

Ref: No. ABCL/SD/MUM/2025-26/APRIL/01

01 April 2025

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

Dear Sir/ Madam,

Sub: Intimation under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").**Ref: Effectiveness of the scheme of amalgamation ("Scheme") of Aditya Birla Finance Limited ("Amalgamating Company") (a wholly owned subsidiary of the Company) with the Company and their respective shareholders and creditors.**

We refer to our earlier disclosure letter dated 31 March 2025, informing that the Company had *inter alia* approved 01 April 2025 to be the 'Effective Date' of the Scheme, on which date the certified copy of the order dated 24 March 2025 of the National Company Law Tribunal, Ahmedabad bench ("NCLT") sanctioning the Scheme ("**Certified Order**") shall be filed with the Registrar of Companies ("**RoC**") Ahmedabad, Gujarat.

In this regard, please note that Aditya Birla Finance Limited ("ABFL-Amalgamating Company") and Aditya Birla Capital Limited ("ABCL-Amalgamated Company") have each filed the Certified Order vide Form INC-28 with the RoC on 01 April 2025, to make Clause 19 of the Scheme and consequently, entire Scheme effective.

In view of the aforesaid and by virtue of the provisions of the Scheme, *inter alia* the following outcomes arise:

- a) Pursuant to completion of all the conditions as prescribed under Clause 19 of the Scheme, the Scheme has been made effective today, i.e., 01 April 2025 (appointed date being 01 April 2024) and ABFL stand dissolved without being wound up in accordance with the terms of the Scheme.
- b) Pursuant to the effectiveness of the Scheme, the authorized share capital of ABCL has automatically stood increased on account of transfer to and amalgamation /combination of authorised capital of ABFL with the authorized share capital of ABCL. Accordingly, Clause V. of the Memorandum of Association (MoA) of ABCL, has stood replaced by the following Clause V:

"V(a). The Authorised Share Capital of the Company is Rs 6280,00,00,000 (Rupees Six Thousand Two Hundred and Eighty Crore) divided into 528,00,00,000 (Five Hundred and Twenty Eighty Crore) equity shares of Rs 10 (Rupees Ten) each, 100,00,00,000 (One Hundred Crore) preference shares of Rs 10 (Rupees Ten) each with power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the Articles of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of the Company and the legislative provisions for the time being in force."

- c) In accordance with clause 11.1 & 11.4 of the Scheme of Amalgamation, the Memorandum of Association ("MoA") and the Articles of Association ("AoA") of the Company has been altered. As a result, following clause nos. 3 to 9 of MOA and clause 86 & 123 in AoA have been incorporated. Extract of the relevant clauses is annexed herewith as **Annexure**.

The above is for your information, records and dissemination please.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**

Santosh Haldankar
Company Secretary & Compliance Officer
ACS 19201

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

Memorandum of Association (MOA)

3. *To finance industrial enterprises and to lend and advance money to such persons, firms or Companies and upon such terms and subject to such conditions as may seem expedient.*
4. *To carry on the business of an Investment Company and for that purpose to invest in, acquire, underwrite, subscribe for hold shares bonds stocks securities, debenture stocks issued or guaranteed by any Company constituted and carrying on business in India or elsewhere and Government, state dominions, sovereign, Central or Provincial commissioners, Port Trust, Public Body or authority, supreme, municipal, local or otherwise whether in India or elsewhere and to invest in land and building and other property of any tenure.*
5. *To promote industrial finance by way of advances, deposits or lend money, securities, and properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise, with or without security and on such terms as may be determined from time to time; and to carry on and undertake the business of finance, investment and trading hire-purchase, leasing and to finance lease of all kinds, purchasing, selling, hiring, or letting on hire all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing of all and every kind of description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles, or machinery, equipment, ships, aircraft, automobiles, computer and all consumer, commercial and industrial items and to lease or otherwise deal with any of them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and / or used.*
6. *To act as financial Consultants, Management Consultants, Lead Managers, Issue Advisors, Registrars and Transfer Agents, Brokers, Underwriters, Promoters, Dealers, Agents and to carry on the business of Share Broking and General Brokers and Service Providers for shares, debentures, debenture-stocks, bonds, units, obligations, securities, commodities and commodity derivatives, bullion currencies, trading, hedging and to provide a complete range of personal financial services like investment planning, estate planning, tax planning, consultancy / counselling service in various fields, general administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct or indirect taxation and other levies, statistical, accountancy, quality control, data processing, management information systems.*
7. *To provide and to deal in all kinds of financial documents like commercial paper, bills of exchange, hundis, I.O.U's, promissory notes, and other negotiable Instruments and securities including Bill discounting, etc.*
8. *To carry on the business of issuance and operation of various card products such as credit cards, prepaid cards, smart cards, charge cards, stores value cards, any other payment products such as travellers cheques – domestic / international, gift vouchers etc., of any form and kind and by whatever name called for use in India or any other country outside India and development of such business in India either on its own or in collaboration / partnership / association with other organizations – India or international, in compliance with the applicable regulations and subject to requisite regulatory approvals as may be required from time to time and to provide all services incidental thereto including but not limited to servicing thereby collecting, billing, insuring, guaranteeing, underwriting, entering into agreement (either individually or as a member) with merchant establishments (incorporate or not), managing and carrying out all actions as necessary or appropriate in connection therewith including payment products, loyalty and/or similar programs,*

swipe/point of sale machines, other terminals / peripherals or accessories including pin cards, authorization systems and software for the same.

9. *To carry on the business of selling, distribution, marketing as a Corporate Insurance agent and brokers, of all kinds of insurance products of various companies in various fields of insurance such as life, pension & employee benefits, health, fire, marine, cargo, marine hull, aviation, oil & energy, engineering accident, liability, motor vehicle, transit & other products of non-life insurance business and to carry on the business of insurance, re-insurance and risk management either directly or as an insurance agent, insurance broker or otherwise and provide advisory and consultancy services relating to insurance business.*

Articles of Association (AOA)

86. Debentures and Securities to be subject to control of the Board

Subject to the provisions of these articles and further subject to the receipt of the approvals as may be prescribed in this regard, including any resolution of the members of the Company as may be required, any debentures, debentures-stock or other Securities issued or to be issued/ re-issued/consolidated/ early redemption/ carry out such other action by the Company shall be under the control of the Board who may issue/ reissue/ consolidate/carry out such other action upon such terms and conditions (including the granting of a power/right to the Company to undertake early redemptions of debentures prior to the maturity of the same as well as the granting of a power/right to the Company to re-issue any debentures that had been redeemed by the Company) and in such manner and for such consideration as the Board may deem fit for the benefit of the Company.

123. Debenture Director

The Debenture Trustee shall have the power to nominate a person as Director on the Board of the Company in terms of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, at the earliest and not later than one month from date of receipt of nomination from the debenture trustee or such other date as may be notified by SEBI from time to time. A Director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company.