

# Notice

Notice is hereby given that the Tenth Annual General Meeting of the Members of Aditya Birla Capital Limited (Formerly known as Aditya Birla Financial Services Limited) will be held on Wednesday, 19 July 2017 at 11.30 A.M. at the Registered Office of the Company at Indian Rayon Compound, Veraval – 362 266, Gujarat, to transact, the following businesses:-

## ORDINARY BUSINESS

### 1. (a) To receive, consider and adopt the Audited Financial Statements for the year ended 31 March 2017, and the Report(s) of Directors' and Auditors' thereon.

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** Audited Financial Statements of the Company for the financial year ended 31 March 2017 and the reports of the Board of Directors and Auditors thereon laid before the Meeting, be and are hereby considered and adopted.”

### (b) To receive, consider and adopt the Audited consolidated Financial Statements for the year ended 31 March 2017, and the Report(s) of Auditors' thereon.

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2017 and the reports of the Auditors thereon laid before the Meeting, be and are hereby considered and adopted.”

### 2. To appoint a Director in place of Mr. Shriram Jagetiya (DIN: 01638250), who retires from office by rotation and, being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Shriram Jagetiya (DIN: 01638250), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### 3. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company:

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W / W-100018) be and is hereby appointed as the Statutory Auditors of the Company for a term of 5 years and to hold the office from the conclusion of this Tenth Annual General Meeting till the conclusion of Fifteenth Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, and that the Audit Committee/ Board of Directors of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

**“RESOLVED FURTHER THAT** to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

## SPECIAL BUSINESS

### 4. Appointment of Mr. Subhash Chandra Bhargava (DIN: 00020021) as an Independent Director

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof), for the time being in force), Mr. Subhash Chandra Bhargava (holding Director Identification Number 00020021), who was appointed as an Additional (Independent) Director of the Company with effect from 1 September 2016, as per the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a

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Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 1 September 2016 to 31 August 2021 and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors including a Committee thereof and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### 5. Appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960) as an Independent Director

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof), for the time being in force), Mrs. Vijayalakshmi Rajaram Iyer (holding Director Identification Number 05242960), who was appointed as an Additional (Independent) Director of the Company with effect from 26 June 2017, as per the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 26 June 2017 to 25 June 2022 and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors including a Committee thereof and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### 6. Appointment of Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof), for the time being in force), Mr. Arun Kumar Adhikari (holding Director Identification Number 00591057), who was appointed as an Additional (Independent) Director of the Company with effect from 26 June 2017, as per the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 26 June 2017 to 25 June 2022 and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors including a Committee thereof and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### 7. Appointment of Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010) as an Independent Director

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof), for the time being in force), Mr. Puranam Hayagreeva Ravikumar (holding Director Identification Number 00280010), who was appointed as an Additional (Independent) Director of the Company with effect from 26 June 2017, as per the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as

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an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 26 June 2017 to 25 June 2022 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors including a Committee thereof and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**8. Appointment of Mrs. Pinky Mehta (DIN: 00020429) as a Whole-time Director & Chief Financial Officer of the Company**

To consider and if thought fit, to pass the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, permissions and sanctions, as may be prescribed or imposed by any authorities while granting such approvals, permissions and sanctions, approval of the Members be and is hereby accorded to the appointment of Mrs. Pinky Mehta (DIN: 00020429) as the Whole-time Director and Chief Financial Officer of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mrs. Pinky Mehta in the best interests of the Company and as may be permissible at law, viz.:

**A. Period:** 5 years with effect from 1 July 2017 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

**B. Remuneration:**

- i. Basic Salary: Rs. 4,79,567/- (Rupees Four Lakhs Seventy Nine Thousand Five Hundred Sixty Seven only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month as Basic Salary.
- ii. Special Allowance: Rs. 5,08,616/- (Rupees Five Lakhs Eight Thousand Six Hundred Sixteen only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of Rs. 1,10,00,000/- (Rupees One Crore Ten Lakhs only) per annum.
- iv. Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units, LTIC linked to any performance matrices e.g. EBITDA, PBT etc as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Parent/Subsidiaries and/or any other Incentive applicable to Senior Executives of the Company/Aditya Birla Group, in such manner and with such provisions as may be decided by the Board.

**C. Perquisites:**

- i. Housing: Free furnished accommodation or House Rent Allowance in lieu of Company provided accommodation as per Company’s policy.
- ii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company policy.
- iii. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- iv. Two cars for use of Company’s Business as per Company Car policy.
- v. Reimbursement of entertainment, travelling

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- and all other expenses incurred for the business of the Company as per the policy of the Company.
- vi. Leave and encashment of leave: as per the policy of the Company.
  - vii. Personal accident Insurance Premium: as per the policy of the Company.
  - viii. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund: as per the policy of the company.
  - ix. Gratuity and /or contribution to the Gratuity Fund of Company as per the policy of the Company.
  - x. Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and /or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.
- D. Annual remuneration review is effective 1<sup>st</sup> July each year, as per the policy of the Company.
  - E. Subject as aforesaid, the Whole-time Director and Chief Financial Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
  - F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mrs. Pinky Mehta, will be considered as continuous service with the Company from the date of her joining the Aditya Birla Group.
  - G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
  - H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mrs. Pinky Mehta in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government or any other Regulatory approvals as the case may be.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director and Chief Financial Officer during the tenure of her appointment.
  - J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mrs. Pinky Mehta would not be holding any office or place of profit by her being a mere Director of the Company's Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for her to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of Subsidiaries / Joint Ventures of the Company or the Companies promoted by the Aditya Birla Group.
  - K. Mrs. Pinky Mehta shall be subject to retirement by rotation during her tenure as the Whole-time Director and Chief Financial Officer of the Company. So long as Mrs. Pinky Mehta functions as the Whole-time Director and Chief Financial Officer, she shall not be paid any fees for attending the Meetings of the Board or any Committee(s) thereof of the Company.
- “RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration for period not exceeding 5 years from the date of appointment or such other period as may be statutorily permitted by salary perquisites, other allowances and benefits as specified above subject to receipt of requisite approvals, if any.”
- “RESOLVED FURTHER THAT** the Board of Directors including the Nomination, Remuneration and Compensation Committee thereof and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”
- 9. To keep Index and Register of Members and other records, etc. at the office of M/s. Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agents, at Hyderabad**

To consider and if thought fit, to pass the following as a **Special Resolution:**



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**“RESOLVED THAT** pursuant to Section 88, 92, 94 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and/or other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby granted to the Company for keeping the Index of the Shareholders and other security holders, the Register of Shareholders and any other security holders, copies of Annual Returns prepared under the Act together with the copies of the certificates and documents required to be annexed thereto and such other returns, registers, documents, records, etc. of the Company, at the office of the Company’s Registrars and Share Transfer Agents M/s. Karvy Computershare Private Limited, who are being appointed as such with effect from 15 June, 2017 at their office situated at Karvy Selenium, Tower B, Plot 31 and 32, Gachibowli, Financial District, Hyderabad 500 008, instead of keeping the same at the Registered Office of the Company at Indian Rayon Compound, Veraval – 362 266 (Gujarat).”

**“RESOLVED FURTHER THAT** the Register, Indexes, Returns, Books, Certificates and other documents of the Company required to be maintained and kept open for such inspection, at the above mentioned place(s) for persons entitled thereto between 10.30 a.m. to 1.30 p.m. on any working day of the Registrars except when the Registers and Books are closed under the provisions of the Act.”

**“RESOLVED FURTHER THAT** the Board of Directors including a Committee thereof and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### **10. To approve and adopt the Aditya Birla Capital Limited Employee Stock Option Scheme 2017**

To consider and if thought fit, to pass the following as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions contained in the Articles of Association and Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules framed thereunder, the provisions of the

Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “**SEBI SBEB Regulations**”), the listing agreements to be entered into by the Company with the stock exchanges where the equity shares of the Company are proposed to be listed, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted Committee, including the Nomination, Remuneration and Compensation Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the members be and is hereby accorded to the Board to introduce and implement the ‘Aditya Birla Capital Limited Employee Stock Option Scheme 2017’ (the “**Scheme 2017**”), the salient features of which are furnished in the explanatory statement to the Notice; and consent be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of such persons who are in permanent employment of the Company and its subsidiary companies, in the management cadre, whether working in India or outside India, including any Managing or Whole Time Directors of the Company, its subsidiary companies(selected on the basis of criteria decided by the Board or Nomination, Remuneration and Compensation Committee thereof) under the Scheme 2017, such number of stock options (comprising of options and/or restricted stock units, as the case may be) (the “**Stock Options**”) exercisable into not more than 3,22,86,062 equity shares of Rs. 10/- each (the “**Equity Shares**”) being 1.5% (one and half percent) of the fully diluted paid-up capital of the Company, post demerger (or such other number adjusted in terms of Scheme 2017 as per applicable law), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other reorganisation of capital structure of the Company,

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as applicable from time to time, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 3,22,86,062 Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued."

**"RESOLVED FURTHER THAT** in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred or issued and allotted on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the Scheme 2017."

**"RESOLVED FURTHER THAT** the Board is authorised to formulate, evolve, decide upon and implement the Scheme 2017 and determine the detailed terms and conditions of the aforementioned Scheme 2017 and including but not limited to the quantum of the Stock Options and Equity Shares to be granted per employee, the number of Stock Options/ Equity Shares to be issued or transferred, as the case may be, in each tranche, the terms or combination of terms subject to which the said Stock Options/ Equity Shares are to be issued or transferred, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and Managing or Whole Time Directors of the Company and its subsidiary companies, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme 2017 and as the Board may in its absolute discretion think fit, subject to applicable laws."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of Stock Options from time to time in the manner aforesaid and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the Scheme 2017 on the stock exchanges where the securities of the Company are proposed to be listed in accordance

with the provisions of the listing agreement with the concerned stock exchanges, the guidelines issued by Securities and Exchange Board of India and other applicable laws and regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme 2017 at any stage including at the time of listing of the equity shares issued herein without requiring Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Scheme 2017, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2017 from time to time in conformity with the provisions of the Act, the SEBI SBEB Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2017."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including authorising or directing the Board to appoint various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme 2017 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Securities and Exchange Board of India / the stock exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

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**11. To approve the Extension of Benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including Managing and Whole-time Directors, of the Subsidiary Companies of the Company**

To consider and if thought fit, to pass the following as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions contained in the Articles of Association and Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) and the rules framed thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the **“SEBI SBEB Regulations”**), the listing agreements to be entered into by the Company with the stock exchanges where the equity shares of the Company are proposed to be listed, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any duly constituted Committee, including the Nomination, Remuneration and Compensation Committee constituted by the Board to exercise its powers conferred by this Resolution) the consent of the members be and is hereby accorded to the Board to extend the benefits and coverage of the Scheme 2017 (referred to in the Resolution under Item No. 10 of this Notice) to such persons who are in permanent employment of any present and future subsidiary companies of the Company in the management cadre, whether working in India or outside India, including any Managing or Whole Time Directors (selected on the basis of criteria decided by the Board or Nomination, Remuneration and Compensation Committee thereof) under the Scheme 2017 in the manner mentioned in the Resolution under Item No. 10 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds,

matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the securities.”

**By order of the Board of Directors  
For Aditya Birla Capital Limited  
(Formerly known as Aditya Birla Financial  
Services Limited)**

**Sailesh Kumar Daga  
Company Secretary  
FCS 4164**

**Date: 26 June 2017  
Place: Mumbai**

**NOTES FOR MEMBERS' ATTENTION:**

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the businesses under Items 4 to 11 of the Notice as set out above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 10TH ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. 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.
4. Corporate Members, intending to depute their authorised representatives to attend the Meeting, are requested to send to the Company a duly certified true copy of the Board resolution/power of attorney authorising their representatives to attend and vote on their behalf at the meeting.
5. During the period of beginning 24 hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days of the notice in writing is given to the Company.

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6. In accordance with the Articles of Association of the Company, One third of the Director(s) retires every year and, if eligible, offer themselves for re-appointment at the Meeting, as per the provisions of the Act. The relevant details of Directors seeking appointment /re-appointment, as per Item No. 2 of this Notice are provided as part of this notice as **Annexure I**.

7. The Registers of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act will be available for inspection by the Members at the Annual General Meeting.

8. The Registers of Contracts and arrangement in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the Annual General Meeting.

9. Keeping in view the requirement set out in the Companies Act, 2013 the Audit Committee and the Board of Directors of the Company have recommended appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W / W-100018) as the Statutory Auditors of the Company for a term of 5 years and to hold the office from the conclusion of this Tenth Annual General Meeting till the conclusion of Fifteenth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statements of the Company for the financial year ending 31 March 2018.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under section 141 (3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to section 139 (1), section 141(2) and section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary resolution set out in Item 3 of the Notice for the approval by the Members.

10. The Company has fixed 26 June 2017 as the record date (Cut-off date) for determining entitlement of Member for attending the Meeting. Members whose name appears on the Company's Registers of Members on the record date shall be entitled to attend the Meeting.

11. Members/Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their Shareholding, attendance slips and

copy(ies) of their Annual Report.

12. All the documents referred to in the accompanying Notice pursuant to Section 102(1) of the Act, are available for inspection at the Registered Office of the Company on all working days during office hours (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 12.00 noon upto the date of the Annual General Meeting.

13. The Company's Registrar and Share Transfer Agents for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Karvy Selenium Tower B, Plot 31 and 32, Gachibowli, Financial District, Hyderabad 500 008.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

**The following statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting**

#### **Item No. 4:**

In accordance with the relevant provisions of the Articles of Association of the Company and the provisions of the Companies Act, 2013, Mr. Subhash Chandra Bhargava (DIN: 00020021) was appointed as an Additional Director (Independent) with effect from 1 September 2016 and holds office as an Additional Director upto the date of ensuing Annual General Meeting. Pursuant to the provision of Section 161 of the Act, Mr. Subhash Chandra Bhargava will hold office upto the date of the ensuing Annual General Meeting (AGM). The Company has received notice in writing from a member under Section 160 of the Act 2013, proposing the candidature of Mr. Subhash Chandra Bhargava for the office of Independent Director of the Company.

Mr. Subhash Chandra Bhargava is not disqualified from being appointed as a Director in terms of Section 164 of the Act 2013 and have given his consent to act as the Director of the Company. The Company has received declaration from Mr. Subhash Chandra Bhargava that he meets with the criteria of independence as prescribed under Section 149(6) of the Act 2013. A brief resume in relation to the experience, functional expertise, memberships on other companies' Boards and Committees in respect of appointment of Mr. Subhash Chandra Bhargava as provided at **Annexure I** forms part of the notice.

Considering the rich experience and vast knowledge of Mr. Subhash Chandra Bhargava, his



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presence on the Board will be valuable to the Company. Further, in the opinion of the Board, Mr. Subhash Chandra Bhargava fulfills the conditions specified in the Act and the rules made thereunder and he is independent of the management. Hence, it is proposed to appoint him as an Independent Director of the Company, as per the provisions of Section 149 of the Companies Act, 2013.

The Resolutions set out at Item No. 4 of the Notice is for seeking the approval of members under section 150 of the Act for considering appointment of Mr. Subhash Chandra Bhargava as an Independent Director of the Company for a term upto five (5) consecutive years upto 31 August 2021 and whose office shall not be liable to retire by rotation.

A copy of the Letter of Appointment for Independent Director, setting out terms and conditions of their appointment, is available for are open for inspection by the Members at the registered office of the Company on all working days, during business hours up to the date of meeting and will also be made available at the Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than Mr. Subhash Chandra Bhargava and his relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution(s) for his appointment, except to the extent of their equity holding in the Company, if any.

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the Ordinary Resolution as set out at Item no. 4 for approval of the Member.

**Item No. 5, 6 and 7:**

In accordance with the relevant provisions of the Articles of Association of the Company and the provisions of the Companies Act, 2013, Mrs. Vijayalakshmi Rajaram Iyer (DIN: 05242960), Mr. Arun Kumar Adhikari (DIN: 00591057) and Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010) were appointed as an Additional Director (Independent) with effect from 26 June 2017 and holds office as an Additional Director (Independent) upto the date of ensuing Annual General Meeting. Pursuant to the provision of Section 161 of the Act, the Directors appointed will hold office upto the date of the ensuing Annual General Meeting (AGM). The Company has received notice in writing from a member under Section 160 of the Act 2013, proposing the candidature of Mrs. Vijayalakshmi Rajaram Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar for the office of Independent Director of the Company.

Mrs. Iyer, Mr. Adhikari and Mr. Ravikumar are not disqualified from being appointed as a Director in terms of Section 164 of the Act 2013 and have given their consent to act as a Director of the Company. The Company has received declaration from Mrs. Iyer, Mr. Adhikari and Mr. Ravikumar that they meet the criteria of independence as prescribed under Section 149(6) of the Act 2013. A brief resume in relation to the experience, functional expertise, memberships on other companies' Boards and Committees in respect of appointment of Mrs. Iyer, Mr. Adhikari and Mr. Ravikumar as provided at **Annexure I** forms part of the notice.

Considering their rich experience and vast knowledge of the aforesaid mentioned Directors, their presence on the Board will be valuable to the Company. Further, in the opinion of the Board, Mrs. Iyer, Mr. Adhikari and Mr. Ravikumar fulfills the conditions specified in the Act and the rules made thereunder and that they are independent of the management. Hence, it is proposed to appoint them as Independent Director(s) of the Company, as per the provisions of Section 149 of the Companies Act, 2013.

The Resolutions set out at Item No. 5, 6 and 7 of the Notice is for seeking the approval of members under section 150 of the Act for considering appointment of Mrs. Iyer, Mr. Adhikari and Mr. Ravikumar as Independent Director of the Company for a term upto five (5) consecutive years upto 25 June 2022 and whose office shall not be liable to retire by rotation.

A copy of the Letter of Appointment for Independent Director, setting out terms and conditions of their appointment, is available for are open for inspection by the Members at the registered office of the Company on all working days, during business hours up to the date of meeting and will also be made available at the Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than Mrs. Iyer, Mr. Adhikari and Mr. Ravikumar and his/her relatives are concerned or interested, financially or otherwise, in their respective Ordinary Resolution(s) for their appointment, except to the extent of their equity holding in the Company, if any.

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the Ordinary Resolutions as set out at Item no. 5, 6 and 7 for approval of the Members.

**Item No. 8:**

Mrs. Pinky Mehta (DIN; 00020429) shall be

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appointed on the Board of the Company as a Non-Executive Director with effect from 31 March 2015. Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Mrs. Pinky Mehta shall be appointed as a Whole-time Director and Chief Financial Officer on the Board of the Company with effect from 1 July 2017 to hold office up to the date of the Annual General Meeting, subject to the approval of the Members.

Mrs. Mehta is a qualified Chartered Accountant with 27 years of diversified experience and holds a Bachelor’s Degree in Commerce with the distinction of first class. She has been a part of the Aditya Birla Group since 1991. She was a key member of the finance team at Aditya Birla Nuvo Limited and handled a number of portfolios including taxation, MIS, accounts, legal and secretarial. She spearheaded the Management Services Division of the Aditya Birla Group from 2011 to 2015 and helped expand its services to new businesses

overseas. She has played a significant role in the area of demergers, mergers and acquisition for the Aditya Birla Group and was actively involved in the demerger of the cement business, the joint venture with the Sun Life Group for the life insurance business and acquisitions of Madura Garments Lifestyle Retail Company Limited, Transworks Information Services Limited, Minacs Worldwide Inc. and Apollo Sindhoori Capital Investments Limited. Previously, she was the Chief Financial Officer of Aditya Birla Nuvo Ltd., where she was instrumental in the demerger of Madura Garments Lifestyle Retail Company Limited from Pantaloons Fashion & Retail Limited and the merger of Aditya Birla Nuvo Limited with Grasim. She has received the CA CFO – Woman Award by the Institute of Chartered Accountants of India 2016, the ‘Chairman’s Award for Exceptional Contributor’ in 2008 and the ‘Chairman’s Award for Accomplished Leader’ in 2016.

Mrs. Pinky Mehta is the Member of the following Board Committees:

Sr. No.	Name of the Company	Name of Committee	Member/ Chairman
1.	<b>Aditya Birla Capital Limited</b> (Formerly known as Aditya Birla Financial Services Limited)	Finance Committee Stakeholders Relationship Committee Allotment Committee	Member Member Member
2.	<b>RKN Retail Private Limited</b>	Audit Committee	Member
3.	<b>Aditya Birla Money Limited</b>	Corporate Social Responsibility Committee	Member

In compliance with section 190 of the Companies Act, 2013, a Memorandum of terms of service of Mrs. Mehta is available for inspection of the Members in physical or in electronic form at the Registered office of the Company, upto the date of this Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form, as well as during the AGM at the venue thereof.

Pursuant to the Notification no. S.O. 2922(E) dated 12<sup>th</sup> September, 2016 issued by the Ministry of Corporate Affairs (“Notification”), the Company, with the approval of Members by passing special resolution can now pay the remuneration to Whole Time Director & Chief Financial Officer in case it has no profit or inadequacy of profit, without approval of the Central Government if the managerial person is:

i) not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct

or indirect interest or

ii) not related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.

Mrs. Mehta fulfills the conditions mentioned in the aforesaid Notification.

**The following additional information as required by Schedule V to the Companies Act, 2013 is given below:**

**I. General Information:**

**(i) Nature of Industry:**

The Company holding company for its financial services Subsidiaries and businesses and has received a certificate of registration as a non-deposit taking systematically important core investment company (“**CIC-ND-SI**”).

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**(ii) Date or expected date of commencement of commercial production:**

The Company was incorporated on 15 October 2007. As the Company is a Core Investment Company and the main business of the company is investment and as such there is no commercial production in the Company.

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.****(iv) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2017:**

Rs. in Crores

Particulars	Standalone	Consolidated
Gross Turnover & Other Income	35.02	5,885.87
Net profit as per Statement of Profit & Loss (After Tax)	4.24	691.15
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	4.22	2,499.36
<b>Net Worth</b>	<b>4,610.90</b>	<b>6,595.49</b>

**(v) Foreign investments or collaborators, if any: Not Applicable.****II. Information about the appointee:**

(i) **Background details:** Refer profile in Annexure I of the Notice.

(ii) **Past remuneration during the financial year ended 31 March, 2017:** Nil

(iii) **Recognition or awards:** Refer profile in Annexure I of the Notice.

(iv) **Job Profile and her suitability:** Mrs. Pinky Mehta was appointed as a Non-Executive Director on our Board. She is a qualified chartered accountant with 27 years of diversified experience and holds a bachelor's degree in commerce with the distinction of first class. She has been a part of the Aditya Birla Group since 1991. She was a key member of the finance team at ABNL and handled a number of portfolios including taxation, MIS, accounts, legal and secretarial. She spearheaded the management services division of the Aditya Birla Group from 2011 to 2015 and helped expand its services to new businesses overseas. She has played a significant role in the area of demergers, mergers and acquisition for the Aditya Birla Group and was actively involved in the demerger of the cement business, the joint venture with the Sun Life Group for the life insurance business and

acquisitions of Madura Garments Lifestyle Retail Company Limited, Transworks Information Services Limited, Minacs Worldwide Inc. and Apollo Sindhoori Capital Investments Limited. Prior to joining our Company, she was the Chief Financial Officer of ABNL where she was instrumental in the demerger of Madura Garments Lifestyle Retail Company Limited from Pantaloons Fashion & Retail Limited and the merger of ABNL with Grasim.

She has received the CA CFO – Woman Award by the Institute of Chartered Accountants of India 2016, the 'Chairman's Award for Exceptional Contributor' in 2008 and the 'Chairman's Award for Accomplished Leader' in 2016.

**(v) Remuneration proposed:**

**Scale of Salary:** Salary of Rs. 4,79,567/- per month subject however to a ceiling of Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month as Basic Salary.

**Perquisites and Commission:** As stated in Resolution No. 8.

It is proposed to authorise the Board (which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Mrs. Mehta, within the above mentioned scale of salary.

**(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin):**

Taking into consideration the size of the Company, the profile of Mrs. Mehta, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

**(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to her, she does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

**III. Other Information:****(i) Reasons for loss or inadequate profits:**

The Company is a non deposit taking systemically important Core Investment Company registered

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with Reserve Bank of India and is the holding company for financial services businesses and as such does not carry on any business operations on its own. Most of the Subsidiary Companies are regulated and in growth phase and hence the profits are ploughed back to meet the growth capital requirement and capital adequacy requirement of the businesses.

For the Company on a standalone basis the major source of revenues are dividend income from its Subsidiary Companies and income by way of investment of surplus money. Due to expenses in the nature of employee cost, administrative cost and a one-time diminution in value of certain investments, the Company had losses in the past.

However, during the current year the Company has received dividends from two of its subsidiaries and has reported profit on a standalone basis. On a consolidated basis, the Company has reported strong financial performance.

### (ii) Steps taken or proposed to be taken for improvement:

The investments made in subsidiaries have started to pay off as can be seen from the current year financial statements. We further expect the financial position of the Company to improve in the future years by way of reasonable dividends from its key subsidiaries.

### (iii) Expected increase in productivity and profits in measurable terms:

The Company has been investing capital in its Subsidiaries from time to time. The financial performance of the Company on a consolidated basis is strong and in the coming financial years, the Company expects reasonable dividend from its key subsidiaries, thereby increasing its profits even on a standalone basis.

## IV. Disclosures:

Mrs. Pinky Mehta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of section 164 of the Act. Brief resume of Mrs. Mehta, nature of her expertise, name of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships among Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides above, are also provided in the Annexure I forming part of the Notice.

The remuneration and other terms and conditions of Mrs. Mehta's appointment as Whole-time Director and Chief Financial Officer as set out in the resolution is subject to your approval. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

Mrs. Mehta is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than Mrs. Pinky Mehta and her relatives are concerned or interested, financially or otherwise, in the Special Resolution(s) for her appointment, except to the extent of their equity holding in the Company, if any.

The Board recommends the Special Resolution as set out at Item no. 8 for approval of the Members.

### Item No. 9:

The Company availed the services of M/s. Link Intime India Private Limited (Link Intime) – who were the Registrar and Share Transfer Agents (“RTA”) of the Company since 2009 and M/s. Karvy Computershare Private Limited (“**Karvy**”) are the existing Registrar and Share Transfer Agents of Aditya Birla Nuvo Limited (ABNL) and Grasim Industries Limited (Grasim). Pursuant to the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited, Grasim Industries Limited and the Company and their respective Shareholders and Creditors, the Company shall be required to issue equity shares to the shareholders of Grasim as on the record date fixed by Grasim and in order to streamline the RTA services and smooth functioning for the prospective Shareholders of the Company, it was recommended to have a common Registrar and Share Transfer Agents.

As Karvy are well equipped, structured and service oriented for meeting the requirements prescribed under the Companies Act, SEBI Regulations and other applicable laws, rules & regulations, etc., your Board has granted its approval to transfer all the existing activities relating and pertaining to the work of Registrar and Share Transfer Agents from Link Intime India Private Limited to M/s. Karvy Computershare Private Limited, Hyderabad, by appointing them as the Registrar and Share Transfer Agents of the Company with effect from 15 June 2017.

Karvy is presently acting as the Registrar & Share Transfer Agents for numerous companies. Assigning the said work to them would make available a convenient & dedicated service desk



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and ensure an efficient & timely service to the investors, besides supporting the Company in adopting the best practices to serve the investors of the Company.

Under the provisions of the Act, the documents specified in the Resolution are required to be maintained at the Registered office of the Company unless a Special Resolution is passed at the General Meeting authorising the keeping of the register at any other place, town or city in India.

None of the Directors/ Key Managerial Persons of the Company and/ or their relatives are, in any way concerned or interested, financially or otherwise in the said resolution, except to the extent of their equity holding in the Company, if any.

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the Special Resolution as set out at Item no. 9 for approval of the Members.

**Item No. 10 and 11:**

**Approval of Aditya Birla Capital Limited Employee Stock Option Scheme 2017 and To Approve the Extension of Benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including Managing and Whole-time Directors, of the Subsidiary Companies of the Company**

Stock options in the hands of the employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company and its shareholders, providing an opportunity to the employees to share the growth of the Company and to create wealth in the hands of the employees.

Accordingly, the Company intends to reward, attract, motivate and retain employees and directors of the Company, **its holding and** subsidiary companies for their high level of individual performance, for their efforts to improve the financial performance of the Company and their loyalty to the Company, by offering them equity shares by way of an employee stock options scheme. The eligible employees shall be granted employee stock options in the form of options (“**Options**”) and/ or restricted stock units (“**RSUs**”) which will be exercisable into equity shares of Rs. 10/- each of the Company (the “**Equity Shares**”) upon such terms and conditions applicable to the Options and RSUs, as the case may be. Towards this objective, the Company has proposed to approve and adopt the ‘**Aditya Birla Capital Limited Employee Stock**

**Option Scheme 2017**’ (hereinafter referred to as the “**Scheme 2017**”). The Board of Directors of the Company through a resolution dated 26 June 2017 approved the broad framework of the Scheme 2017.

The Members are informed that the Company intends to offer not more than 3,22,86,062 Equity Shares under the Scheme 2017 by way of grant of Options and RSUs. Options and RSUs are collectively referred to as “**Stock Options**”. The Scheme 2017 will be administered by the Nomination, Remuneration and Compensation Committee of the Board re-constituted on 26 June 2017 pursuant to the provisions of Section 178 of the Companies Act, 2013.

To promote the culture of employee ownership, approval of Members is also being sought for issue of Stock Options to certain employees and Managing or Whole Time Directors of the Company and its subsidiary companies.

The Scheme 2017 is being formulated in accordance with the SEBI SBEB Regulations. Relevant details with respect to the aforementioned Scheme 2017 are as follows:

**(i). Total number of Options and RSUs (collectively, the “Stock Options”) to be granted**

The total number of Stock Options that may in the aggregate be granted shall be such number that will would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 3,22,86,062 equity shares of Rs. 10/- each (the “**Equity Shares**”) being 1.5% (one and half percent) of the fully diluted paid-up capital of the Company, post Demerger. The aggregate number of Stock Options proposed to be granted under the Scheme 2017, shall not be exercisable into more than 1.5% (one and half percent) of the fully diluted paid-up capital of the Company, post Demerger of the overall ceiling of Equity Shares (as stated in Resolution No. 10 of the Notice) to be issued under the Scheme 2017 (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time). One Stock Option entitles the grantees to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one RSU will entitle the grantee to one Equity Share). In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of 3,22,86,062 shall be deemed to be

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increased to the extent of such additional Equity Shares issued. Stock Options not vested due to non-fulfillment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present Scheme 2017 or under a new scheme, subject to compliance with applicable laws.

### (ii). Identification of classes of employees entitled to participate in the Scheme 2017

Persons who are permanent employees of the Company in the management cadre, working in or out of India, including managing or whole time directors of the Company, and that of the holding and/or subsidiary companies, will be entitled to participate in the Scheme 2017, subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the Board or the Nomination, Remuneration and Compensation Committee, from time to time. The following category of employees / directors shall not be eligible to participate in the Scheme 2017: (a). a promoter or a person belonging to the promoter group; (b). an independent director; (c). a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

### (iii). Requirements of vesting and period of vesting

The Board or the Nomination, Remuneration and Compensation Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest would be subject to the minimum and maximum vesting period as specified below. **Vesting period for Options:** The Options would vest not earlier than one year and not later than six years from the date of grant of Options or such other period as may be determined by the Nomination, Remuneration and Compensation Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination, Remuneration and

Compensation Committee, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme 2017 shall vest in one or more tranches. **Vesting period for RSUs:** The RSUs would vest not earlier than one year and not later than six years from the date of grant of RSUs or such other period as may be determined by the Nomination, Remuneration and Compensation Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the RSUs would vest) would be determined by the Nomination, Remuneration and Compensation Committee, subject to the minimum vesting period of one year from the date of grant of RSUs. The RSUs granted under the Scheme 2017 shall vest in one or more tranches.

### (iv). Exercise price or pricing formula

**Exercise price for Options:** The Equity Shares may be issued at such price that the Board or the Nomination, Remuneration and Compensation Committee may determine on the date of the grant of the Options under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per Option shall not be less than the face value of the equity share of the Company. **Exercise price for RSUs:** The Equity Shares may be issued at such price that the Board or Nomination, Remuneration and Compensation Committee may determine on the date of the grant of the RSUs under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per RSU shall not be less than the face value of the equity share of the Company.

### (v). Exercise period or process of exercise

The exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of Stock Options or such other period as maybe determined by the Board or the Nomination, Remuneration and Compensation Committee. During the exercise period relating to each vesting, vested Options and vested RSUs can be exercised in one or more tranches, such that each tranche will be a minimum of 500 Options or 100 RSUs, as the case may be, except in cases where the number of vested Options is less than 500 or where the number of outstanding vested RSUs is less than 100. The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the Nomination, Remuneration and Compensation Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

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**(vi). The Appraisal process for determining the eligibility of employees**

The appraisal process for determining the eligibility of the employee will be specified by the Board or the Nomination, Remuneration and Compensation Committee, and will be based on criteria, such as role / criticality of the employee, length of service with the Company, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the Board or the Nomination, Remuneration and Compensation Committee, as applicable, at its sole discretion. The Board or the Nomination, Remuneration and Compensation Committee may decide to extend the benefits of the Scheme 2017 to new entrants or to existing employees on such basis as it may deem fit, in accordance with applicable law.

**(vii). Disclosure and accounting policies**

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations and those prescribed by the concerned authorities from time to time.

**(viii). Maximum number of Stock Options to be issued per employee and in aggregate**

The maximum number of Stock Options to be granted to any employee shall be decided by the Board or Nomination, Remuneration and Compensation Committee. However, the number of Stock Options that may be granted to a single employee under the Scheme 2017 shall not exceed 0.5% of the paid up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time). The aggregate of all such Stock Options shall not result into more than 3,22,86,062 Equity Shares which shall be adjusted in lieu of corporate actions, adjustments/ re-organisation of capital structure of the Company from time to time.

**(ix). Implementation and Administration**

The Scheme shall be administered through the Nomination, Remuneration and Compensation Committee.

**(x). Whether the Scheme 2017 involves new issue of Equity Shares by the Company or secondary acquisition or both**

The Scheme 2017 will involve fresh issue of Equity Shares by the Company.

**(xi). The amount of loan to be provided for the implementation of the Scheme 2017 by the Company to the trust, its tenure, utilisation, repayment terms**

As the Scheme 2017 is proposed to be implemented and administered through the

Nomination, Remuneration and Compensation Committee, this requirement is not applicable.

**(xii). Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the Scheme 2017**

The Scheme 2017 will not involve secondary acquisition of Equity Shares and accordingly, this requirement is not applicable.

**(xiii). Method of Stock Options' valuation**

The Company shall value the Stock Options in accordance with applicable laws. In the event the Company undertakes valuation as per the intrinsic value method, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings per Share of the Company shall also be disclosed in the Directors' Report.

**(xiv). Transferability of Stock Options**

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his legal heirs or nominees.

**(xv). Other Terms**

The Board or Nomination, Remuneration and Compensation Committee shall have the absolute authority to vary or modify the terms of the Scheme 2017 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted stock options under the Scheme 2017.

As the Scheme 2017 would entail issue of further Equity Shares to persons other than the existing Members, in terms of Section 62 of the Companies Act, 2013, as amended, consent of the Members is required by passing a special resolution in general meeting. Further, approval of Members by passing a special resolution is required for offering Stock Options under SEBI SBEB Regulations if benefits of the Scheme 2017 as stated in Resolution No. 10 of this Notice are being extended to the employees of the subsidiary companies of the Company. Therefore, a separate resolution, as

**Aditya Birla Capital Limited**

(Formerly known as Aditya Birla Financial Services Limited)

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stated in Resolutions No. 11 is proposed to extend the benefits of the Scheme 2017 to the permanent employees (in the management cadre) including Managing or Whole-time Directors of the Subsidiary Companies of the Company, in accordance with applicable laws.

None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution, except to the extent of the Equity Shares that may be offered to them under the Scheme 2017. The Stock Options to be granted under the Scheme 2017 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

**Notice**

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the Special Resolution as set out at Item no. 10 and 11 for approval of the Members.

**By order of the Board of Directors  
For Aditya Birla Capital Limited  
(Formerly known as Aditya Birla Financial  
Services Limited)**

**Date: 26 June 2017  
Place: Mumbai**

**Sailesh Kumar Daga  
Company Secretary  
FCS 4164**



Sl. No.	Nature of Information	Item No. 2	Item No. 4	Item No. 5
1	<b>Name</b>	Mr. Shriram Jagetiya (seeking re-appointment)	Mr. Subhash Chandra Bhargava	Mrs. Vijayalakshmi Rajaram Iyer
2	<b>Date of birth/Age</b>	21-Apr-1969 / 48 years	20-Jul-1945 / 72 years	01-Jun-1955/ 62 years
3	<b>Director Identification Number</b>	01638250	000200.21	05242960
4	<b>Father's Name</b>	Shri Shanker Lal Jagetiya	Late Shri Jyoti Swarup Bhargava	Late Shri Satyamangalam Padmanabhan Subramaniam
5	<b>Qualifications</b>	B. Com., CA, CMA	B. Com., FCA	B. Com, M. Com, CAIIB
6	<b>Experience</b>	Mr. Shriram Jagetiya, has been working with Aditya Birla Group since 1992, and currently holds the position of Joint President with Aditya Birla Nuvo Limited. He has enriched experience inter alia in monitoring financial services and Telecom businesses, has been an integral part of development of corporate strategies and performance enhancement initiatives, business expansion and M&A across financial services and other businesses.	Mr. S C Bhargava is a fellow member of Institute of Chartered Accountants of India since 1967. He retired from the post of Executive Director (Investment), Life Insurance Corporation of India (LIC) in 2005. During service with LIC he got extensive on hand experience in Corporate Finance, Dealing in equity, Debt, Government Securities, Project Finance and other related fields. He attended various programmes in Finance at well-known Institutes both in India and abroad. He was nominated in Technical advisory Committee on Monetary Policy of RBI from 2004 to 2005. After retirement he joined Bank of Rajasthan as advisor in treasury management from 2005 to 2010. He was also Investment Consultant with Met Life Insurance Co. Ltd for two years. He was also retainer with IL&FS Investment Managers Ltd from July 2005 to March 2016. He was on Board of UTI Asset Management co Ltd, Bank Of Maharashtra Escorts Ltd etc.	Mrs. Vijayalakshmi Rajaram 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. She has nearly four decades of experience in the banking and finance sector in India. 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, <i>inter alia</i> , finance and accounts, corporate governance, mergers and acquisition, registration of new insurance companies and exposure 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, the RBI, SEBI and other national and international agencies were significant.

Sl. No.	Nature of Information	Item No. 2	Item No. 4	Item No. 5
7	<b>Terms and conditions of appointment/ re-appointment</b>	He shall be liable to retire by rotation.	He shall hold office for a term of five consecutive years upto 31 August 2021 and whose office shall not be liable to retire by rotation.	She shall hold office for a term of five consecutive years upto 25 June 2022 and whose office shall not be liable to retire by rotation.
8	<b>Remuneration sought to be paid and last drawn</b>	Nil	Rs. 50,000/- for Board Meeting, Rs. 25,000/- for Audit Committee Meeting and Rs. 20,000 for other Committees Meeting	Rs. 50,000/- for Board Meeting, Rs. 25,000/- for Audit Committee Meeting and Rs. 20,000 for other Committees Meeting
9	<b>Date of appointment on the Board</b>	15-Oct-2007	1-Sep- 2016	26-Jun-2017
10	<b>Shareholding in the Company</b>	10	Nil	Nil
11	<b>Relationship with other Directors, Manager and KMP, if any</b>	Nil	Nil	Nil
12				
	<b>No. of Meetings of the Board held during the Financial year 31 March 2017</b>	<b>Held</b>	<b>Held</b>	<b>Held</b>
		<b>Attended</b>	<b>Attended</b>	<b>Attended</b>
		7	2	0
		6	2	0
13	<b>Member of Committee of the Board in other Companies</b>	<b>Audit Committee- Member</b> 1 Aditya Birla Money Limited 2 Aditya Birla Commodities Broking Limited 3 ABNL Investment Limited	<b>Audit Committee- Chairman</b> Industrial Investment Trust Limited <b>Audit Committee- Member</b> 1 Cox & Kings Limited 2 Mahindra Trucks and Buses Limited 3 NBS International Limited 4 Aditya Birla MyUniverse Limited 5 Birla Sun Life Pension Management Ltd. <b>Stakeholder Relationship Committee- Member</b> Aditya Birla Nuvo Ltd.	Nil
14	<b>List of Public Companies (in India) in which outside Directorships are held</b>	1 Aditya Birla Money Limited 2 Aditya Birla Commodities Broking Limited 3 ABNL Investment Limited	1 Aditya Birla Nuvo Ltd. 2 Cox & Kings Limited 3 Industrial Investment Trust Limited 4 A K Capital Services Limited 5 NBS International Limited 6 Mahindra Trucks and Buses Limited 7 Birla Sun Life Pension Management Ltd. 8 Aditya Birla MyUniverse Limited	Nil

Sl. No.	Nature of Information	Item No. 6	Item No. 7	Item No. 8
1	<b>Name</b>	Mr. Arun Kumar Adhikari	Mr. Puranam Hayagreeva Ravikumar	Mrs. Pinky Mehta
2	<b>Date of birth/Age</b>	20-Jan-1954/ 63 years	20-Jul-1951/ 65 years	21-Apr-1967/ 50 years
3	<b>Director Identification Number</b>	00591057	00280010	00020429
4	<b>Father's Name</b>	Shri Seetham Sarva Adhikari	Late Shri Puranam Venkata Subrahmanyam	Shri Jagdish Ramniklal Dharia
5	<b>Qualifications</b>	B.Tech, (Chemical Engineer -IIT Kanpur), M.B.A. (IIM Kolkata)	B.Com, 'Honorary Fellow' of The Chartered Institute for Securities & Investment, UK	B.Com, FCA.
6	<b>Experience</b>	Mr. Arun Kumar Adhikari is a Graduate from IIT Kanpur B.Tech, Chemical Engineer, M.B.A. (IIM Kolkata). He has worked with Hindustan Unilever Ltd. in India and abroad across jobs in Marketing Sales and General Management. He was Managing Director (Home and personal care) in Hindustan Unilever Ltd. (HUL) and subsequently was a Chairman of HUL, Japan. He has held the position of Senior Vice President of Home care in HUL across Asia and Africa, based in Singapore. Presently, he's a Senior Advisor with Mckinsey and Company on Marketing and Sales, supporting consumer practice. He's an Independent Director on the Board of Ultratech Cement Ltd., Aditya Birla Retail Ltd., Viacom18 Media Private Ltd. and Voltas Ltd.	Mr. Puranam Hayagreeva Ravikumar is an Independent Director of our Company. He is a commerce graduate and is also an 'Honorary Fellow' of The Chartered Institute for Securities & Investment, UK. He has over 46 years of professional experience in the banking and finance sector including 22 years of service at the Bank of India and 12 years at ICICI Bank. He has also worked with NCDEX for five years and four years with Invent Assets Securitisation and Reconstruction Private Limited. He has been the chairperson of Bharat Financial Inclusion Limited (formerly known as SKS Microfinance Limited) for the past five years and is also the chairperson of Vast HFC a home finance company, which focuses on affordable housing for the middle and the low income groups.	Mrs. Pinky Mehta is the Whole-time Director and Chief Financial Officer of the Company with effect from 1 July 2017. She has been a Non-Executive Director of the Company from 31 March 2015 to 30 June 2017. She is a qualified chartered accountant with 27 years of diversified experience and holds a bachelor's degree in commerce with the distinction of first class. She has been a part of the Aditya Birla Group since 1991. She was a key member of the finance team at ABNL and handled a number of portfolios including taxation, MIS, accounts, legal and secretarial. She spearheaded the management services division of the Aditya Birla Group from 2011 to 2015 and helped expand its services to new businesses overseas. She has played a significant role in the area of demergers, mergers and acquisition for the Aditya Birla Group and was actively involved in the demerger of the cement business, the joint venture with the Sun Life Group for the life insurance business and acquisitions of Madura Garments Lifestyle Retail Company Limited, Transworks Information Services Limited, Minacs Worldwide Inc. and Apollo Sindhoori Capital Investments Limited. Prior to joining our Company, she was the Chief Financial Officer of ABNL where she was instrumental in the demerger of Madura Garments Lifestyle Retail Company Limited from Pantaloons Fashion & Retail Limited and the merger of ABNL with Grasim. She has received the CA CFO - Woman Award by the Institute of Chartered Accountants of India 2016, the 'Chairman's Award for Exceptional Contributor' in 2008 and the 'Chairman's Award for Accomplished Leader' in 2016.

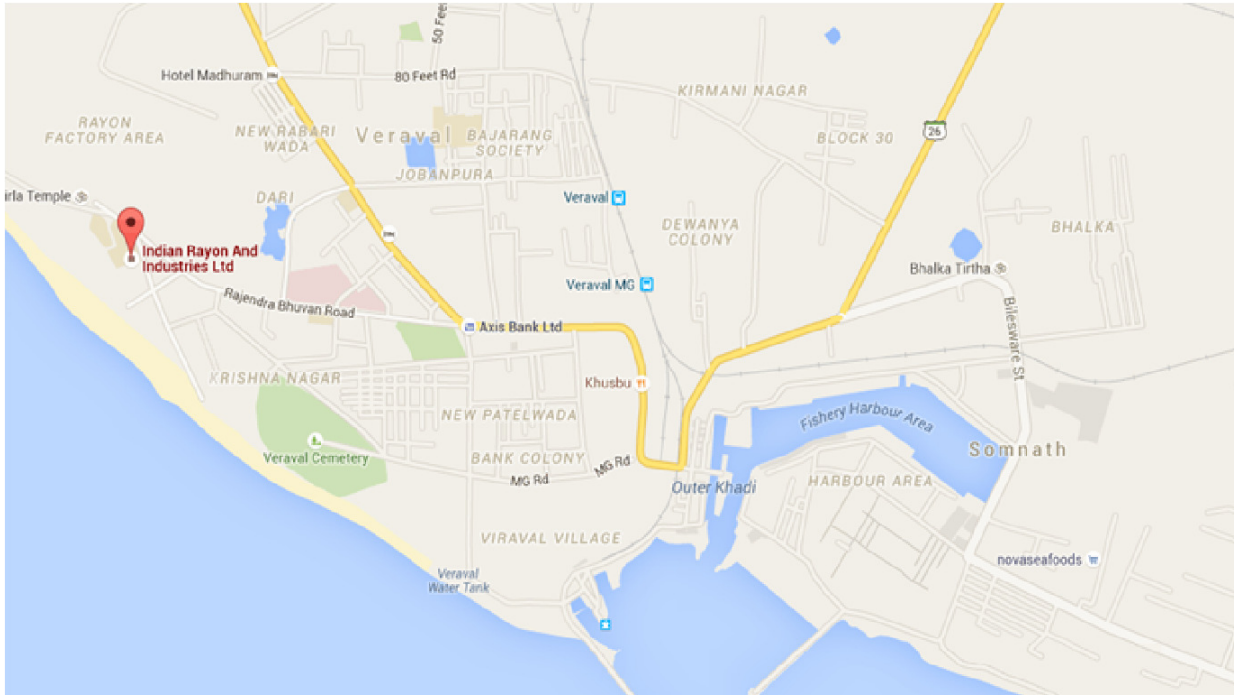
Sl. No.	Nature of Information	Item No. 6	Item No. 7	Item No. 8
7	<b>Terms and conditions of appointment/re-appointment</b>	He shall hold office for a term of five consecutive years upto 25 June 2022 and whose office shall not be liable to retire by rotation.	He shall hold office for a term of five consecutive years upto 25 June 2022 and whose office shall not be liable to retire by rotation.	She shall hold office for a term of 5 (Five) consecutive years upto 30 June 2022 and whose office shall be liable to retire by rotation.
8	<b>Remuneration sought to be paid and last drawn</b>	Rs. 50,000/- for Board Meeting, Rs. 25,000/- for Audit Committee Meeting and Rs. 20,000 for other Committees Meeting.	Rs. 50,000/- for Board Meeting, Rs. 25,000/- for Audit Committee Meeting and Rs. 20,000 for other Committees Meeting.	As per Item No. 8 of the Notice. 1 July 2017
9	<b>Date of appointment on the Board</b>	26-Jun-2017	26-Jun-2017	Nil
10	<b>Shareholding in the Company</b>	Nil	Nil	Nil
11	<b>Relationship with other Directors, Manager and KMP, if any</b>	Nil	Nil	Nil
12	<b>No. of Meetings of the Board held during the Financial year 31 March 2017</b>	<b>Held</b>	<b>Held</b>	<b>Held</b>
		<b>Attended</b>	<b>Attended</b>	<b>Attended</b>
		0	0	7
		0	0	6
13	<b>Member of Committee of the Board in other Companies</b>	<b><u>Audit Committee- Member</u></b> 1 Aditya Birla Retail Limited 2 Viacom18 Media Private Limited	<b><u>Audit Committee- Chairman</u></b> 1 Escorts Limited 2 Vastu Housing Finance Corporation Limited  <b><u>Audit Committee- Member</u></b> 1 Aditya Birla PE Advisors Private Limited 2 Bharat Forge Limited 3 Bharat Financial Inclusion Limited 4 IG Petrochemicals Limited 5 L&T Investment Management Limited  <b><u>Stakeholders' Relationship Committee- Chairman</u></b> Bharat Financial Inclusion Limited Stakeholders' Relationship Committee-Member IG Petrochemicals Limited	Nil
14	<b>List of Public Companies (in India) in which outside Directorships are held</b>	1 Aditya Birla Retail Limited 2 Ultratech Cement Limited 3 Voltas Limited	1 Bharat Forge Limited 2 Bharat Financial Inclusion Limited 3 IG Petrochemicals Limited 4 L&T Investment Management Limited 5 Escorts Limited 6 Dotex International Limited 7 UTI Retirement Solutions Limited 8 Vastu Housing Finance Corporation Limited	1 Aditya Birla Money Limited 2 Aditya Birla Renewables Limited 3 Aditya Birla Solar Limited 4 Birla Sun Life Insurance Company Limited 5 Aditya Birla Renewables SPV1 Limited 6 Grasim Bhiwani Textiles Limited



**Notice**

**Aditya Birla Capital Limited**  
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**Route Map of the Venue - Indian Rayon Compound, Veraval, Gujarat -**



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**Notice**

**Form MGT-11  
 PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and  
 Rule 19(3) of the Companies (Management and Administration) Rules 2014)

**CIN** : U67120GJ2007PLC058890  
**Name of the Company** : **Aditya Birla Capital Limited**  
**(Formerly known as Aditya Birla Financial Services Limited)**  
**Registered office** : **Indian Rayon Compound, Veraval, Gujarat - 362266**

<b>Name of the Member(s)</b>
<b>Registered Address</b>
<b>Email ID</b>
<b>Folio No. / Client ID*</b>
<b>DP ID*</b>

*\*applicable in case of Shares held in electronic form.*

I/We, being the member(s) holding .....shares of the above named company, hereby appoint

1. Name :  
 Address :  
 Email ID :  
 Signature: ....., or failing him/her
2. Name :  
 Address :  
 Email ID :  
 Signature: ....., or failing him/her
3. Name :  
 Address :  
 Email ID :  
 Signature: .....,

as my/our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the Tenth Annual General Meeting of the Company, to be held on Wednesday, 19 July 2017 at 11.30 A.M at Indian Rayon Compound, Veraval - 362 266, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

## Notice

## Aditya Birla Capital Limited

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Resolution No.	Resolution(s)	Type of resolution	Vote (Optional, see Note 2), (Please mention no. of shares)	
			FOR	AGAINST
1(a)	Adoption of Audited standalone Financial Statements for the year ended 31 March 2017, and the Report(s) of Directors' and Auditors' thereon.	Ordinary		
1(b)	Adoption of Audited consolidated Financial Statements for the year ended 31 March 2017, and the Report of Auditors' thereon.	Ordinary		
2	Re- appointment of Mr. Shriram Jagetiya, Director retiring by rotation.	Ordinary		
3	Appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company.	Ordinary		
4	Appointment of Mr. Subhash Chandra Bhargava as an Independent Director.	Ordinary		
5	Appointment of Mrs. Vijayalakshmi Rajaram Iyer as an Independent Director.	Ordinary		
6	Appointment of Mr. Arun Kumar Adhikari as an Independent Director.	Ordinary		
7	Appointment of Mr. Puranam Hayagreeva Ravikumar as an Independent Director.	Ordinary		
8	Appointment of Mrs. Pinky Mehta as a Whole-time Director and Chief Financial Officer.	Special		
9	Approve keeping Index and Register of Members and other records, etc. at the office of Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agents, at Hyderabad.	Special		
10	Approve and Adopt the Aditya Birla Capital Limited Employee Stock Option Scheme 2017.	Special		
11	Approve the Extension of Benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including Managing and Whole-time Directors, of the Subsidiary Companies of the Company.	Special		

Signed this ..... day of .....2017

Signature of Member .....

Signature of Proxy holder(s) .....

Affix Revenue stamp

**Note :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference, if you leave the "for" or "against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

**ATTENDANCE SLIP**

Name, Registered Address and email id of the Member(s)	
DP ID *	
Client ID *	
Regd. Folio No.	
No. of Shares held	
*Applicable if shares are held in electronic form	

I certify that I am a registered Member/proxy/representative for the registered Member of the Company.

I hereby record my presence at the TENTH ANNUAL GENERAL MEETING of the Company on Wednesday, 19<sup>th</sup> July 2017, at 11.30 a.m. at Indian Rayon Compound, Veraval, Gujarat – 362266.

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**Member's/Proxy's/Representative's Signature**

Note: Please fill this Attendance Slip and hand it over at the ENTRANCE OF THE HALL.