

CIN: L67120GJ2007PLC058890

Registered Office: Indian Rayon Compound, Veraval - 362 266, Gujarat Tel: +91 2876 243257 Fax: +91 2876 243220

Corporate Office: One World Centre, Tower 1, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

Tel: +91 22 4356 7000, Fax: +91 22 4356 7111 Email: abc.secretarial@adityabirlacapital.com Website: www.adityabirlacapital.com

NOTICE

Notice is hereby given that the 16th (Sixteenth) Annual General Meeting of Aditya Birla Capital Limited (“the Company” or “your Company”) will be held on **Friday, 18th August 2023 at 11:00 a.m.** (Indian Standard Time) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and the Reports of the Board of Directors’ and Auditors, thereon and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and the Reports of the Board of Directors’ and Auditors, thereon as circulated to the Members, be and are hereby considered and adopted.”

- To resolve not to fill up the vacancy caused due to retirement by rotation of Dr. Sanrupt Misra (DIN: 00013625) and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Sanrupt Misra (DIN: 00013625), who retires by rotation at the 16th Annual General Meeting and does not seek re-appointment and the vacancy, so created be not filled.”

By Order of the Board of Directors
For **Aditya Birla Capital Limited**

Amber Gupta
Company Secretary
A14091

Date: 11th May, 2023
Place: Mumbai

NOTES FOR MEMBERS’ ATTENTION:

- The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 10/2022 dated 28th December 2022 read with circular nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020 and Securities Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued in this regard, (collectively referred to as “relevant Circulars”), have permitted convening the Annual General Meeting through VC or OAVM without physical presence of the Members. In accordance with the relevant Circulars, applicable provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 16th (Sixteenth) Annual General Meeting (“AGM” or “the Meeting”) of the Company is being held through VC / OAVM.

The deemed venue for the AGM shall be the Registered Office of the Company i.e., Indian Rayon Compound, Veraval - 362 266, Gujarat.

- The Company has appointed M/s KFin Technologies Limited (“KFinTech”), Registrar and Transfer Agents (“RTA”) of the Company, to provide the facility for voting through remote e-Voting, for participating in the AGM through VC / OAVM and e-Voting (Insta Poll) during the AGM.
- Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - Members can attend the AGM through login credentials provided to them for this purpose. Physical attendance of the Members at the AGM venue is not required and accordingly attendance slip is not annexed to this Notice.
 - Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.

Notice (Contd.)

- c. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed to this Notice.
5. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
6. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS- 2"), Regulation 44 of the SEBI Listing Regulations and applicable circulars, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means ("e-Voting") and the business may be transacted through e-Voting services facilitated by KFinTech. Members shall have the option to vote electronically either before the AGM ("remote e-Voting") or during the AGM. More details are provided under the section "Procedure and instructions for remote e-Voting and e-Voting during the AGM" of this Notice.
7. Corporate / Institutional Members (i.e., other than individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through e-Voting, to the Scrutinizer at e-mail id: scrutinizer.abcl@kfintech.com with a copy marked to evoting@kfintech.com with the subject line "Aditya Birla Capital Limited 16th AGM". They are also requested to upload the same in the e-Voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Aditya Birla Capital Limited_EVENT NO."

DISPATCH OF NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

Pursuant to the relevant Circulars, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose email address is registered with the Company / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL").

Members may note that the Notice and Annual Report for the financial year 2022-23 is also available on the Company's website at <https://www.adityabirlacapital.com/investor-relations>, website of the Stock Exchanges, i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's RTA, KFinTech at <https://evoting.kfintech.com/>.

A. Procedure for joining the AGM through VC / OAVM:

1. Members will be able to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com> by using their e-Voting login credentials.
2. Members who do not have the User ID and password for e-Voting or have forgotten the User ID and password may retrieve the same by following the remote e-Voting instructions mentioned in the AGM Notice.
3. Members may join the AGM through VC / OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 a.m. (Indian Standard Time) i.e., 30 minutes before the time scheduled for start of the AGM and shall be kept open throughout the proceedings of the AGM.
4. Members may note that the VC / OAVM facility, provided by KFinTech, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
5. Attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox.
7. Members are requested to use Internet with good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Members will be required to grant access to camera and microphone to enable two-way video conferencing.
9. Members holding shares as on the **cut-off date i.e. Friday, 11th August 2023** and who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from **Tuesday, 15th August 2023 to Thursday, 17th August 2023**. Only those Members who are registered will be allowed to express their views or ask

Notice (Contd.)

questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

10. Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email id and mobile number. The window will close at **5.00 p.m. (Indian Standard Time) on Thursday, 17th August 2023.**
11. Members who need assistance before or during the AGM, can view the instructions at <https://emeetings.kfintech.com/video/howitworks.aspx> or contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-Voting Event Number ("EVEN") in all your communications.
12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFinTech for remote e-Voting, they can use their existing User ID and password for voting.

B. Procedure and instructions for remote e-Voting and e-Voting during the AGM:

1. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for Members who have not registered their email address is provided in the instructions given below.
2. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting:	9:00 a.m. on Tuesday, 15 th August 2023
End of remote e-Voting:	5:00 p.m. on Thursday, 17 th August 2023

3. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
4. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his share

in the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, 11th August 2023.**

5. The Board of Directors of the Company has appointed Mr. Omkar Dindorkar, (ACS No.: 43029/ COP No.: 24580 in his failure, Mrs. Deepti Kulkarni (ACS No.: 34733/ COP No.: 22502), from M/s MMJB & Associates LLP and / or failing them Mr. Dilip Bharadiya (FCS No.:7956/ COP No.:6740), from M/s Dilip Bharadiya & Associates, Company Secretaries, as Scrutinizer to scrutinize the entire process of e-Voting during the AGM and remote e-Voting in a fair and transparent manner.
6. Information and instructions for e-Voting during the AGM (Insta Poll): Facility to cast vote during the AGM will be made available on the Video Conferencing screen and will be activated once the voting is announced at the AGM.
7. A Member can opt for only single mode of voting per EVENT, i.e., through remote e-Voting or e-Voting during the AGM (Insta Poll).
8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as e-Voting during the AGM. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
9. As per circular on e-Voting Facility provided by Listed Entities, dated 9th December 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / DPs without having to register again with the e-Voting service provider ("ESP") i.e. KFinTech. The procedure to login and access remote e-Voting, as devised by the Depositories/ Depository Participant(s), is given below:

Login method and steps for remote e-Voting and for participating and e-Voting during the AGM:

Step 1: Access to Depositories e-Voting system in case of individual Members holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Step 3: Access to join the AGM through VC / OAVM on KFinTech system and to participate and cast vote during the meeting.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

I) Login for remote e-Voting for Individual shareholders holding equity shares in demat mode

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	A) Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:
	i) Visit the e-services website of NSDL, https://eservices.nsd.com .
	ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. Thereafter enter the existing user id and password.
	iii) After successful authentication, Members will be able to see e-Voting services under ‘Value Added Services’. Please click on “Access to e-Voting” under e-Voting services.
	iv) Click on Company name i.e., ‘Aditya Birla Capital Limited’ or e-Voting service provider i.e. KFinTech.
	v) Members will be re-directed to KFinTech’s website for casting their vote during the remote e-Voting period and e-Voting during the AGM.
	B) Users not registered under IDeAS e-Services:
	i) Visit https://eservices.nsd.com for registering.
	ii) Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	C) By visiting the e-Voting website of NSDL:
	i) Visit the e-Voting website of NSDL, https://www.evoting.nsd.com/ .
ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.	
iii) Members will have to enter their User ID (i.e., the sixteen-digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.	
iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-Voting page.	
v) Click on company name i.e., Aditya Birla Capital Limited or e-Voting service provider name i.e., KFinTech after which the Member will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period and e-Voting during the AGM.	
vi) Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.	



Notice (Contd.)

Type of Member	Login Method
Individual Members holding equity shares in demat mode with CDSL	<p>A. Existing user who has opted for electronic access to securities information (“Easi / Easiest”) facility:</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. ii. Click on new system My Easi. iii. Login to My Easi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-Voting Menu. vi. The Menu will have links of KFinTech e-Voting portal and will be redirected to the e-Voting page of KFinTech to cast their vote without any further authentication.
	<p>B. Users who have not opted for Easi / Easiest:</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	<p>C. By visiting the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> i. Visit www.cdslindia.com ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-Voting module of CDSL. Click on the e-Voting link available against the name of the Company, viz. ‘Aditya Birla Capital Limited’ or select KFinTech. v. Members will be re-directed to the e-Voting page of KFinTech to cast their vote without any further authentication.
Individual Members (holding equity shares in demat mode) logging through their DPs	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-Voting facility. ii. Once logged-in, Members will be able to view e-Voting option. iii. Upon clicking on e-Voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-Voting feature. iv. Click on options available against Aditya Birla Capital Limited or KFinTech. v. Members will be redirected to e-Voting website of KFinTech for casting their vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 1020 990 and 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43

DETAILS ON STEP 2 ARE MENTIONED BELOW:

II) Login method for remote e-Voting for Members other than Individuals holding shares in demat mode and Members holding equity shares in physical mode

(A) Members whose email IDs are registered with the Company / DPs, will receive an email from KFinTech which will include details of EVEN, User ID and Password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFinTech for e-Voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email id etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 'Aditya Birla Capital Limited - AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as

on the cut-off date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the Member as on the cut-off date. A Member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).

(B) Members whose email IDs are not registered with the Company/DPs and consequently the Annual Report, Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the following process:

- i. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with KFinTech (in case of Shares held in physical form) by sending KYC Documents prescribed under SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16th March 2023 at KFin Technologies Limited, Unit –Aditya Birla Capital Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or by sending digitally signed documents at einward.ris@kfintech.com.

Notice (Contd.)

- ii. Upon updation of e-mail ID, Shareholders may send a request to einward.ris@kfintech.com for procuring user ID and password for e-voting.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

III) Instructions for Members for attending the AGM of the Company through VC / OAVM and e-Voting during the AGM:

- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-Voting login credentials provided in the email received from the Company / KFinTech.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the User id and password for e-Voting or have forgotten the same may retrieve them by following the remote e-Voting instructions mentioned above.

E-VOTING DURING THE AGM:

- i. Facility to cast vote through e-voting (Insta Poll) at AGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta Poll) is announced at AGM.
- ii. The 'Vote Now Thumb sign' on the left-hand corner of the video screen shall be activated. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolutions through remote e-Voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-Voting are eligible to attend the Meeting. However, those Members will not be entitled to cast their vote again at the Meeting.

In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com/> or call KFinTech on 1800 309 4001 (toll free).

Contact details for addressing e-Voting grievances: Mr. Ganesh Chandra Patro, Assistant Vice President, M/s KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032. Phone No.: + 91 40 6716 1630 Toll-free No.: 1800-309-4001 E-mail: einward.ris@kfintech.com.

Other Instructions:

- i. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-Voting Event Number+ Folio No. or DP ID Client ID to +91 9212993399
 Example for NSDL: MYEPWD<SPAC E> IN12345612345678
 Example for CDSL: MYEPWD<SPAC E> 1402345612345678
 Example for Physical: MYEPWD<SPACE> XXX1234567890
 - b. If email id of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFinTech toll free number 1800 309 4001.
 - d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFinTech e-Voting platform, then such Member can use his / her existing User ID and password for casting the vote through remote e-Voting.

- ii. Customer service applications by KFinTech:
 As an ongoing endeavor to enhance Member experience and leverage new technology, KFinTech has been continuously developing new initiatives/ applications. Below is a list of initiatives/ applications that have been developed for the Members.

Investor Support Centre: A webpage accessible via any browser enabled system. Members can use a host of

Notice (Contd.)

services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>

eSign Facility: In line with the requirements of the common and simplified norms for processing Member's service requests by RTA, KFinTech has enabled the option for Members to eSign their service requests.

URL: <https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>

KYC Status: Members can verify the KYC status of their folio.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

PROCEDURE FOR INSPECTION OF DOCUMENTS:

The following documents will be available for inspection by the Members electronically during the AGM.

- a) Certificate from M/s. Makarand M. Joshi & Co., Secretarial Auditors of the Company for the financial year 2022-23, relating to the Company's Employee Stock Option Scheme(s) as per Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, if any, maintained under the Act;
- c) Details as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, with respect to information of employees.

Any other document referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents

can send an email to abc.secretarial@adityabirlacapital.com with the subject line "Aditya Birla Capital Limited - 16th AGM".

OTHER INFORMATION

1. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or to any other person authorised by the Board, who shall counter-sign the same and declare the result of the voting forthwith. The result of e-Voting will be declared within two working days of the conclusion of the AGM i.e. on or before 22nd August 2023 and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.adityabirlacapital.com and on the website of KFinTech at: <https://evoting.kfintech.com> and shall be communicated to BSE and NSE, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depository Shares of the Company are listed. The Scrutinizer's decision on the validity of the vote shall be final and binding.
2. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e., Friday, 18th August 2023.
3. The Annual Report of the Company and the Financial Statements of the Subsidiaries of the Company for the financial year 2022-23 are available on the Company's website i.e. www.adityabirlacapital.com. The same shall also be made available to Members of the Company seeking such information at any point of time.
4. Members are requested to send their queries, if any, relating to the Annual Report to abc.secretarial@adityabirlacapital.com with the subject line "Aditya Birla Capital Limited - 16th AGM" or send a letter to the Company Secretary at the Registered Office of the Company, on or before Tuesday, 15th August 2023.

INSTRUCTIONS TO FURNISH/UPDATE PAN, BANK ACCOUNT, KYC AND NOMINATION DETAILS

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 has mandated all physical shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Postal address with PIN, Bank Account Details & Specimen Signature) to the Company. Further, linking of PAN

Notice (Contd.)

and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT).

Non-Update of KYC, Bank account and Nomination details on or before 30th September 2023 or such extended date, as may be notified, will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details and dematerialization of such holdings.

Shareholders can register/update the contact details by submitting the requisite ISR-1 Form along with the supporting documents.

ISR-1 Form can be obtained from the following link: https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd.

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- i. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- ii. Through hard copies which are self-attested, which can be shared on the address below:
KFIN Technologies Limited,
Unit: Aditya Birla Capital Limited
Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032; or
- iii. Through electronic mode with e-sign at the following link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQs for the same can be found on the link: <https://ris.kfintech.com/faq.html>.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

GENERAL INSTRUCTIONS/ADVISORY

1. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has clarified that listed companies, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate

shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests, the format of which is available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/>. Further, to eliminate all risks associated with physical shares and for ease of portfolio management and improved liquidity, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.

2. Disputes resolution mechanism for physical shareholders: SEBI has vide circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30th May 2022, prescribed a Standard Operating Procedures (SOP) for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/Investor(s). Further Shareholders holding shares in physical form can file for arbitration with Stock Exchange in case of any dispute against the Company or KFinTech on delay or default in processing any request, as per SEBI Circular no. SEBI/HO/OIAE/2023/03391 dated 27th January 2023. The Arbitration Mechanism shall be initiated post exhausting all actions for resolution of complaints, including through SEBI SCORES Portal. For more details, please refer the websites of the Stock Exchanges – BSE - <http://tiny.cc/m1l2vz> and NSE - <http://tiny.cc/s1l2vz>.
3. Members who are holding physical shares in identical order of names in more than one folio are requested to send to KFinTech, the details of such folios together with the share certificates and requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
4. Members holding shares in electronic form are requested to provide their e-mail address, details relating to nomination, mobile number and bank details to their DPs, in case the same are not updated.
5. Non-resident Indian Members are requested to inform the Company or KFinTech or to the concerned DPs, as the case may be, immediately:
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE / NRO Account with a Bank in India, if not furnished earlier.

Notice (Contd.)

6. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical mode and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's RTA at <https://ris.kfintech.com/clientservices/isc/>. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
7. Members are requested to make all correspondence in connection with shares held by them by sending an email to the Company Secretary at abc.secretarial@adityabirlacapital.com or to KFinTech at inward.ris@kfintech.com quoting their Folio number or their Client ID and DP ID, as the case may be.

By Order of the Board of Directors
For **Aditya Birla Capital Limited**

Date: 11th May, 2023
Place: Mumbai

Amber Gupta
Company Secretary
A14091

Notice (Contd.)

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION RELATING TO ORDINARY BUSINESS PROPOSAL

Since, all the resolutions proposed in the Notice of AGM are Ordinary Businesses, the requirement of providing the Explanatory Statement in terms of Section 102 of the Act accompanying the Notice, is not applicable. However, additional information with respect to Item No. 2 of this Notice, is annexed and shall be read as part of this Notice.

Additional information in respect of Item No. 2 of this Notice

To resolve not to fill up the vacancy caused due to retirement by rotation of Dr. Santrupt Misra (DIN: 00013625)

Dr. Santrupt Misra (DIN: 00013625) has been serving as Non-Executive (Non-Independent) Director on the Board of your Company since 26th October 2017.

Pursuant to Section 152(6) of the Companies Act, 2013 (“the Act”), Dr. Misra is liable to retire by rotation at 16th AGM of the Company. Although being eligible for re-appointment, he has not offered himself for re-appointment. Accordingly, Dr. Misra would cease to hold office as a Non-Executive Director of the Company at the conclusion of the 16th AGM of the Company. The vacancy so caused due to retirement of Dr. Misra be not filled.

The Board of Directors acknowledge the able guidance, knowledge and business insights provided by Dr. Santrupt Misra and place on record its deepest appreciation for Dr. Misra’s significant leadership and contribution made during his tenure as a Non-Executive Director of the Company.

The Board of the Company comprises of 8 (Eight) Non-Executive Directors with one-half being Independent Directors and the current composition of Board would continue to remain statutorily compliant.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of this Notice for approval of the Members.

By Order of the Board of Directors
For **Aditya Birla Capital Limited**

Date: 11th May, 2023
Place: Mumbai

Amber Gupta
Company Secretary
A14091

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE AGM FOR REFERENCE:

Sr. No.	Particulars	Details of access
1.	Link for participation through Video Conferencing (VC) at the AGM	https://emeetings.kfintech.com by using e-Voting credentials and clicking on video conference
2.	Link for posting AGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-Voting credentials and clicking on “post your queries” / “Speaker registration” as the case may be Period of registration: Tuesday, 15 th August 2023 to Thursday, 17 th August 2023
3.	Link for remote e-Voting	Members may refer to the instructions provided under “Procedure and Instructions for E-Voting” section of this Notice
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-Voting credentials. Please refer the instructions provided in the Notice
5.	Helpline number for VC participation and e-Voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at evoting@kfintech.com
6.	Cut-off date for e-Voting	Friday, 11 th August 2023
7.	Time period for remote e-Voting	Commencement of remote e-Voting: 9.00 a.m. on Tuesday, 15 th August 2023 End of remote e-Voting: 5:00 p.m. on Thursday, 17 th August, 2023
8.	Last date for publishing results of remote e-Voting and e-Voting during the AGM	Tuesday, 22 nd August 2023
9.	Registrar and Transfer Agent - Contact details	M/s KFin Technologies Limited Unit: Aditya Birla Capital Limited Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 Tel: +91 40 6716 1630 Toll Free no: 1800-309-4001. WhatsApp: +91 910 009 4099 E-mail id- einward.ris@kfintech.com Website: https://www.kfintech.com/
10.	Aditya Birla Capital Limited - Contact details	Corporate Office: Aditya Birla Capital Limited, One World Centre, Tower I, 18 th Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013. Tel: +91 22 4356 7000 Email: abc.secretarial@adityabirlacapital.com Registered Office: Indian Rayon Compound, Veraval- 362 266, Gujarat, India Tel: +91 2876 243257