

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 (1) 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 ("Scheme").

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



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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 (the Transferee Company).

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 (1) 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

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part –A- Details of the Acquisition

Name of the Target Company (TC)	Aditya Birla Capital Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Birla Group Holdings Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition 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 acquirer along with PACs 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 equity 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			
a) Shares carrying voting rights acquired	16,73,37,978	7.60%	7.60%
b) VRs acquired otherwise than by equity 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.	Nil	N.A.	N.A.
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	N.A.	N.A.
e) Total (a+b+c+/-d)	16,73,37,978	7.60%	7.60%



After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	17,50,06,156	7.95%	7.95%
b) VRs otherwise than by equity 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) after acquisition	Nil	N.A.	N.A.
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others).	Nil	N.A.	N.A.
e) Total (a+b+c+d)	17,50,06,156	7.95%	7.95%
Mode of acquisition (e.g. open 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.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	N.A.		
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	08.07.2019		
Equity share capital / total voting capital of the TC before 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/-		
Equity share capital/ total 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 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/-		



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%.

Part-B***

Name of the Target Company: Aditya Birla Capital Limited

Sr. No.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/Promoter group
1	Grasim Industries Limited	Yes
2	Birla Group Holdings Private Limited	Yes
3	Shri Kumar Manoj Birla	Yes
4	Shri Aditya Vikram Kumar Manoj Birla HUF	Yes
5	Smt. Rashree Birla	Yes
6	Smt. Neelam Birla	Yes
7	Smt. Vasavadatta Birla	Yes
8	Birla Consultants Limited	Yes
9	Birla Industrial Finance (India) Limited	Yes
10	Birla Industrial Investments India Limited	Yes
11	Birla Institute of Technologies & Science	Yes
12	ECE Industries Limited	Yes
13	Hindalco Industries Limited	Yes
14	IGH Holdings Private Limited	Yes
15	Pilani Investment & Industries Corporation Limited	Yes
16	Rajratna Holdings Private Limited	Yes
17	Renuka Investments & Finance Limited	Yes
18	Uman Commercial Company Private Limited	Yes
19	Vaibhav Holdings Private Limited	Yes
20	Vikram Holdings Private Limited	Yes
21	P T Indo Bharat Rajon	Yes
22	P T Sunrise Bumi Textiles	Yes
23	P T Elephant Textile Industries	Yes
24	Thai Rajon Public Company Limited	Yes
25	Sri Kiran Investments Pte. Limited	Yes



Note:

(*) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

For Birla Group Holdings Private Limited



(P. K. JAJODIA)
Director



Place: Mumbai

Date: 10.07.2019