

Regd. Office: Indian Rayon Compound, Veraval - 362 266, Gujarat | Tel: 91 2876 243257
CIN: L671206J2007PLC058890 | www.adityabirlacapital.com | abc.secretarial@adityabirlacapital.com

NOTICE

Notice is hereby given that the 17th (Seventeenth) Annual General Meeting (“AGM”) of Aditya Birla Capital Limited (“the Company” or “your Company”) will be held on **Friday, 16th August 2024 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:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 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 2024 and the Reports of the Board of Directors’ and Auditors, thereon as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Director in place of Mr. Romesh Sobti (DIN: 00031034) who retires by rotation and being eligible offers himself for re-appointment 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, Mr. Romesh Sobti (DIN: 00031034), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Statutory Auditors and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (‘the Act’), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, under the Act, Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Circular no. RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 read with Frequently Asked Questions (FAQs) dated 11th June 2021 issued by the Reserve Bank of India (“RBI”) for appointment of Statutory Auditors of NBFCs (RBI Circular / Guidelines) and the rules, regulations, circulars, directions and other guidelines/clarifications if any issued by the RBI, from time to time for the appointment of Statutory Auditors and as recommended by Audit Committee and Board of Directors, M. M. Nissim & Co LLP, Chartered Accountants (Firm Registration No. 107122W/W-100672), who have confirmed their eligibility as per Section 141 of the Act and RBI Circular, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 3 (Three) consecutive years from the conclusion of this 17th (Seventeenth) Annual General Meeting till the conclusion of the 20th (Twentieth) Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to decide and finalise the terms and conditions of appointment, including the remuneration and to do all acts, deeds, matters and things and to take all decisions as it may deem fit in its absolute discretion to give effect to this resolution and for the matters connected therewith or incidental thereto.”

SPECIAL BUSINESS:

4. To approve continuation of directorship of Mr. Romesh Sobti (DIN: 00031034) as a Non-Executive (Nominee) Non-Independent Director of the Company, and if thought fit, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Resolution passed by the Members at the 14th Annual General Meeting of the Company and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other rules, if any, made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Romesh Sobti (DIN: 00031034), who shall attain the age of 75 years on 24th March, 2025, as a Non-Executive (Nominee) Non Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."

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

Date: 19th July 2024
Place: Mumbai

Pinky Mehta
Chief Financial Officer

NOTES FOR MEMBERS' ATTENTION:

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts and reasons relating to the resolutions contained in this Notice as set out above is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2023 dated 25th September 2023 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/CFD-PoD-2/P/CIR/2023/167 dated 7th October 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 17th (Seventeenth) 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.
3. 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.
4. Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a. 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.
 - b. 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.
 - 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.
5. Since the AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed to this Notice.
6. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
7. 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.
8. 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 17th 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 2023-24 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 2023-24 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, 9th August 2024** 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, 13th August 2024 to Thursday, 15th August 2024**. Only those Members who are registered will be allowed to express their views or ask 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, 15th August 2024**.
11. Members who need assistance before or during the AGM, can view the instructions at https://www.youtube.com/watch?v=0QpzRQ_lQdM 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, 13 th August 2024 |
| End of remote e-Voting: | 5:00 p.m. on Thursday, 15 th August 2024 |
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, 9th August 2024**.
5. The Board of Directors of the Company has appointed Mr. Omkar Dindorkar, (ACS No.: 43029) in his failure, Mr. Saurabh Agarwal (FCS No.: 9290), 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.nsdl.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.nsdl.com for registering.
	ii) Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote.

Type of Member	Login Method
	<p>C) By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 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.
	<p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Members A. holding equity shares in demat mode with CDSL</p>	<p>Existing user who has opted for electronic access to securities information (“Easi / Easiest”) facility:</p> <ol 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> <ol 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> <ol 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.

Type of Member	Login Method
Individual Members (holding equity shares in demat mode) logging through their DPs	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:

I) 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 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.
- 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:

II) 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, 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<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>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 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://kprism.kfintech.com/>

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/>

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

URL: <https://ris.kfintech.com/>

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. NL Bhatia & Associates, Secretarial Auditors of the Company for the financial year 2023-24, 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 - 17th 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 20th August 2024 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, 16th August 2024.
3. The Annual Report of the Company and the Financial Statements of the Subsidiaries of the Company for the financial year 2023-24 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 - 17th AGM" or send a letter to the Company Secretary at the Registered Office of the Company, on or before Tuesday, 13th August 2024.

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

SEBI vide Master Circular for Registrars to an Issue and Share Transfer Agents dated 17th May 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 and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT).

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/isrforms.aspx>

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://kprism.kfintech.com/>

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>.

Pursuant to SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company has also registered on Smart Online Dispute Resolution (ODR) portal which can be accessed through the weblink <https://smartodr.in/login>.
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.
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@](mailto:abc.secretarial@adityabirlacapital.com)

adityabirlacapital.com or to KFinTech at einward.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**

Pinky Mehta

Chief Financial Officer

Date: 19th July, 2024

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to ordinary and special businesses mentioned in the accompanying Notice:

Item No. 3

The Members of the Company at the 14th (Fourteenth) Annual General Meeting ("AGM") held on 20th August 2021 had approved the appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for a period of 3 consecutive years from the conclusion of the 14th (Fourteenth) AGM to the conclusion of the 17th (Seventeenth) AGM. Accordingly, B S R & Co. LLP will complete its term as the Statutory Auditors of the Company on conclusion of this AGM and thus, cease to be the Statutory Auditors of the Company on conclusion of the 17th (Seventeenth) AGM.

Pursuant to the Reserve Bank of India ("RBI") Circular No. RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 ('Circular'/ 'Guidelines') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines" / Circular") and subsequent clarification / FAQs issued by RBI on 11th June 2021, stipulates that Entities will have to appoint the Statutory Auditors (SAs) for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Also, an audit firm that has completed full or part of one term of the audit tenure shall not be eligible for re-appointment in the same Entity for a period of 6 (six) years thereafter.

As the term of the existing Statutory Auditors of the Company will end after the conclusion of this AGM, they will become ineligible to continue as Statutory Auditor of the Company. Thus, in view of aforesaid RBI Guidelines / Circular and pursuant to the provisions of the Companies Act 2013 ("the Act"), the Company is required to appoint new Statutory Auditors.

To comply with the aforesaid RBI Guidelines and the provisions of the Act, the Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee (the "Committee"), has recommended for the approval of the Members, the appointment of M/s M. M. Nissim & Co LLP, Chartered Accountants (ICAI Firm Registration No. 107122W/W100672) ("Nissim & Co"), as the Statutory Auditors of the Company, for a term of 3 (three) consecutive years from the conclusion of 17th (Seventeenth) AGM till the conclusion of the 20th (Twentieth) AGM.

Before recommending the appointment of M/s M. M. Nissim & Co LLP., as the Statutory Auditors of the Company, the Committee considered various parameters as specified in the RBI Circular and Section 141 of the Companies Act, 2013 ("the Act"), like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge, experience of the partners etc., and found M/s M. M. Nissim & Co LLP to be suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Brief profile of Nissim & Co is as under:

M. M. Nissim & Co LLP ("MMN") bearing Registration No. 107122W/W100672 is a firm of Chartered Accountants with a professional standing of more than 77 years, established in the year 1946. MMN is a multi-disciplinary firm providing wide spectrum of professional services to leading corporates including multinationals operating in diverse sectors. MMN is a PAN India firm having offices at Mumbai, New Delhi, Kolkata, Chennai and Bengaluru. The firm has been early entrant in many areas of professional practice like advisory on mergers and acquisitions, valuations, due diligence, forensic audit, specialized monitoring of projects, FEMA advisory, quality assurance, CSR advisory, IT implementation advisory etc. having 17 full time partners, and over 200 professionals.

M/s M. M. Nissim & Co LLP, fulfil the eligibility criteria, including relating to independence and conflict, as specified by the Reserve Bank of India and have consented to the said appointment and confirmed that their appointment, if made at the 17th (Seventeenth) AGM, will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under Sections 139 and 141 of the Act along with the RBI Guidelines.

The proposed remuneration to be paid to M.M. Nissim & Co LLP, Chartered Accountants for statutory audit would not exceed Rs. 1.65 Crore p.a. (for full year) (exclusive of certification fees, goods and services tax and reimbursement of out of pocket expenses incurred in connection with the Audit) which will be prorated for the current year i.e. FY 2024-25 depending upon the scope of their work in the manner as may be fixed by the Board (on the recommendation of the Audit Committee) and M.M. Nissim & Co LLP, Chartered Accountants. There is no material change in the fee payable to the M/s M. M. Nissim & Co LLP from that paid to M/s B S R & Co. LLP.

M/s B S R & Co. LLP will be paid audit fees on pro-rata basis for undertaking the audit (limited review) of Q1FY25 as may be fixed by the Board of Directors of the Company (on the recommendation by the Audit Committee).

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members.

Item No. 4

At the 14th (Fourteenth) Annual General Meeting of the Company held on 20th August 2021, the shareholders had appointed Mr. Romesh Sobti (DIN: 00031034) as a Non-Executive (Nominee) Non-Independent Director of the Company. In terms of the provisions of the Companies Act, 2013, Mr. Romesh Sobti is liable to retire by rotation in this AGM and being eligible, offers himself for re-appointment.

Pursuant to the provisions of the regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a Non executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Romesh Sobti (DIN: 00031034), Non-Executive (Nominee) Non-Independent Director, would attain the age of 75 years on 24th March 2025. Accordingly, approval of the Shareholders through special resolution is sought pursuant to Regulation 17(1A) of the SEBI Listing Regulations for continuation of the term of Mr. Romesh Sobti, currently aged 74 years, as a Non-Executive (Nominee) Non-Independent Director of the Company.

The Board of Directors, based on the performance evaluation, on the recommendation of the Nomination and Remuneration Committee and taking in account Mr. Romesh Sobti seniority, expertise and vast experience, which has immensely benefited the Company, considered and approved the continuation of Mr. Romesh Sobti as a Non-Executive (Nominee) Director of the Company, liable to retire by rotation.

The Board of Directors considers that with his rich experience and vast knowledge, Mr. Sobti's continued association with the Board will be valuable to the Company.

A brief profile and the disclosures of Mr. Romesh Sobti, as required under the Listing Regulations, are set out as an Annexure I to this Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.4 of this Notice and accordingly the Board recommends the special resolution for approval of the Members.

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

Date: 19th July, 2024
Place: Mumbai

Pinky Mehta
Chief Financial Officer

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, 13 th August 2024 to Thursday, 15 th August 2024
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, 9 th August 2024
7.	Time period for remote e-Voting	Commencement of remote e-Voting: 9.00 a.m. on Tuesday, 13 th August 2024 End of remote e-Voting: 5:00 p.m. on Thursday, 15 th August, 2024
8.	Last date for publishing results of remote e-Voting and e-Voting during the AGM	Tuesday, 20 th August 2024
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 6723 9101 Email: abc.secretarial@adityabirlacapital.com Registered Office: Indian Rayon Compound, Veraval- 362 266, Gujarat, India Tel: +91 2876 243257

ANNEXURE-I

Details of Director seeking re-appointment at the 17th (Seventeenth) AGM to be held on Friday, 16th August 2024 at 11:00 a.m. [Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2]

Nature of Information

Name	Mr. Romesh Sobti
Age / Date of Birth	74 years / 24 th March 1950
Director Identification Number	00031034
Nature of appointment/ re appointment	Re-appointment (pursuant to retirement by rotation) and continuation as per Item 4 of this notice
Qualifications	B.E. (Hons.) in Electrical Engineering; and Diploma in Corporate Laws and Secretarial Practice
Experience and expertise in specific functional area	Mr. Romesh Sobti is a Non-Executive & Non-Independent Director of the Company (Nominee). Mr. Romesh Sobti is former Managing Director & CEO of IndusInd Bank Ltd (till 23 rd March 2020). He is a career banker with 46 years of experience in all 3 sectors of banking - public, foreign and private. Mr. Sobti was the Executive Vice President – Country Executive, India and Head, UAE and Sub-Continent, at ABN AMRO Bank N.V. He joined ABN AMRO Bank N.V. in November 1990 and over a 17 years period, was CEO for 12 years. In his banking career, Mr. Sobti has also been associated with ANZ Grindlays Bank plc (now Standard Chartered Bank) and State Bank of India in the past.
Terms and conditions of appointment/ re-appointment	His office shall be liable to retire by rotation.
Remuneration sought to be paid and last drawn	No remuneration was paid during the financial year 2023-24 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	14 th January 2021
Shareholding in the Company as on 31 st March 2024	NIL
Relationship with Directors and Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Details of attendance at the Board Meeting(s) during the financial year 2023-24	Attended 5 out of 7 Board Meetings held.
List of other Public Companies (in India) in which Directorships are held as on 31 st March 2024*	Adani Green Energy Limited Delhivery Limited
Chairmanships/ Memberships of the Committees of other public limited companies as on 31 st March 2024*	3
Audit Committee	Member: 1) Adani Green Energy Limited Chairman: 2) Delhivery Limited
Stakeholders Relationship Committee	Member: 1) Delhivery Limited

*Notes:

1. Pursuant to Regulation 26 of the SEBI Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.
2. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, private companies and positions held in companies registered under Section 8 of the Companies Act, 2013.