



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

16th January, 2018

BSE Limited
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

Dear Sirs,

Sub: Outcome of Meeting of Nomination, Remuneration and Compensation Committee – Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

And

Composite Scheme of Arrangement between Aditya Birla Nuvo Limited (“ABNL”) (erstwhile) and Grasim Industries Limited (“Grasim”) and Aditya Birla Financial Services Limited (now Aditya Birla Capital Limited) (“the Company”) and their respective shareholders and creditors (“the Composite Scheme of Arrangement”)

1. This is with reference to:

- the captioned Composite Scheme of Arrangement sanctioned by the National Company Law Tribunal, Bench at Ahmedabad, by its Order dated 1st June, 2017;
- approval of the shareholders of the Company accorded at the National Company Law Tribunal convened meeting held on 10th April, 2017; and
- holders of Stock Options (“Options”) and Restricted Stock Units (“RSUs”) (convertible into equity shares upon payment of exercise price), under ABNL’s Employee Stock Option Scheme-2013; Grasim’s Employee Stock Option Scheme-2006 and Grasim’s Employee Stock Option Scheme-2013, referred to in Part III of the aforesaid Composite Scheme of Arrangement and hereinafter referred to as “Eligible Grantees”.

1




Aditya Birla Capital Limited
(Formerly known as Aditya Birla Financial Services Limited)
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Registered Office:
Indian Rayon Compound, Veraval,
Gujarat - 362 266.
CIN: U67120GJ2007PLC058890

2. This is to inform you that the Nomination, Remuneration and Compensation Committee of the Board of Directors of the Company approved the following at its Meeting held yesterday:

- (i) Formulated and adopted the Aditya Birla Capital Limited - Incentive Scheme for Stock Options and Restricted Stock Units 2017 ("the ABCL Incentive Scheme") to ensure fair and equitable treatment of Eligible Grantees as required under the Composite Scheme of Arrangement.
- (ii) Grant of 1,465,927 Options and 252,310 RSUs which will be exercisable into 1,718,237 equity shares of the Company upon payment of exercise price subject to terms and conditions of the ABCL Incentive Scheme.

(iii) The relevant terms of the plan, briefly set out below:

- a. In relation to the Options and RSUs granted by the Company to the Eligible Grantees pursuant to Clause 18.1 of the Composite Scheme of Arrangement, the period during which the Options and RSUs granted under the ABNL Employee Stock Option Scheme 2013; Grasim's Employee Stock Option Scheme-2006 and Grasim's Employee Stock Option Scheme-2013, were held by or deemed to have been held by the eligible grantees shall be taken into account for determining the minimum vesting period required under the applicable law for the Options and RSUs granted under the ABCL Incentive Scheme.
- b. The Options will be exercisable at INR 10 per equity share and RSUs will be exercisable at INR 10 per equity share.
- c. The exercise period would commence from the date of vesting and will expire on the completion of five years from the date of vesting of Options and five years from the date of vesting of RSUs.
- d. Upon payment of exercise price, as applicable, each Stock Option will be converted into one equity share of the Company and each Restricted Stock Option will be converted into one equity share of the Company.

The above is for your information and records.

Thanking you,

Yours sincerely,
For Aditya Birla Capital Limited
(Formerly known as Aditya Birla Financial Services Limited)


Saiman Kumar Daga
Company Secretary



Cc:
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For information and
records please

Shraddha

