

**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2023-24/JUNE/05

2 June 2023

**BSE Limited**Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001**Scrip Code: 540691****Scrip ID: ABCAPITAL****National Stock Exchange of India Ltd**Exchange Plaza, 5<sup>th</sup> Floor, Plot. C/1,  
G-Block, Bandra-Kurla Complex,  
Bandra (East),  
Mumbai 400 051**Symbol: ABCAPITAL**

Dear Sir/ Madam,

Sub: **Notice of the Extra-Ordinary General Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Madam/ Sir,

This is further to our letter dated 1 June 2023, and pursuant to Regulation 30 of the SEBI Listing Regulations, please find attached herewith the Notice of the Extra-Ordinary General Meeting ("EGM") of the Company, scheduled to be held as under:

<b>Day and Date</b>	Saturday, 24 June 2023
<b>Time</b>	11:00 a.m.
<b>Mode</b>	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

The same is being dispatched electronically to those Members whose email IDs are registered with the Company / KFin Technologies Limited, Registrar and Transfer Agents of the Company and the Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited.

The Notice has also been uploaded on the Company's website and can be accessed at <https://www.adityabirlacapital.com/investor-relations/announcements-and-updates>.

The above is for your information and record.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited****Amber Gupta****Company Secretary & Compliance Officer**

Cc:

**Luxembourg Stock Exchange  
Market & Surveillance Dept.,**  
P.O. Box 165, L-2011 Luxembourg,  
Grand Duchy of Luxembourg**Citi Bank N.A.**  
Depositary Receipt Services  
388 Greenwich Street  
14<sup>th</sup> Floor, New York,  
NY 10013**Citi Bank N.A. Custodial Services**  
FIFC, 11<sup>th</sup> Floor, C-54 & 55, G Block  
Bandra Kurla Complex  
Bandra (East), Mumbai 400 051**Listing Agent**  
Banque Internationale à Luxembourg SA  
69 route d'Esch  
L - 2953 Luxembourg  
Grand Duchy of Luxembourg**Aditya Birla Capital Ltd.**One World Centre, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound,  
841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013  
+91 22 4356 7000 | (F) +91 22 4356 7111  
[abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) | [www.adityabirlacapital.com](http://www.adityabirlacapital.com)**Registered Office**Indian Rayon Compound, Veraval- 362 266, Gujarat  
+91 2876 243257  
CIN L67120GJ2007PLC058890

CIN: L67120GJ2007PLC058890

Registered Office: Indian Rayon Compound, Veraval - 362 266, Gujarat Tel: +91 2876 243257 Fax: +91 2876 243220

Corporate Office: One World Centre, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

Tel: +91 22 4356 7000, Fax: +91 22 4356 7111 Email: abc.secretarial@adityabirlacapital.com Website: www.adityabirlacapital.com

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“Meeting”) of the shareholders (“Members”) of Aditya Birla Capital Limited (“Company”) will be held on **Saturday, 24<sup>th</sup> June, 2023 at 11.00 a.m.** (Indian Standard Time) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following special business:

### 1. **ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 1,250 CRORE**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the equity shares having face value of Rs. 10/- each of the Company (“**Equity Shares**”) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, each as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”), the Reserve Bank of India Master Directions on Foreign

Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India, Government of India, Stock Exchanges and / or any other competent authorities (herein referred to as “**Applicable Regulatory Authorities**”), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, in accordance with **Chapter V** of the SEBI ICDR Regulations and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) in its absolute discretion, may think fit and without requiring any further approval or consent from the Members in the manner provided hereunder, the consent of the shareholders of the Company (“**Members**”) be and is hereby accorded to the Board to create, offer, issue and allot:

- a) 6,05,69,351 (Six Crore Five Lakh Sixty Nine Thousand Three Hundred and Fifty One Only) fully paid-up Equity Shares, at a price of Rs. 165.10 (Rupees One Hundred Sixty Five and Paise Ten Only) per Equity Share including a premium of Rs. 155.10 (Rupees One Hundred Fifty Five and Paise Ten Only) per Equity Share, for an aggregate cash consideration not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore Only), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment on a private placement basis to Grasim Industries Limited (the “**Promoter**”); and
- b) 1,51,42,337 (One Crore Fifty One Lakh Forty Two Thousand Three Hundred and Thirty Seven Only)

fully paid-up Equity Shares, at a price of Rs. 165.10 (Rupees One Hundred Sixty Five and Paise Ten Only) per Equity Share including a premium of Rs. 155.10 (Rupees One Hundred Fifty Five and Paise Ten Only) per Equity Share, for an aggregate cash consideration not exceeding Rs. 250 Crore (Rupees Two Hundred and Fifty Crore Only), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment on a private placement basis to Surya Kiran Investments Pte Limited, member of the Promoter Group of the Company (the “**Promoter Group**”).

(collectively, the “**Proposed Allottees**” and such issue, the “**Preferential Issue**”)

“**RESOLVED FURTHER THAT** the Equity Shares of the Company being created, offered, issued and allotted to the Proposed Allottees by way of Preferential Issue on a private placement basis shall, *inter-alia*, be subject to the following:

- a) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration only and the consideration for the Preferential Issue shall be fully payable on or before the date of the allotment of the Equity Shares;
- b) Monies received by the Company from the Proposed Allottees for subscription of the Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the Notice of the Extra-Ordinary General Meeting given to the Members;
- c) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (Fifteen) days from the date of the resolution passed by the Members of the Company, provided that if any approval or permission for allotment is pending by any regulatory authority/ Stock Exchanges/ the Government of India, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission;
- d) The Equity Shares to be offered, issued and allotted shall rank *pari passu* with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- e) The “Relevant Date” for the Preferential Issue,

for determination of the price for the issue of Equity Shares as per the SEBI ICDR Regulations, is 25<sup>th</sup> May, 2023, being 30 (Thirty) days prior to the date of the Extra-Ordinary General Meeting for approving this Preferential Issue scheduled to be held on 24<sup>th</sup> June, 2023;

- f) The Equity Shares to be created, offered, issued and allotted to the Proposed Allottees shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations; and
- g) The Equity Shares so offered, issued and allotted to the Proposed Allottees will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Allotment, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment, apply to Stock Exchanges for obtaining of listing and trading approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient

for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the Preferential Issue.”

## **2. ISSUANCE OF SECURITIES FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 1,750 CRORE**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the equity shares having face value of Rs. 10/- each of the Company (“**Equity Shares**”) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and, the current Consolidated FDI

Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India, Government of India, Stock Exchanges and / or any other competent authorities (herein referred to as “**Applicable Regulatory Authorities**”), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, (which term shall be deemed to include any Committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up Equity Shares, Global depository receipts (“**GDRs**”), American depository receipts (“**ADRs**”), foreign currency convertible bonds (“**FCCBs**”), and/or any securities convertible or exchangeable into Equity Shares, including but not limited to preference shares, convertible debentures (compulsory and/or optionally, fully and/or partly), non-convertible debentures (“**NCDs**”), or convertible securities other than warrants, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, and/or any combination of any of the aforementioned securities, secured/un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies (all of which are hereinafter collectively referred to as “**Securities**”), from time to time, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/or domestic offerings, in one or more foreign markets and/or domestic markets, and/or one or more issuances simultaneously or collectively or otherwise through one or more public issue(s) or qualified

institutions placement (“**QIP**”) pursuant to Chapter VI of SEBI ICDR Regulations, and/or any combination thereof or any other method as may be permitted under applicable laws, in the course of domestic or international offerings, through issue of prospectus, and/or preliminary placement document, placement document and/or other permissible/requisite offer documents to any eligible person including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, body corporates, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively, called the “**Investors**”), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate consideration of not exceeding Rs. 1,750 Crore (Rupees One Thousand Seven Hundred and Fifty Crore only) or an equivalent thereof in any foreign currency (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner with authority to retain oversubscription up to such percentage as may be and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed, as the Board in its absolute discretion may deem fit and appropriate and without requiring any further approval or consent from the Members.”

**“RESOLVED FURTHER THAT** if the Company proposes to issue and allot the Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) the allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations (“**QIBs**”);
- (b) the allotment of the Equity Shares, or any combination of Securities, as may be decided by the Board, shall be completed within 365 days from the date of passing of this special resolution or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/or applicable and relevant laws/guidelines, from time to time;
- (c) the Securities allotted shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- (d) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (e) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (f) any issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price;
- (g) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
- (h) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to Rs. 250 Crore) or five (in case the issue size is more than Rs. 250 Crore), as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
- (i) no partly paid-up Equity Shares or other Securities shall be issued/allotted;
- (j) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations; and

- (k) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.”

**“RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued pursuant to a further public offer in accordance with the SEBI ICDR Regulations, it will be undertaken at a price to be determined by the Company in consultation with the book running lead managers appointed for the issuance, through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with applicable laws, at par or at such premium or discount per Equity Share as permitted under applicable laws and as may be fixed and determined by the Company in consultation with the book running lead managers in accordance with the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014, as amended and other applicable pricing provisions issued by the Ministry of Finance.”

**“RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance.”

**“RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- b) the Securities to be created, offered, issued and allotted in terms of this resolution (including issuance of the Equity Shares pursuant to the conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank *pari passu* in all respects including entitlement to dividend, with the existing Securities of the Company, as may be provided under the terms of issue and in accordance with the Offer Document(s); and
- c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights

issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Applicable Regulatory Authorities including any conditions as may be prescribed in granting such approval or permissions by such Applicable Regulatory Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto with the Applicable Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the **“Transaction Documents”**) (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or

ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds, appointment of intermediaries, open and close the period of subscription of the offering, number of Securities to be allotted in each tranche, issue price (including premium/discount on issue/conversion of the Securities, if any), rate of interest and all other terms and conditions of the Securities, authorizing Director(s) or Key Managerial Personnel or any other officer of the Company for signing of declarations, file any necessary forms with the Applicable Regulatory Authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such offering.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating

agencies, monitoring agency(ies), debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorise Director(s) or Key Managerial Personnel or any other officer of the Company to enter into and to execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any Committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering.”

By order of the Board of Directors  
For **Aditya Birla Capital Limited**

**Date: 1<sup>st</sup> June, 2023**  
**Place: Mumbai**

**Amber Gupta**  
**Company Secretary**  
**A14091**

## NOTES FOR MEMBERS' ATTENTION:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, setting out all the material facts relating to the Resolutions contained in this Notice convening Extra-Ordinary General Meeting ("EOGM") dated 1<sup>st</sup> June, 2023, is annexed hereto.
2. In accordance with the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/ 2020 dated 13<sup>th</sup> April, 2020, Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 10/ 2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May 2022 and General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), Government of India ("MCA Circulars") and the circulars issued by Securities Exchange Board of India ("SEBI") in this regard, (collectively referred to as "relevant Circulars") this EOGM is being held through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members.

The deemed venue for the EOGM shall be the Registered Office of the Company i.e. Indian Rayon Compound, Veraval - 362 266, Gujarat.

3. The Company has appointed M/s KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("KFinTech"), Registrar and Transfer Agents ("RTA") of the Company, to provide VC/ OAVM facility for the EOGM, the attendant enablers for conducting the EOGM and other facilities for the conduct of the EOGM and for the resolutions proposed to be passed at the EOGM. Please refer the section "Procedure for joining the EOGM through VC/ OAVM" of this Notice for more information.
4. Since this EOGM is being held through VC / OAVM, pursuant to the MCA Circulars:
  - a. Members can attend the EOGM through login credentials provided to them to connect to VC/ OAVM. Physical attendance of the Members at the EOGM venue is not required and accordingly attendance slip is not annexed to this Notice.
  - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is not annexed to this Notice.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
5. Since the EOGM will be held through VC/ OAVM, the route map of the venue of the EOGM is not annexed hereto.
6. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.

7. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the EOGM by electronic means ("e-Voting") and the business may be transacted through e-Voting services facilitated by KFinTech. Members shall have the option to vote electronically either before the EOGM ("remote e-Voting") or during the EOGM. More details provided under the section "Procedure and instructions for remote E-Voting and E-Voting during the EOGM" of this Notice.
8. Corporate/ Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc., authorizing its representative to attend the EOGM through VC/ OAVM on its behalf and to cast its vote through e-Voting, to the Scrutinizer at e-mail id: [scrutinizer.abcl@kfintech.com](mailto:scrutinizer.abcl@kfintech.com) with a copy marked to [evoting.abcl@kfintech.com](mailto:evoting.abcl@kfintech.com) with the subject line "**Aditya Birla Capital Limited – EOGM 2023**". They are also requested to upload the same in the e-Voting module in their login. The scanned image of the above mentioned documents should be in the naming format "**Aditya Birla Capital Limited\_ EVENT NO.**"

### DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:

Pursuant to the relevant Circulars, Notice of the EOGM is being sent only through electronic mode to those Members whose email address is registered with the Company/ National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"). Members may note that the Notice is also available on the Company's website at <https://www.adityabirlacapital.com/investor-relations>, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Company's RTA, KFinTech at <https://evoting.kfintech.com/>.

Members who have not yet registered their e-mail address may register the same as under:

- i. Members holding shares in physical mode are requested to register/ update their e-mail address and other KYC details, if applicable, by sending request at M/s KFin Technologies Limited, Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 along with Form ISR-1 and other relevant forms and documents. The format of Form ISR-1 is available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/>.

- ii. Members holding shares in dematerialised mode are requested to register/ update their e-mail address(es) with the Depository Participant(s) with whom they maintain their demat accounts.

**B. PROCEDURE FOR JOINING THE EOGM THROUGH VC / OAVM:**

1. Members will be able to attend the EOGM through VC/ OAVM at <https://emeetings.kfintech.com> by using their e-Voting login credentials.
2. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the EOGM Notice.
3. Members may join the EOGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 a.m. (Indian Standard Time) i.e. 30 minutes before the time scheduled for start of the EOGM and shall be kept open throughout the proceedings of the EOGM.
4. Members may note that the VC/ OAVM Facility, provided by KFinTech, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the EOGM without any restriction on account of first-come-first-served principle. Institutional Members are encouraged to participate at the EOGM through VC/ OAVM and vote thereat.
5. Attendance of the Members participating in the EOGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
7. Members are requested to use the Internet with good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Members will be required to grant access to camera and microphone to enable two-way video conferencing.

9. Members who would like to express their views or ask questions during the EOGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from **Monday, 19<sup>th</sup> June, 2023 to Wednesday, 21<sup>st</sup> June, 2023**. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EOGM.
10. Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/ views/ questions in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window will close at **3.00 p.m. (Indian Standard Time) on Wednesday, 21<sup>st</sup> June, 2023**.
11. Members who need assistance before or during the EOGM, can view the instructions at <https://emeetings.kfintech.com/video/howitworks.aspx> or contact KFinTech on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID/ Folio no. and E-Voting Event Number in all your communications.
12. In case of joint holders attending the EOGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members may note that pursuant to MCA Circulars, the Company has enabled a process for the limited purpose of receiving the Notice for the EOGM (including remote e-Voting instructions) electronically, and Members may temporarily update their email address by accessing the link [www.adityabirlacapital.com/investor-relations/shareholder-centre](http://www.adityabirlacapital.com/investor-relations/shareholder-centre).
14. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). In case they are already registered with KFinTech for remote e-Voting, they can use their existing User ID and password for voting.

**C. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE EOGM:**

1. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email address is provided in the instructions given below.

2. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting:	<b>9:00 a.m. (IST) on Wednesday, 21<sup>st</sup> June, 2023</b>
End of remote e-Voting:	<b>5:00 p.m. (IST) on Friday, 23<sup>rd</sup> June, 2023</b>

3. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
4. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the **cut-off date, i.e., Saturday, 17<sup>th</sup> June, 2023.**
5. The Board of Directors of the Company has appointed Mr. Omkar Dindokar (ACS No.: 43029/ COP No.: 24580 in his failure, Mrs. Deepti Kulkarni (ACS No.: 34733/ COP No.: 22502), from M/s MMJB & Associates LLP, Company Secretaries and/ or failing them Mr. Dilip Bharadiya (FCS No.:7956/ COP No.:6740), from M/s Dilip Bharadiya & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the entire e-Voting during the EOGM and remote e-Voting process in a fair and transparent manner.
6. Information and instructions for e-Voting during the EOGM (Insta Poll): Facility to cast vote during the EOGM will be made available on the Video Conferencing screen and will be activated once the voting is announced at the EOGM.
7. A Member can opt for only single mode of voting per EVENT, i.e., through remote e-Voting or e-Voting during

the EOGM (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-Voting shall prevail and vote(s) cast during the EOGM shall be treated as "INVALID".

8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as e-Voting during the EOGM. A person who is not a Member as on the cut-off date, should treat the Notice for information purpose only.
9. As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9<sup>th</sup> December 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ DPs without having to register again with the e-Voting service provider ("ESP") i.e. KFinTech. The procedure to login and access remote e-Voting, as devised by the Depositories/ Depository Participant(s), is given below:

Login method and steps for remote e-Voting and for participating and e-Voting during the EOGM:

**Step 1 :** Access to Depositories e-Voting system in case of individual Members holding shares in demat mode.





**Step 2 :** Access to KFinTech e-Voting system in case of Members holding shares in physical and non-individual Members in demat mode.

**Step 3 :** Access to join the EOGM through VC/ OAVM on KFinTech system and to participate and casting vote during the meeting.

**DETAILS ON STEP 1 ARE MENTIONED BELOW:**

**I) Login for remote e-Voting for Individual shareholders holding equity shares in demat mode.**

Type of Member	Login Method
<b>Individual Members holding equity shares in demat mode with NSDL</b>	<p><b>A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <p>i) Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. Thereafter enter the existing user id and password.</p> <p>iii) After successful authentication, Members will be able to see e-Voting services under 'Value Added Services'. Please click on "Access to e-Voting" under e-Voting services.</p> <p>iv) Click on Company name i.e. 'Aditya Birla Capital Limited' or e-Voting service provider i.e. KFinTech.</p> <p>v) Members will be re-directed to KFinTech's website for casting their vote during the remote e-Voting period and e-Voting during the EOGM.</p> <p><b>B. Users not registered under IDeAS e-Services:</b></p> <p>i) Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</p> <p>ii) Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>

Type of Member	Login Method
	<p>iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <p>i) Visit the e-Voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</p> <p>ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</p> <p>iii) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</p> <p>iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-Voting page.</p> <p>v) Click on company name i.e. Aditya Birla Capital Limited or e-Voting service provider name i.e. KFinTech after which the Member will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period and e-Voting during the EOGM.</p> <p>vi) Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p><b>Individual Members holding equity shares in demat mode with CDSL</b></p>	<p><b>A. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-Voting Menu.</p> <p>vi. The Menu will have links of KFinTech e-Voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication.</p> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <p>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-Voting link available against the name of the Company, viz. ‘Aditya Birla Capital Limited’ or select KFinTech.</p>

Type of Member	Login Method
	v. Members will be re-directed to the e-Voting page of KFinTech to cast their vote without any further authentication
<b>Individual Members (holding equity shares in demat mode) logging through their DPs</b>	i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-Voting facility. ii. Once logged-in, Members will be able to view e-Voting option. iii. Upon clicking on e-Voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-Voting feature. iv. Click on options available against Aditya Birla Capital Limited or KFinTech. v. Members will be redirected to e-Voting website of KFinTech for casting their vote during the remote e-Voting period without any further authentication.

*Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

**Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:**

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free number: 1800 1020 990 and 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 022- 23058738 or 022-23058542-43

**DETAILS ON STEP 2 ARE MENTIONED BELOW:**

**II) Login method for remote e-Voting for Members other than Individual’s holding shares in demat mode and Members holding equity shares in physical mode.**

**(A) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), User ID and Password.**

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-Voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system

will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the “EVEN” i.e., “Aditya Birla Capital Limited - EOGM” and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off Date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed the total shareholding of the Member as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio/ demat account.
- ix. Voting has to be done for each item of the notice

separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.

- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) **Members whose email IDs are not registered with the Company/ DPs and consequently the Notice of EOGM and e-Voting instructions cannot be serviced, will have to follow the following process:**
- i. Members who have not registered their email address, thereby not being in receipt of the Notice of EOGM and e-Voting instructions, may temporarily submit their email address and mobile number with KFinTech by following the below steps:
    - (a) Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
    - (b) Select the company name i.e. Aditya Birla Capital Limited.
    - (c) Select the Holding type from the drop down i.e. – NSDL / CDSL / Physical.
    - (d) Enter DP ID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
    - (e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
    - (f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
    - (g) Enter the email address and mobile number.
    - (h) System will validate DP ID – Client ID / Folio number and PAN / share certificate number, as the case may be, and send OTP at the registered mobile number as well as email address for validation.
    - (i) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
    - (j) The Notice and e-Voting instructions along with the User ID and Password will be sent on the email address updated by the member.

(k) Please note that in case the shares are held in demat form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-Voting instructions along with the User ID and password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the EOGM Notice and e-Voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- iii. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EOGM and the e-Voting instructions.
- iv. After receiving the e-Voting instructions, please follow all the above steps to cast your vote by electronic means

#### **DETAILS ON STEP 3 ARE MENTIONED BELOW:**

#### **III) Instructions for Members for attending the EOGM of the Company through VC/ OAVM and e-Voting during the EOGM:**

- i. Members will be able to attend the EOGM through VC/ OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-Voting login credentials provided in the email received from the Company/ KFinTech.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-Voting or have forgotten the same may retrieve them by following the remote e-Voting instructions mentioned above.

#### **E-Voting during the EOGM:**

- i. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the Chairperson during the EOGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- ii. Those Members who are present in the Meeting through VC/ OAVM and have not cast their vote on resolutions

through remote e-Voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-Voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

**In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).**

**Contact details for addressing e-Voting grievances:**

Mr. Ganesh Chandra Patro, Assistant Vice President, M/s KFin Technologies Limited, Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Phone No.: + 91 40 6716 1630 Toll-free No.: 1800-309-4001 E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

**Other Instructions:**

- i. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of EOGM and holding shares as of the cut-off date may obtain the User ID and Password in the manner as mentioned below:
  - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space>E-Voting Event Number + Folio No. or DP ID Client ID to +91 9212993399  
Example for NSDL : MYEPWD<SPACE>IN12345612345678  
Example for CDSL : MYEPWD<SPAC E>1402345612345678  
Example for Physical: MYEPWD<SPACE>XXX1234567890
  - b. If email ID of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Members may call KFinTech toll free number 1800 309 4001.
  - d. Members may send an email request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFinTech e-Voting platform then such Member can use his/ her existing User ID and password for casting the vote through remote e-Voting.

**OTHER INFORMATION**

1. Relevant documents referred to in this EOGM Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice

up to 5:00 p.m. (IST) on the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail to [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) with the subject line "Aditya Birla Capital Limited – EOGM 2023".

2. During the EOGM, the Chairperson shall, after response to the questions raised by the Members in advance or as a speaker at the EOGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the EOGM and announce the start of the casting of vote through the e-Voting system.
3. The Scrutinizer shall, after the conclusion of e-Voting at the EOGM, scrutinize the votes cast at the EOGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or to any other person authorised by the Board, who shall counter-sign the same and declare the result of the voting forthwith. The result of e-Voting will be declared within two working days of the conclusion of the EOGM i.e. on or before 27<sup>th</sup> June, 2023 and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: [www.adityabirlacapital.com](http://www.adityabirlacapital.com) and on the website of KFinTech at: <https://evoting.kfintech.com> and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depositary Shares of the Company are listed. The Scrutinizer's decision on the validity of the vote shall be final and binding. The results shall also be displayed on the notice board at the Registered Office & the Corporate Office of the Company for at least three days
4. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the EOGM, i.e., Saturday, 24<sup>th</sup> June, 2023.
5. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular dated 25<sup>th</sup> January 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests, the format of which is available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/>. Further, to eliminate all risks associated with physical shares and for ease of portfolio management and improved liquidity, Members

holding equity shares in physical form are requested to consider converting their holdings to demat mode.

6. SEBI vide its circular dated 3<sup>rd</sup> November 2021 has mandated registration of PAN, KYC details and Nomination, by the holders of physical securities. Therefore, Members holding shares in physical form are requested to promptly notify in writing in Form ISR- 1 for any change in their address, details relating to nomination, e-mail address, change or updation of bank mandate, mobile number etc. alongwith the supporting documents to KFinTech physically or by email at the address mentioned below:

KFin Technologies Limited

Unit: Aditya Birla Capital Limited.

Selenium Building, Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Serilingampally  
Hyderabad – 500 032

Tel: +91 40 6716 1611

Toll Free no- 1800-309-4001

E-mail Id - [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

7. Members who are holding physical shares in identical order of names in more than one folio are requested to send to KFinTech, the details of such folios together with the share certificates and requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

8. Members holding shares in electronic form are requested to provide their e-mail address, details relating to nomination, mobile number and bank details to their DPs, in case the same are not updated.
9. Non-resident Indian Members are requested to inform the Company or KFinTech or to the concerned DPs, as the case may be, immediately:
  - (a) the change in the residential status on return to India for permanent settlement;
  - (b) the particulars of the NRE /NRO Account with a Bank in India, if not furnished earlier.
10. For any queries relating to the EOGM, Members can write to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) with the subject line “**Aditya Birla Capital Limited – EOGM 2023**”.

By order of the Board of Directors  
For **Aditya Birla Capital Limited**

**Date: 1<sup>st</sup> June, 2023**  
**Place: Mumbai**

**Amber Gupta**  
**Company Secretary**  
**A14091**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED 1ST JUNE 2023**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Notice.

### **Item No. 1:**

Pursuant to the resolutions passed by the Board, in its meetings dated 11<sup>th</sup> May, 2023 and 1<sup>st</sup> June, 2023, the Board has approved the creation, offer, issue and allotment of:

- a) 6,05,69,351 (Six Crore Five Lakh Sixty Nine Thousand Three Hundred and Fifty One Only) fully paid-up Equity Shares having face value of Rs. 10/- each, at a price of Rs. 165.10 (Rupees One Hundred Sixty Five and Paise Ten Only) per Equity Share including a premium of Rs. 155.10 (Rupees One Hundred Fifty Five and Paise Ten Only) per Equity Share, for an aggregate cash consideration not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore Only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), by way of preferential allotment on a private placement basis to Grasim Industries Limited (the “**Promoter**”); and
- b) 1,51,42,337 (One Crore Fifty One Lakh Forty Two Thousand Three Hundred and Thirty Seven Only) fully paid-up Equity Shares having face value of Rs. 10/- each, at a price of Rs. 165.10 (Rupees One Hundred Sixty Five and Paise Ten Only) per Equity Share including a premium of Rs. 155.10 (Rupees One Hundred Fifty Five and Paise Ten Only) per Equity Share, for an aggregate cash consideration not exceeding Rs. 250 Crore (Rupees Two Hundred and Fifty Crore), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment on a private placement basis to Surya Kiran Investments Pte Limited, member of the Promoter Group of the Company (the “**Promoter Group**”).

(collectively, the “**Proposed Allottees**” and such issue, the “**Preferential Issue**”)

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act are set out below:

#### **(a) Object(s) of the Preferential Issue:**

The Company shall utilise at least 75% of the proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) (“**Net Proceeds**”) for meeting the funding requirements and growth objectives of the Company including augmentation of the capital base, improving solvency margin, leverage ratio

and meeting growth and funding requirements based on the business opportunities across the subsidiaries/ associates/joint ventures of the Company, as applicable, engaged in the businesses of non-banking finance, housing finance, life insurance, health insurance, asset reconstruction, payments and distribution business and to make investments in technology, IT infrastructure and digital offering platforms, through investment in subsidiaries/associates/joint ventures of the Company, as applicable, by way of debt or equity, or any other instrument or a combination thereof, in such a manner and proportion as may be decided by the Board from time to time, in accordance with the applicable laws.

The amount stated for the objects above shall not be added to the general corporate purposes, which shall not exceed 25% of the Net Proceeds and may be utilized for, *inter alia*, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint ventures/associates of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws.

The Net Proceeds shall be utilised in the manner as specified above, prior to the end of fiscal year 2026.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the Preferential Issue, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in rescheduling the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 issued by RBI and the Investment Policy of the Company.

#### **(b) Maximum Number of Equity Shares to be offered:**

The Company proposes to offer, issue and allot in aggregate of up to 7,57,11,688 Equity Shares, in the manner approved by the Board.

#### **(c) Issue Price and Relevant Date**

The Equity Shares in the Preferential Issue shall be

allotted at a price of Rs. 165.10 (Rupees One Hundred Sixty Five and Paise Ten Only) per Equity Share including a premium of Rs. 155.10 (Rupees One Hundred Fifty Five and Paise Ten Only) per Equity Share, determined in accordance with the relevant provisions of Chapter V of the SEBI ICDR Regulations considering the Relevant Date as 25<sup>th</sup> May, 2023 i.e., being the date 30 days prior to the date of the Extra-Ordinary General Meeting for approving this Preferential Issue scheduled to be held on 24<sup>th</sup> June, 2023 (“**Relevant Date**”).

**(d) Basis on which price has been arrived at:**

The Equity Shares of the Company are listed on Stock Exchanges, i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and are frequently traded in accordance with the SEBI ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date i.e. 25<sup>th</sup> May, 2023, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of Chapter V of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 165.09 per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 165.10 (Rupees One Hundred Sixty Five and Paise Ten Only) per Equity Share including a premium of Rs. 155.10 (Rupees One Hundred Fifty Five and Paise Ten Only) per Equity Share, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The certificate from M/s Mukund M. Chitale & Co., Chartered Accountants, certifying the computation of price in accordance with Chapter V of SEBI ICDR Regulations is available on the Company’s website at link: <https://www.adityabirlacapital.com/investor-relations/announcements-and-updates>.

**(h) Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Particulars	Pre-Preferential Issue Shareholding (as of 26 <sup>th</sup> May 2023)		Post-Preferential Issue Shareholding (after allotment of equity shares)	
		No.	%	No.	%
<b>A</b>	<b>Promoter/ Promoter Group Holding’s</b>				
	Individual	12,19,624	0.05	12,19,624	0.05
	Bodies Corporate (incl. GDR)	1,71,61,23,571	70.95	1,79,18,35,259	71.83
	<b>Sub Total Promoter/ Promoter Group (A)</b>	<b>1,71,73,43,195</b>	<b>71.00</b>	<b>1,79,30,54,883</b>	<b>71.88</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
	Mutual Funds	2,97,80,819	1.23	2,97,80,819	1.19
	Alternate Investment Funds	10,16,28,229	4.20	10,16,28,229	4.07
	Foreign Portfolio Investors/ Foreign Institutional Investors	7,93,19,181	3.28	7,93,19,181	3.18
	Financial Institutions/ Banks/ QIB	12,13,684	0.05	12,13,684	0.05

**(e) Intention of Promoters / Directors / Key Managerial Personnel/ Senior Management of the Company to subscribe to the Preferential Issue:**

The Company has received a letter of intent from Grasim Industries Limited, the Promoter of the Company, indicating its intention to subscribe to the Preferential Issue. Additionally, the Company has also received letter of intent from Surya Kiran Investments Pte Limited, member of the Promoter Group of the Company, indicating its intention to subscribe to the Preferential Issue.

None of the Directors or Key Managerial Personnel or Senior Management Personnel or their relatives intend to subscribe to the Preferential Issue.

**(f) The name of the Proposed Allottees and the percentage of shareholding post allotment:**

Sr. No.	Name of the Proposed Allottees	% shareholding post allotment
<b>A)</b>	<b>Category: Promoter- Bodies Corporate</b>	
1.	Grasim Industries Limited	54.91%
<b>B)</b>	<b>Category: Members of the Promoter Group of the Company</b>	
2.	Surya Kiran Investments Pte Limited	1.51%

**(g) Proposed time within which the Preferential Issue shall be completed**

The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing of this resolution or where the approval of any statutory or regulatory authority is pending or required, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

Sr. No.	Particulars	Pre-Preferential Issue Shareholding (as of 26 <sup>th</sup> May 2023)		Post-Preferential Issue Shareholding (after allotment of equity shares)	
		No.	%	No.	%
	<b>Category</b>				
	Insurance Companies	5,59,16,141	2.31	5,59,16,141	2.24
	Others: Foreign Bodies Corporate	10,00,00,000	4.13	10,00,00,000	4.01
<b>2.</b>	<b>Government of India</b>	13,049	0.00	13,049	0.00
<b>3.</b>	<b>Non-Institution:</b>				
	Bodies Corporate	5,40,56,498	2.23	5,40,56,498	2.17
	Directors and Relatives	2,96,562	0.01	2,96,562	0.01
	Indian Public	21,67,14,751	8.96	21,67,14,751	8.69
	Hindu Undivided Families	1,03,88,100	0.43	1,03,88,100	0.42
	Foreign Nationals, NRI – Repat and Non- Repat	1,09,75,268	0.45	1,09,75,268	0.44
	Clearing Members	20,037	0.00	20,037	0.00
	Trusts	15,85,179	0.07	15,85,179	0.06
	NBFCs	1,57,585	0.01	1,57,585	0.01
	Overseas Corporate Bodies	1,83,61,303	0.76	1,83,61,303	0.74
	Overseas Depositories (holding DRs) (balancing figure)	2,10,89,461	0.87	2,10,89,461	0.85
	<b>Sub Total (B)</b>	<b>70,15,15,847</b>	<b>29.00</b>	<b>70,15,15,847</b>	<b>28.12</b>
	<b>Grand Total (A+ B)</b>	<b>2,41,88,59,042</b>	<b>100.00</b>	<b>2,49,45,70,730</b>	<b>100.00</b>

**(i) Lock-in Requirements**

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

**(j) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees:**

Name of Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners	Percentage of pre-Preferential Allotment held	Percentage of post-Preferential Allotment capital to be held
<b>A) Category – Promoter</b>				
Grasim Industries Limited	Promoter	Grasim Industries Limited is a listed company with its equity shares listed on BSE Limited and National Stock Exchange of India Limited	54.13%	54.91%
<b>B) Category – Promoter Group</b>				
Surya Kiran Investments Pte Limited	Member of the Promoter Group	Mr. Kumar Mangalam Birla	0.93%	1.51%

**(k) Certificate from Practising Company Secretary:**

A certificate from M/s Dilip Bharadiya & Associates, Practising Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the Meeting and will also be made available on the Company's website and will be accessible at link: <https://www.adityabirlacapital.com/investor-relations/announcements-and-updates>.

**(l) Change in control, if any, in the Company that would occur consequent to the proposed issue:**

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees.

**(m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**  
Nil.

**(n) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Promoter and member of the Promoter Group of the Company.

**(o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as the Preferential Issue will be undertaken for cash consideration.

**(p) Undertakings:**

- i. Neither the Company nor its Promoter or Directors is a wilful defaulter or fraudulent borrower;
- ii. None of the Company's Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- iii. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;
- iv. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- v. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) governing re-computation of the price of shares, shall not be applicable;
- vi. In the event it is applicable, if the amount payable on account of the re-computation of the price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are Directors or Members.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for approval of the Members.

**Item No. 2:**

- (a) Particulars of the issuance of Securities:** In view of meeting funding requirements and growth objectives of the Company and its businesses, the Board of Directors at its Meeting held on 11<sup>th</sup> May 2023, approved raising of funds/ capital for an aggregate amount not exceeding Rs. 3,000 Crore (or its equivalent amount in foreign currency), *inter alia*, by way of issuance of Equity Shares, Global depository receipts, American depository receipts, foreign currency convertible bonds, and/or any securities convertible or exchangeable into Equity Shares, including but not limited to preference shares, convertible debentures (compulsory and/or optionally, fully and/or partly), non-convertible debentures, or convertible securities other than warrants, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, and/or any combination of any of the aforementioned securities, secured/un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies (all of which are hereinafter collectively referred to as "**Securities**"), from time to time, in one or more tranches, and/or one or more issuances simultaneously or collectively or otherwise through one or more public issue(s) or qualified institutions placement ("**QIP**") pursuant to Chapter VI of SEBI ICDR Regulations, and/or any combination thereof or any other method as may be permitted under applicable laws, in the course of domestic or international offerings, through issue of prospectus, and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible investors ("**Offering**"). The Securities are proposed to be listed on one or more of the Stock Exchanges where the Equity Shares are listed and the allotment of Securities would be subject to regulatory approvals, if any.
- (b) Amount of the Offering:** This Special Resolution enables the Board to issue Securities for an aggregate consideration not exceeding Rs. 1,750 Crore (One Thousand Seven Hundred and Fifty Crore Only) or its equivalent in any foreign currency.
- (c) Relevant Date:** In case of a QIP, the "Relevant Date" will be the date when the Board (including any Committee thereof) decides to open the Offering for subscription or any other date in accordance with applicable law. In case of other type of issuance, relevant date shall be as per applicable law.:
- (d) Objects of the offering:** The Company shall utilise at least 75% of the proceeds from the Offering (after adjustment of expenses related to the Offering, if any) ("**Net Proceeds**") for meeting the funding requirements and growth objectives of the Company including

augmentation of the capital base, improving solvency margin, leverage ratio and meeting growth and funding requirements based on the business opportunities across the subsidiaries/associates/joint ventures of the Company, as applicable, engaged in the businesses of non-banking finance, housing finance, life insurance, health insurance, asset reconstruction, payments and distribution business and to make investments in technology, IT infrastructure and digital offering platforms, through investment in subsidiaries/associates/joint ventures of the Company, as applicable, by way of debt or equity, or any other instrument or a combination thereof, in such a manner and proportion as may be decided by the Board from time to time, in accordance with the applicable laws.

The amount stated for the objects above shall not be added to the general corporate purposes, which shall not exceed 25% of the Net Proceeds and may be utilized for, *inter alia*, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint ventures/associates of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws. The Net Proceeds shall be utilised in the manner as specified above, prior to the end of fiscal year 2026.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the Offering, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in rescheduling the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Offering, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 issued by RBI and the Investment Policy of the Company.

- (e) **Basis or justification of pricing:** The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and other

applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, through either the book building mechanism (in case of a public offer) or a prescribed formula, as the case maybe.

- (f) **Interest of Promoter, Directors and Key Managerial Personnel:** If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.
- (g) **Schedule of the Offering:** The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

**Other material terms:**

- (h) The Equity Shares issued, if any, shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.
- (i) None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are Directors or Members.
- (j) As the Offering may result in the issue of Securities of the Company to investors who may or may not be Members of the Company, consent of the Members is being sought pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Board accordingly recommends the Special Resolution as set out in Item No. 2 of this Notice for approval of the Members.

By order of the Board of Directors  
For **Aditya Birla Capital Limited**

**Date: 1<sup>st</sup> June, 2023**  
**Place: Mumbai**

**Amber Gupta**  
**Company Secretary**  
**A14091**

**FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE EOGM FOR REFERENCE:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details of access</b>
1	Link for participation through Video Conferencing (VC) at the EOGM	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-Voting credentials and clicking on video conference
2	Link for posting EOGM queries and speaker registration and period of registration	<p><a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-Voting credentials and clicking on “post your queries” / “Speaker registration” as the case may be.</p> <p><b>Period of registration:</b> From Monday, 19<sup>th</sup> June, 2023 to Wednesday, 21<sup>st</sup> June, 2023</p>
3	Link for remote e-Voting	Members may refer to the instructions provided under “Procedure and Instructions” for E-Voting” section in the subsequent pages of this Notice
4	Username and password for VC	Members may attend the EOGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-Voting credentials. Please refer the instructions provided in the Notice
5	Helpline number for VC participation and e-Voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at <a href="mailto:emeetings@kfintech.com">emeetings@kfintech.com</a>
6	Cut-off date for e-Voting	Saturday, 17 <sup>th</sup> June, 2023
7	Time period for remote e-Voting	<p><b>Commencement of remote e-Voting:</b> 9.00 a.m. on Wednesday, 21<sup>st</sup> June, 2023</p> <p><b>End of remote e-Voting:</b> 5:00 p.m. on Friday, 23<sup>rd</sup> June, 2023</p>
8	Link for Members to update email ID	<p><b>Company’s website:</b> <a href="https://www.adityabirlacapital.com/investor-relations/shareholder-centre">https://www.adityabirlacapital.com/investor-relations/shareholder-centre</a></p> <p><b>KFintech website:</b> <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/</a></p>
9	Last date for publishing results of remote e-Voting and e-Voting during the EOGM	Tuesday, 27 <sup>th</sup> June, 2023
10	Registrar and Transfer Agent - Contact details	<p><b>M/s KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)</b></p> <p>Unit: Aditya Birla Capital Limited. Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad - 500 032</p> <p>Tel: +91 40 6716 1611 Toll Free no- 1800-309-4001 E-mail Id- <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a></p>
11	Aditya Birla Capital Limited - Contact details	<p><b>Corporate Office:</b> Aditya Birla Capital Limited, One World Centre, Tower I, 18<sup>th</sup> Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai- 400 013. Tel: +91 22 4356 7000 Email: <a href="mailto:abc.secretarial@adityabirlacapital.com">abc.secretarial@adityabirlacapital.com</a></p> <p><b>Registered Office:</b> Indian Rayon Compound, Veraval- 362 266, Gujarat Tel: +91 2876 243257</p>