

Birla Group Holdings Private Limited

Regd. Office : Industry House, 159, Churchgate Reclamation, Mumbai - 400 020

CIN : U67120MH1980PTC023476

10.07.2019

1. BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001
- ✓ 2. National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
3. The Compliance Officer,
Aditya Birla Capital Limited
One Indiabulls Centre,
Tower 1, 18th floor
Jupiter Mills Compound,
841, Senapati Bapat Marg
Elphinstone Road,
Mumbai - 400 013

Dear Sirs,

**Sub: Disclosure under Regulation 29 (2) of Securities And Exchange Board of India
(Substantial Acquisition of Shares And Takeovers) Regulations, 2011**

We are a part of Promoter / Promoter Group/ PAC of Aditya Birla Capital Limited.

We hereby inform you that the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 09.05.2019 has approved the Scheme of Amalgamation amongst (i) Trapti Trading & Investments Private Limited, (ii) Turquoise Investments and Finance Private Limited, (iii) Gwalior Properties and Estates Private Limited, (iv) Seshasayee Properties Private Limited, (v) BGH Exim Private Limited and (vi) TGS Investment & Trade Private Limited (collectively known as 'Transferor Companies') with Birla Group Holdings Private Limited ('Transferee Company') and their respective shareholders.

Subsequently, we have obtained certified copy of the said Order on 10.06.2019.

We have filed the said Order with the ROC on 08.07.2019 and the said Scheme has become effective and consequently all the assets / liabilities of the Transferor Companies have stood transferred to and vested in Birla Group Holdings Private Limited (Transferee Company).



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Prior to the said vesting, the Transferor Companies were holding the following equity shares of Aditya Birla Capital Limited:

Sr. No.	Name of the Transferor Companies	No. of Equity shares held
1	Trapti Trading & Investments Private Limited	5,81,35,303 (2.64%)
2	Turquoise Investments and Finance Private Limited	5,89,67,770 (2.68%)
3	TGS Investment & Trade Private Limited	5,02,34,905 (2.28%)
	Total	16,73,37,978 (7.60%)

Thus, all the above 16,73,37,978 equity shares of Aditya Birla Capital Limited held by the aforesaid Transferor Companies have vested in us on 08.07.2019.

Accordingly, our holding of Equity Shares in Aditya Birla Capital Limited has increased from the existing 76,68,178 (0.35%) shares to 17,50,06,156 (7.95%) shares.

We enclose herewith the requisite disclosure under Regulation 29 (2) of Securities And Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2011 in the prescribed format duly filled in and signed for your reference, record and doing the needful in the matter.

Please acknowledge receipt.

Thanking you,

Yours faithfully,

For Birla Group Holdings Private Limited

(P. K. Jajodia)
Director

Encl: as above



DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Aditya Birla Capital Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Birla Group Holdings Private Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	76,68,178	0.35%	0.35%
b) Shares in the nature of encumbrance (pledge/ lien / non-disposal undertaking / others)	Nil	N.A.	N.A.
c) Voting rights (VR) otherwise than by shares	Nil	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	N.A.	N.A.
e) Total (a+b+c+d)	76,68,178	0.35%	0.35%
Details of acquisition/sale			
a) Shares carrying voting rights acquired / sold	16,73,37,978	7.60%	7.60%
b) VRs acquired / sold otherwise than by shares	Nil	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	N.A.	N.A.
d) Shares encumbered/ invoked / released by the acquirer	Nil	N.A.	N.A.
e) Total (a+b+c+/-d)	16,73,37,978	7.60%	7.60%



After the acquisition/sale, holding of:			
a) Shares carrying voting rights	17,50,06,156	7.95%	7.95%
b) Shares encumbered with the acquirer	Nil	N.A.	N.A.
c) VRs otherwise than by shares	Nil	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	N.A.	N.A.
e) Total (a+b+c+d)	17,50,06,156	7.95%	7.95%
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Vesting of equity shares pursuant to the Scheme of Amalgamation amongst Trapti Trading & Investments Private Limited, Turquoise Investments and Finance Private Limited, Gwalior Properties and Estates Private Limited, Seshasayee Properties Private Limited, BGH Exim Private Limited and TGS Investment & Trade Private Limited (collectively known as "Transferor Companies") with Birla Group Holdings Private Limited ("Transferee Company") and their respective shareholders sanctioned by the National Company Law Tribunal, Mumbai Bench vide its Order dated 09.05.2019 and filed with ROC on 08.07.2019.		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	08.07.2019.		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	No. of Equity Shares – 220,14,14,624 shares of Rs. 10/- each fully paid up Amount – Rs. 2201,41,46,240/-		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	No. of Equity Shares – 220,14,14,624 shares of Rs. 10/- each fully paid up Amount – Rs. 2201,41,46,240/-		
10. Total diluted share/voting capital of the TC after the said acquisition	No. of Equity Shares – 220,14,14,624 shares of Rs. 10/- each fully paid up Amount – Rs. 2201,41,46,240/-		

(*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing agreement.

(**) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.



Note 1: Total Promoter / Promoter Group Shareholding (including GDRs) before acquisition:
72.74%.

Note 2: Total Promoter / Promoter Group Shareholding (including GDRs) after acquisition:
72.74%.

For Birla Group Holdings Private Limited



(P. K. Jajodia)
Director

Place: Mumbai

Date: July 10, 2019

