannuation or till he ceases to be in employment, whichever is earlier.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, the minimum remuneration payable to Mr. Sekhar will be in accordance with the applicable provisions of Schedule V of the said Act.”

7. 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 5, 2018 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



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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 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. 70,000 Crore (Rupees Seventy 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."

8. 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 5, 2018 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 the outstanding amount of debt at any point of time does not exceed Rs. 70,000 Crore (Rupees Seventy 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."



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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.

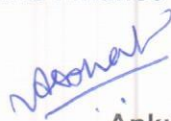
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint 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 Businesses as aforesaid to be transacted at this AGM, is annexed.
3. Members/ Proxies/Authorised 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 28th Annual General Meeting and the Annual Report for 2018-19 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 2, 2019



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

The Board of Directors vide a resolution passed on January 25, 2019 had appointed Mr. Subhash Chandra Bhargava as an Additional Director of the Company and he holds office as such up to the date of this General Meeting. The Nomination and Remuneration Committee at its meeting held on January 25, 2019, has considered him fit & proper criteria for being appointed as a Director and has recommended the appointment of Mr. Bhargava 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 Mr. Bhargava, the Board is of the opinion that he 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, his appointment is now being placed before the members for their approval.

Mr. Bhargava is a fellow member of the Institute of Chartered Accountants of India (CA since 1967). Mr. Bhargava has been a former Executive Director (Investments) of Life Insurance Corporation of India. He was in Investment department for 13 years and involved in almost all activities related to finance / investments like project financing, short term/long term loans, dealing in equity / debt / Government securities monitoring of corporates etc. He had attended various programmes in IIM, Manchester School of Management etc. related to Finance. He was also a member of Technical Advisory of RBI on Money, Foreign Exchange and Govt. Security Markets from May 2004 to July 2005.

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

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

Item Nos. 6

According to the provisions of the Companies Act, 2013 (The Act) and the rules made thereunder, companies having paid up capital of Rs. 10 crore or more are required to appoint a Managing Director or Whole-time Director or Manager.

Mr. Sekhar Mosur was re-appointed as Manager of the Company under the Companies Act, 2013 for period of 3 years effective from 5th January 2016 until 4th January, 2019. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 27, 2018 had reappointed Mr. Sekhar Mosur for a further period of three years or upto his superannuation, whichever is earlier, effective from 5th January, 2019. It is now proposed to authorize the Board to approve his remuneration within the limits as set out in the resolution. The said remuneration to be paid to Mr. Mosur is in accordance with the provisions of Schedule V of the Act.

Mr. Sekhar Mosur has done his M.com from Delhi University, AICWA from the Institute of Cost & Works Accountants of India and CAIIB from Indian Institute of Bankers. Before joining the Company, Mr. Sekhar Mosur had worked with HSBC Bank, State Bank of India, Kotak Mahindra and IDBI.

The Directors request the Members to pass special resolution for the said reappointment and limits of remuneration of Mr. Mosur.

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

Item Nos. 7 & 8:

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 item no. 7 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. 70,000 Crore (Rupees Seventy 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.

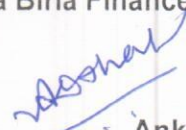
Pursuant to borrowings made/to be made, the Company may have to mortgage and/or create charge or hypothecate all or any one or more of the moveable/immovable properties or such other assets of the Company. For the said creation of security on the assets of the Company, the approval of the Members by way of special resolution as set out in item no. 8 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.

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.

The Directors request the Members to pass special resolution for the said modifications in the borrowing limits.

By order of the Board
For Aditya Birla Finance Limited



Ankur Shah
Company Secretary

Mumbai
May 2, 2019

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Details of Directors seeking appointment / re-appointment in the 28th Annual General Meeting as required under Secretarial Standards on General Meetings

Name of the Director	Ajay Srinivasan	Mr. Subhash Chandra Bhargava
Date of Birth	02/11/1963	20/07/1945
Date of first appointment on the Board	31/07/2007	25/01/2019
Qualification	MBA (IIM - Ahmedabad)	Chartered Accountant
Expertise in specific functional area	Rich and vast experience of 20 years in Finance Industry	Qualified Chartered Accountants (1967). Retired as Ex. Director (Investments) of L.I.C. He was in Investment department for 13 years and involved in almost all activities related to finance / investments like project financing, short term/long term loans, dealing in equity / debt / Government securities monitoring of corporates etc. Attended various programmes in IIM, Manchester School of Management etc. related to Finance. He was also a member of Technical Advisory of RBI on Money, Foreign Exchange and Govt Security Markets from May 2004 to July 2005.
Terms and conditions of appointment or re-appointment	Appointed as a Director liable to retire by rotation	Re-appointment as an Independent Director for a 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	Five	One
Directorships held in other companies	<ul style="list-style-type: none"> i. Aditya Birla Housing Finance Limited; ii. Aditya Birla Sun Life Insurance Company Limited; iii. Aditya Birla Management Corporation Private Limited iv. Aditya Birla Capital Advisors Private Limited; v. Aditya Birla Sun Life AMC Limited; vi. Aditya Birla Health Insurance Company Limited; vii. Aditya Birla MyUniverse Limited viii. Aditya Birla ARC Limited ix. Aditya Birla Capital Foundation (Section 8 Company) 	<ul style="list-style-type: none"> i. Aditya Birla Capital Limited ii. A K Capital Services Limited iii. Cox & Kings Limited iv. NBS International Limited v. Mahindra Trucks and Buses Limited vi. Aditya Birla MyUniverse Limited vii. Aditya Birla Sun Life Pension Management Limited viii. OTC Exchange of India ix. CFM Asset Reconstruction Private Limited x. Mahindra Two Wheelers Limited xi. Waacox Energy Private Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Member of Audit Committee, Nomination and remuneration committee; Risk committee, CSR Committee and Stakeholders Relationship Committee	None

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Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	As per annexure I	As per 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 (Audit/ CSR/ Stakeholders' Grievance/ Nomination & Remuneration/ ESOP)	Member/ Chairman
1	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee	Member
		Asset Liability Management Committee	Member
		Policyholders' Protection Committee	Member
2	Aditya Birla Housing Finance Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Nomination & Remuneration Committee	Member
		Risk Committee	Member
		Share Allotment Committee Member	Member
3	Aditya Birla PE Advisors Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Investment Committee	Member
4	Aditya Birla Sun Life AMC Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee	Member
		Product Committee	Member
5	Aditya Birla Health Insurance Co. Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Investment Committee	Member
		Policyholder Protection Committee	Member
		Share Allotment Committee	Member
6	Aditya Birla MyUniverse Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
7	Aditya Birla ARC Limited	Asset Acquisition and Resolution Committee	Chairman

Annexure II

Sr. No.	Name of the Company	Name of Committee (Audit/ CSR/ Stakeholders' Grievance/ Nomination & Remuneration/ ESOP)	Member/ Chairman
1.	Aditya Birla Capital Limited	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2.	Cox & Kings Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
3.	Industrial Investment Trust Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
4.	Mahindra Trucks and Buses Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
5.	Aditya Birla MyUniverse Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
6.	Aditya Birla Sun Life Pension Management Limited	Audit Committee	Member

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Route Map



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