

Ref: No. ABCL/SD/MUM/2022-23/MAR/10

27 March 2023

BSE Limited

1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 540691**Scrip ID: ABCAPITAL****National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor,
Plot. C/1, G-Block, Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Symbol: ABCAPITAL**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations")**

Dear Sir/ Madam,

Aditya Birla Capital Limited ("ABCL" or "the Company") continuously evaluates strategic opportunities for its businesses with the long-term objective of creating stakeholder value. In line with this, the Board of Directors of the Company at its meeting held today i.e. 27 March 2023, has approved the sale of its entire stake in Aditya Birla Insurance Brokers Limited ("ABIBL") (a non-material subsidiary of the Company) subject to requisite approvals.

Pursuant to Regulation 30 of the SEBI Listing Regulations, we would like to inform that the following matters of the Proposed Transaction have been approved at the above-mentioned Board Meeting:

- The sale of entire 25,65,103 equity shares of Rs. 10/- each, held by the Company (along with its nominees), representing 50.002% of the issued and paid-up share capital of ABIBL to Edme Services Private Limited ("Purchaser"). The Purchaser is part of the Samara Capital Group and an affiliate of Samara Alternate Investment Fund.
- The execution of a share purchase agreement ("SPA") between the Company, ABIBL, Infocyber India Private Limited ("Infocyber", the other shareholder of ABIBL) and the Purchaser, for sale of entire 100% of the issued and paid-up share capital of ABIBL to the Purchaser, including 25,64,897 equity shares of Rs. 10/- each held by Infocyber, representing the balance 49.998% of the issued and paid-up share capital of ABIBL ("Proposed Transaction"), at an enterprise value of Rs. 4,550,000,000 (Rupees Four Thousand Five Hundred and Fifty Million) on a cash free and debt free basis, and subject to closing adjustments on the terms set out in the SPA. Further, under the SPA, the Company and Infocyber may receive an additional consideration after completion of 5 (five) years from the closing which is conditional upon the fulfilment of certain conditions under the SPA. The Company shall be entitled to receive 50.002% of any consideration (including additional consideration) paid by the Purchaser in lieu of its acquisition of 100% of ABIBL's issued and paid-up share capital in accordance with the SPA.

Aditya Birla Capital Ltd.

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abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com

Registered Office

Indian Rayon Compound, Veraval- 362 266, Gujarat
+91 28762 45711
CIN L67120GJ2007PLC058890

The Proposed Transaction is subject to receipt of the approval of Insurance Regulatory and Development Authority of India (“IRDAI”) and other regulatory / statutory approvals and satisfaction of other conditions under the SPA. Upon completion of the Proposed Transaction, ABIBL shall cease to be a subsidiary of the Company.

Further details as required under Regulation 30 of SEBI Listing Regulations are enclosed as Annexure A.

This is for your information and dissemination on your website.

Thanking you,
Yours faithfully,
For **Aditya Birla Capital Limited**

Amber Gupta
Company Secretary & Compliance Officer
Encl.: As above

Cc:

Luxembourg Stock Exchange
Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg

Citi Bank N.A.
Depository Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013

Citi Bank N.A.
Custodial Services
FIFC, 11th 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

Annexure A
Details required to be disclosed under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Continuous Disclosure Requirements for Listed Entities

Particulars	Details
a) Name of the subsidiary	Aditya Birla Insurance Brokers Limited (“ABIBL”) (a non-material subsidiary of the Company)
b) the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Revenue contributed by ABIBL to the Company’s consolidated revenue in FY 2021-22 was Rs. 684.52 Crores and net worth (50.002% share) contributed was Rs. 64.85 Crores, aggregating to 3.08% and 0.42% of the Company’s consolidated revenue and net worth, respectively, for FY 2021-22.
c) date on which the agreement for sale has been entered into	27 March 2023
d) the expected date of completion of sale/ disposal	The Proposed Transaction is subject to the approval of Insurance Regulatory and Development Authority of India (‘IRDAI’) and other statutory / regulatory approvals and other conditions under the SPA. As per reasonable estimates, the Proposed Transaction is expected to be completed within 120 to 180 days from the execution of the SPA.
e) consideration received from such sale/ disposal	<p>The upfront consideration receivable on closing for sale of 100% of ABIBL’s issued and paid-up share capital is based on an enterprise value of Rs. 4,550,000,000 (Rupees Four Thousand Five Hundred and Fifty Million) on a cash free and debt free basis (subject to closing adjustments on the terms set out in the SPA).</p> <p>Further, under the SPA, the Company and Infocyper may receive an additional consideration after completion of 5 (five) years from the closing which is conditional upon the fulfilment of certain conditions under the SPA.</p> <p>The Company is entitled to receive 50.002% of any consideration (including additional consideration) paid by the Purchaser in lieu of its acquisition of 100% of ABIBL’s issued and paid-up share capital in accordance with the SPA.</p>



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f) brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/ group companies. If yes, details thereof	Edme Services Private Limited is part of Samara Capital Group and an affiliate of Samara Alternate Investment Fund. It does not belong to the promoter/ promoter group/ group companies.
g) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Not applicable, as the Proposed Transaction is not a related party transaction.
h) additionally, in case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale	Not Applicable.

For Aditya Birla Capital Limited

Amber Gupta
Company Secretary & Compliance Officer

Date: 27 March 2023