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## NOTICE

Notice is hereby given that the 14<sup>th</sup> (Fourteenth) Annual General Meeting of the Members of Aditya Birla Capital Limited ("the Company/ your Company") will be held on Friday, 20<sup>th</sup> August 2021 at 11:00 a.m. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 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 31<sup>st</sup> March 2021 and the Reports of the Board of Directors' and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

- To appoint a Director in place of Mr. Sushil Agarwal (DIN: 00060017) 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. Sushil Agarwal (DIN: 00060017), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company."

- 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

pursuant to Circular no. RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27<sup>th</sup> April 2021 issued by the Reserve Bank of India ("RBI") on Guidelines for appointment of Statutory Auditors (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, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company for a term of 3 (Three) consecutive years from the conclusion of this 14<sup>th</sup> (Fourteenth) Annual General Meeting till the conclusion of the 17<sup>th</sup> (Seventeenth) 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 be and are hereby authorized 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 the above resolution."

### SPECIAL BUSINESS:

- To appoint Mr. Romesh Sobti (DIN: 00031034) as a Non-Executive (Nominee) Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act and such other applicable rules if any, the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with the Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016, as amended, issued by the Reserve Bank of India and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry

of Corporate Affairs from time to time and based on the recommendation of the Nomination, Remuneration and Compensation Committee of the Company, Mr. Romesh Sobti (DIN: 00031034), who was appointed as an Additional Non-Executive (Nominee) Director of the Company with effect from 14<sup>th</sup> January 2021 and holds office up to the date of this Annual General Meeting and who qualifies for being appointed as a Non-Executive Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Non-Executive (Nominee) Director of the Company, whose office shall be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors including a 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.”

5. To re-appoint Mrs. Vijayalakshmi Iyer (DIN: 05242960) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, the Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and the Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016, as amended, issued by the Reserve Bank of India and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the satisfactory result of the performance evaluation and the recommendation of the Nomination, Remuneration and Compensation Committee of the Company, Mrs. Vijayalakshmi Iyer (DIN: 05242960), who was appointed as an Independent Director of the Company for a tenure of 5 (five) years from 26<sup>th</sup> June 2017 to 25<sup>th</sup> June 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of 5 (five) consecutive years from 26<sup>th</sup> June 2022 to 25<sup>th</sup> June 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, the Articles of Association of the Company, and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with the Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016, as amended, issued by the Reserve Bank of India and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the satisfactory result of the performance evaluation and the recommendation of the Nomination, Remuneration and Compensation Committee of the Company, Mr. Arun Kumar Adhikari (DIN: 00591057), who was appointed as an Independent Director for a tenure 5 (five) years from 26<sup>th</sup> June 2017 to 25<sup>th</sup> June 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation for a second term of 5 (five) consecutive years, from 26<sup>th</sup> June 2022 to 25<sup>th</sup> June 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To re-appoint Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, the

Articles of Association of the Company, and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) read with the Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016, as amended, issued by the Reserve Bank of India and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the satisfactory result of the performance evaluation and the recommendation of the Nomination, Remuneration and Compensation Committee of the Company, Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010), who was appointed as an Independent Director for a tenure of 5 (five) years from 26<sup>th</sup> June 2017 to 25<sup>th</sup> June 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and who shall exceed 75 years of age during his second term, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation for a second term of 5 (five) consecutive years, from 26<sup>th</sup> June 2022 up to 25<sup>th</sup> June 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To re-appoint Mr. Subhash Chandra Bhargava (DIN: 00020021) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, the Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016, as amended, issued by the Reserve Bank of India and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the satisfactory result of the performance evaluation and the recommendation of the Nomination, Remuneration and Compensation Committee of the Company, Mr. Subhash Chandra Bhargava (DIN: 00020021), who was appointed as an Independent Director of the Company for a period of 5 (Five) years from 1<sup>st</sup> September 2016 to 31<sup>st</sup> August 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and has exceeded 75 years of age during his first term, and for continuation of which a special resolution was passed by the Members at the 12<sup>th</sup> (Twelfth) Annual General Meeting held on 19<sup>th</sup> August 2019, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation for a second term of 3 (three) consecutive years from 1<sup>st</sup> September 2021 to 31<sup>st</sup> August 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Amber Gupta**  
Company Secretary  
A14091

Date: 20<sup>th</sup> July 2021

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

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended, Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm Registration No.:117366W/W-100018) (“Deloitte”) was appointed as the Statutory Auditors of the Company by the Members at the 10<sup>th</sup> (Tenth) Annual General Meeting held on 19<sup>th</sup> July 2017 for a term of 5 (Five) years i.e. from the 10<sup>th</sup> (Tenth) Annual General Meeting till the conclusion of 15<sup>th</sup> (Fifteenth) Annual General Meeting of the Company.

The Reserve Bank of India (“RBI”) issued a Circular RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27<sup>th</sup> 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”).

The RBI Guidelines, inter-alia, have stipulated that NBFCs will have to appoint statutory auditor for a continuous period of 3 (three) years only. 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.

The above requirement and condition is made applicable from financial year 2021-22. NBFCs have the flexibility to adopt these guidelines from H2 (second half) of FY 2021-22 in order to ensure that there is no disruption.

RBI subsequently issued a clarification/FAQ on 11<sup>th</sup> June 2021. Based on the said clarification/FAQs issued by RBI, the existing Statutory Auditors can continue only if they fulfil the eligibility criteria and have not completed the stipulated tenure of three years. Till the appointment of new Statutory Auditors for FY 2021-22, the existing Statutory Auditors can continue for the Limited Review till the quarter / half year ended 30<sup>th</sup> September 2021 and no further relaxation has been granted for this condition.

Deloitte, the existing Statutory Auditors of the Company already completed continuous audit of three years (four years of continuous audit since financial year 2017-18) and being ineligible to continue as Statutory Auditors of the Company in terms of the RBI Guidelines for the financial year ending 31<sup>st</sup> March 2022 has vide letter dated 20<sup>th</sup> July 2021 informed that they will step down as Statutory Auditors of the Company at the conclusion of the ensuing 14<sup>th</sup> (Fourteenth) Annual General Meeting of the Company.

To comply with the aforesaid RBI Guidelines and the provisions of Act, the Board of Directors of the Company, on the recommendation of the Audit Committee (the “Committee”), has recommended for the approval of the Members, the appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) (“B S R & Co”), as the Statutory Auditors of the Company, for a term of 3 (three) consecutive years from the conclusion of 14<sup>th</sup> (Fourteenth) Annual General Meeting till the conclusion of the 17<sup>th</sup> (Seventeenth) Annual General Meeting.

B S R & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made at the 14<sup>th</sup> (Fourteenth) Annual General Meeting 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 the Companies Act, 2013 and the RBI Guidelines.

The proposed fees to be paid to B S R & Co. LLP, Chartered Accountants for statutory audit would not exceed ₹ 1.20 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 2021-22 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 B S R & Co. LLP, Chartered Accountants.

As per clause 33 (3) (h) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), a listed entity shall ensure that, for the purpose of preparation and finalization of quarterly consolidated financial results, at least eighty percent of each of the consolidated revenue, assets and profits, respectively, shall have been subject to audit or in case of unaudited results, subjected to limited review.

Due to the above reason, there would be an increase in the proposed fees payable to B S R & Co. as they shall be required to do additional audit work for the purpose of consolidation, compared to what was being paid to Deloitte.

Deloitte will be paid audit fees on pro-rata basis for undertaking the audit of Q1FY22 as may be fixed by the Board of Directors of the Company (on the recommendation by the Audit Committee).

The change / appointment of Statutory Auditors of the Company is to comply with RBI Guidelines and for no other reasons.

The Committee and the Board while recommending the appointment of B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company, have reviewed and considered various parameters 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 etc., and found B S R & Co. LLP, Chartered Accountants to be suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

**Brief profile and credentials of B S R & Co. LLP are as under:**

B S R & Co. LLP ("the Firm") was constituted on 27<sup>th</sup> March 1990 having firm registration no. 101248W. It was converted into Limited Liability Partnership i.e. B S R & Co. LLP on 14<sup>th</sup> October 2013 thereby having a new Firm Registration No. 101248W/W-100022.

The registered office of the Firm is 14<sup>th</sup> Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400 063.

The Firm is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Affiliates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R & Co and B B S R & Co.

The firm has offices across India in Ahmedabad, Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Jaipur, Kochi, Kolkata, Mumbai, Noida, Pune, Vadodara, Vijayawada with over 159 Partners and Directors in Audit and over 3,900 professionals experienced in Ind AS, Indian GAAP (erstwhile), IFRS and US GAAP.

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**

Mr. Romesh Sobti (DIN: 00031034) was appointed as an Additional Non-Executive Director (Nominee of Jomei Investments Limited, an equity investor of the Company) ("Jomei") on the Board of the Company effective from 14<sup>th</sup> January 2021, pursuant to the receipt of approval from the Reserve Bank of India on 12<sup>th</sup> January 2021, as required under the Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016 ("RBI Master Directions").

Mr. Romesh Sobti being an Additional Director as per the provisions of Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the 14<sup>th</sup> (Fourteenth) Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company.

Mr. Romesh Sobti is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. The Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director.

Based on the recommendation of the Nomination, Remuneration and Compensation Committee and the criteria of fit and proper as per RBI Master Directions being met, the Board recommends the appointment of Mr. Romesh Sobti as a Non-Executive (Nominee) Director of the Company.

Details of Mr. Romesh Sobti are provided in the "Annexure I" to this Notice, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Romesh Sobti shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board of Directors from time to time.

Mr. Romesh Sobti is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Romesh Sobti may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

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.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

**Item No. 5, 6 and 7**

At the 10<sup>th</sup> (Tenth) Annual General Meeting held on 19<sup>th</sup> July 2017, the Members of the Company had appointed Mrs. Vijayalakshmi Iyer (DIN: 05242960), Mr. Arun Kumar Adhikari (DIN: 00591057) and Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010) as the Independent Directors of the Company for a term of 5 (Five) years, to hold office up to 25<sup>th</sup> June 2022 ("first term"). They have completed 4 (Four) years out the total 5 (Five) year term for which they were appointed.

Subject to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 ("the Act"), and have given their consent to act as Independent Directors for a second term of 5 (Five) years.

The Company has also received declarations from Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar stating that they meet the criteria of independence as prescribed, both, under Section 149(6) of

the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Company has received notices in writing under Section 160 of the Act from Members proposing their candidature for the office of Director.

In the opinion of the Board, Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar fulfil the conditions for re-appointment as Independent Directors as specified in the Act read with relevant rules made thereunder and the SEBI Listing Regulations. They also meet the fit and proper criteria under the Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016, as amended. Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar are independent of the management. Given their professional background and experience and contributions made by them during their first term and based on their performance evaluation, the continued association of Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar as Independent Directors would be beneficial to the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination, Remuneration and Compensation Committee, has recommended the re-appointment of Mrs. Vijayalakshmi Iyer (DIN: 05242960), Mr. Arun Kumar Adhikari (DIN: 00591057) and Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010) as Independent Directors, for a second term of 5 (Five) consecutive years.

Accordingly, it is proposed to re-appoint Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years i.e upto 25<sup>th</sup> June 2027.

Details of Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar are provided in "Annexure I" to the Notice, pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

They shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board from time to time.

Copy of draft letter of appointment setting out the terms and conditions of appointment of Independent Directors of the Company is available on the website of the Company at <https://www.adityabirlacapital.com/about-us/board-of-directors>

Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar are interested in the resolution set out at Item No. 5, 6 and 7 of the Notice with regard to their re-appointment. Relatives of Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari and Mr. Puranam Hayagreeva Ravikumar may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Mr. Puranam Hayagreeva Ravikumar shall exceed 75 years of age during his proposed second term as an Independent Director of the Company. Accordingly, the approval of Members is also being sought to this effect, as a part of the special resolution proposed under Item No. 7 for his re-appointment as an Independent Director for a second term of 5 years.

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.

The Board recommends the Special Resolution set out at Item No. 5,6 and 7 of the Notice for approval by the Members.

### Item No. 8

At the 10<sup>th</sup> (Tenth) Annual General Meeting held on 19<sup>th</sup> July 2017, the Members of the Company had appointed Mr. Subhash Chandra Bhargava (DIN: 00020021) as an Independent Director of the Company, for a term of 5 (Five) years to hold office up to 31<sup>st</sup> August 2021 ("first term").

Subject to the provisions of Sections 149 and 152 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Mr. Subhash Chandra Bhargava is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as Independent Director for a second term of 3 (Three) years.

The Company has received declaration from Mr. Subhash Chandra Bhargava stating that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Subhash Chandra Bhargava fulfils the conditions for re-appointment as an Independent Director as specified in the Act read with relevant rules made thereunder and the SEBI Listing Regulations. He meets the fit and proper criteria under the Master Directions - Core Investment Companies (Reserve Bank) Directions, 2016, as amended. Mr. Subhash Chandra Bhargava is independent of the Management. Given his professional background and experience and contributions made by him during his first term, the continued association of Mr. Subhash Chandra Bhargava as an Independent Director would be beneficial to the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination, Remuneration and Compensation Committee, accordingly, recommend the re-appointment of Mr. Subhash Chandra Bhargava as an

Independent Director on the Board of the Company for a second term of 3 (Three) consecutive years.

Accordingly, it is proposed to re-appoint Mr. Subhash Chandra Bhargava as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (Three) consecutive years i.e. upto 31<sup>st</sup> August 2024.

Details of Mr. Subhash Chandra Bhargava are provided in "Annexure I" to this Notice, pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India.

He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board from time to time.

Mr. Subhash Chandra Bhargava exceeded 75 years of age during his first term and approval of the Members by way of special resolution was received at the 12<sup>th</sup> (Twelfth) Annual General Meeting of the Members of the Company held on 19<sup>th</sup> August 2019 for continuation of his term.

Approval of Members by way of special resolution is being sought for his re-appointment for a second term of 3 (Three) consecutive years.

Copy of draft letter of appointment setting out the terms and conditions of appointment of Independent Directors of the

Company is available on the website of the Company at <https://www.adityabirlacapital.com/about-us/board-of-directors>.

Mr. Subhash Chandra Bhargava is interested in the resolution set out at Item No. 8 of the Notice with regard to his re-appointment. Relatives of Mr. Subhash Chandra Bhargava may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

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

**Amber Gupta**  
Company Secretary  
A14091

Date: 20<sup>th</sup> July 2021  
Place: Mumbai

**NOTES FOR MEMBERS' ATTENTION:**

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and the Securities and Exchange Board of India ("SEBI") vide its Circulars dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021 and other applicable Circulars issued by SEBI (collectively referred to as "relevant Circulars"), permitted convening the Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue. 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 14<sup>th</sup> (Fourteenth) Annual General Meeting ("AGM/ 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.

2. The Company has appointed M/s KFin Technologies Private Limited ("KFinTech"), Registrar and Transfer Agents of the Company, to provide VC/ OAVM facility for the AGM, the attendant enablers for conducting the AGM and other facilities for the conduct of the AGM and for the resolutions proposed to be passed at the AGM.
3. 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 to connect to VC/ OAVM. 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 not annexed to this Notice.
  - c. 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 hereto.
5. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.

6. Members shall have the option to vote electronically ("e-voting") either before the AGM ("remote e-voting") or during the AGM. 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, SEBI Circulars and MCA Circulars, the facility for remote e-voting and e-voting facility during the AGM in respect of the business to be transacted at the AGM is being provided by the Company.
7. Additional information pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and SS-2, with respect to the Directors seeking appointment/re-appointment at the AGM is also furnished as Annexure-I to this Notice.
8. The details relating to item no. 3 (ordinary business) and item nos. 4 to 8 (special business) form part of the Explanatory Statement pursuant to Section 102(1) of the Act to be transacted at the AGM, which is annexed hereto.
9. 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: scrutinizer.abcl@kfinotech.com with a copy marked to evoting.abcl@kfinotech.com. 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 2020-21 is being sent only through electronic mode to those Members whose email address is registered with the Company/ National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL"). Members may note that the Notice and Annual Report for the financial year 2020-21 is also available on the Company's website at <https://www.adityabirlacapital.com/investor-relations>, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Company's Registrar and Transfer Agent, M/s KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfinotech.com/>.

**Members who have still not registered their email IDs are requested to do so at the earliest for receiving all communications (including Annual Report) from the Company electronically:**

- a) For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective Depository Participants ("DPs") / Company / KFinTech, Members may register the email IDs by sending email to the Company with details of folio number and attaching a self-attested copy of PAN card at [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) or to KFinTech at [adityacapital@kfintech.com](mailto:adityacapital@kfintech.com) with the subject line - "Aditya Birla Capital Limited -14<sup>th</sup> AGM" or by logging into <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>
- b) Members holding shares in dematerialised mode are requested to register / update their email address with the relevant DP.

**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 to start 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 may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the

latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

7. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
8. Members will be required to grant access to the web-cam to enable two-way video conferencing.
9. Members will be able to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:
  - i. Launch internet browser (chrome/ firefox/ safari) by typing the URL: <https://emeetings.kfintech.com>.
  - ii. Enter the login credentials (i.e., User ID and password for e-voting).
  - iii. After logging in, click on "Video Conference" option
  - iv. Then click on camera icon appearing against AGM event of Aditya Birla Capital Limited, to attend the AGM.
10. Members 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 Saturday, 14<sup>th</sup> August 2021 to Monday, 16<sup>th</sup> August 2021. 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.
11. 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 3.00 p.m. (Indian Standard Time) on Monday, 16<sup>th</sup> August 2021.
12. 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](mailto: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 in all your communications.
13. 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 at the AGM.

14. Members may note that pursuant to MCA Circulars, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link [www.adityabirlacapital.com/investor-relations](http://www.adityabirlacapital.com/investor-relations).
15. 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](mailto: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.
16. In terms of SEBI e-voting Circular dated 9<sup>th</sup> December 2020, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s).
17. Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFinTech, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

**B. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:**

1. The manner of voting remotely by Members holding shares in dematerialized 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 voting period:

Commencement of remote e-voting:	9:00 a.m. on Tuesday, 17 <sup>th</sup> August 2021
End of remote e-voting:	5:00 p.m. on Thursday, 19 <sup>th</sup> August 2021

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, 13<sup>th</sup> August 2021.
5. The Board of Directors of the Company has appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor,

M/s. BN & Associates, Practicing Company Secretaries and/or failing him Mr. Dilip Bharadiya (FCS No.:7956/ COP No.:6740), M/s Dilip Bharadiya & Associates, Practicing Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and voting at AGM process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

6. The Members who have cast their vote(s) by remote e-voting may also attend the AGM but shall not be entitled to cast their vote(s) again at the AGM. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Information and instructions for voting at the AGM: Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will be activated once the voting is announced at the AGM.
8. A Member can opt for only single mode of voting per EVENT, i.e., through remote e-voting or voting at the AGM (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the AGM shall be treated as "INVALID".
9. 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, Friday, 13<sup>th</sup> August 2021 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM. A person who is not a Member as on the cut-off date, should treat the Notice for information purpose only.
10. As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9<sup>th</sup> 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 / Depository Participants. 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 to participate and vote at 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 on KFinTech system and to participate and vote thereat.

**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	<p><b>A) Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ul style="list-style-type: none"> <li>i) Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</li> <li>ii) On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>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, after which the e-voting page will be displayed.</li> <li>iv) Click on Company name i.e. ‘Aditya Birla Capital Limited’ or e-voting service provider i.e. KFinTech.</li> <li>v) Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period and voting during the AGM.</li> </ul> <p><b>B. Users not registered under IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>i) Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>ii) Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ul> <p><b>C. By visiting the e-voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>i) Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>ii) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>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.</li> <li>vi) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii) 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 voting during the AGM.</li> <li>viii) Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <div style="text-align: center;">  </div>
Individual Members holding equity shares in demat mode with CDSL	<p><b>A. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>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.</li> </ul> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat Account Number and PAN</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>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.</li> <li>v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ul>

Type of Member	Login Method
Individual Members (holding equity shares in demat mode) logging through their depository participants	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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 Individual's holding shares in demat mode and Members holding equity shares in physical mode.

#### (A) Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (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 shall 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 shareholder 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/Depository Participants and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFinTech by following the below steps:
  - (a) Visit the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.
  - (b) Select the company name i.e. Aditya Birla Capital Limited
  - (c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
  - (d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN
  - (e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records
  - (f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - (g) Enter the email address and mobile number.
  - (h) System will validate DP ID – Client ID/Folio number and PAN/share certificate number, as the case may be, and send OTP at the registered mobile number as well as email address for validation.
  - (i) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
  - (j) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
  - (k) Please note that in case the shares are held in demat form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting

instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.

- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/ [adityacapital@kfintech.com](mailto:adityacapital@kfintech.com).
- iii. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/ [adityacapital@kfintech.com](mailto:adityacapital@kfintech.com). along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means

**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 KFin on 1800 309 4001 (toll free).**

**DETAILS ON STEP 3 ARE MENTIONED BELOW:**

**III) Instructions for Members for attending 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.

**Voting at the Annual General Meeting:**

- i. The ‘Vote Now Thumb sign’ on the left hand corner of the video screen shall be activated upon instructions of the

Chairperson during the AGM proceedings. 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.

- ii. Those Members who are present in the Meeting through VC 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 are not entitled to cast their vote again at the Meeting.

**Contact details for addressing e-voting grievances:**

Mr. Ananda Moolya, Deputy Manager, M/s KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Phone No.: + 91 40 67161627 Toll-free No.: 1800-572-4001 E-mail: adityacapital@kfintech.com.

**Other Instructions:**

- i. 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 voting at the AGM.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 13<sup>th</sup> August 2021.
- iii. 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 i.e. Friday, 13<sup>th</sup> August 2021 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](mailto: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.
- iv. KPRISM- Mobile service application by KFinTech:

Members are requested to note that, our Registrar and Transfer Agents have launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFinTech. Check Dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for “KPRISM”. Alternatively you can also scan the QR code given below and download the android application.

Website - <https://kprism.kfintech.com/>

Play Store - <https://play.google.com/store/apps/details?id=com.karvy.kprismv3>

(Android mobile application)



**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

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

- a) Certificate from the Statutory Auditors relating to the Company’s Employee Stock Option Scheme(s) as per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, 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;

- d) Such other documents referred to in the Notice and the Explanatory Statement.

All documents referred to in the Notice and the Explanatory Statement 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](mailto:abc.secretarial@adityabirlacapital.com) with the subject line "Aditya Birla Capital Limited - 14<sup>th</sup> AGM" on or before Monday, 16<sup>th</sup> August 2021.

#### **OTHER INFORMATION**

1. Members are requested to notify immediately any change of address:
  - a. to their Depository Participants ("DPs") in respect of the shares held in electronic form;
  - b. to the Company; and
  - c. Registrar and Transfer Agents viz. KFinTech in respect of the shares held in physical form together with a proof of address viz. electricity bill, telephone bill, aadhar card, voter ID card, passport, etc
2. 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.
3. 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](mailto:abc.secretarial@adityabirlacapital.com) or to KFinTech at [adityacapital@kfintech.com](mailto:adityacapital@kfintech.com) quoting their Folio number or their Client ID with DP ID, as the case may be.
4. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or KFinTech, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
5. The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members are therefore encouraged to convert their holdings to electronic form.
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 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 cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or KFinTech or can download the form from the Company's website i.e. [www.adityabirlacapital.com](http://www.adityabirlacapital.com). Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
7. SEBI vide Circular dated 20<sup>th</sup> April 2018, has mandated the submission of Permanent Account Number (PAN) by every participant transacting in the securities market, irrespective of the amount of such transactions. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to KFinTech.
8. Members may further note that SEBI has also made it mandatory for submission of PAN in the following cases, viz., (i) deletion of name of the deceased shareholder(s), (ii) transmission of shares to the legal heir(s) and (iii) transposition of shares.
9. During the AGM, the Chairperson shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the AGM.
10. The Scrutiniser shall, after the conclusion of e-voting at the AGM, scrutinise the votes cast at the AGM (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same

to the Chairperson or to a person authorised by the Chairperson in writing, 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 24<sup>th</sup> August 2021 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.adityabirlacapital.com](http://www.adityabirlacapital.com) and on the website of KFinTech at: <https://evoting.kfintech.com>. The Scrutinizer's decision on the validity of the vote shall be final and binding. The results declared by the Chairperson of the AGM or a person authorised by him, along with the Scrutinizer's Report, shall be placed on the Company's website at [www.adityabirlacapital.com](http://www.adityabirlacapital.com) and on the website of KFinTech at <https://evoting.kfintech.com> and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depository Shares of the Company are listed.

11. The results shall also be displayed on the notice board at the Registered Office & the Corporate Office of the Company for at least three days.
12. 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, 20<sup>th</sup> August 2021.

13. The Annual Report of the Company and the financial statements of its Subsidiary Companies for the financial year 2020-21 are available on the Company's website i.e. [www.adityabirlacapital.com](http://www.adityabirlacapital.com). The same shall be also be made available to Members of the Company seeking such information at any point of time.
14. Members are requested to send their queries to [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) with the subject line "Aditya Birla Capital Limited - 14<sup>th</sup> AGM" if any, relating to the Annual Report or write a letter to the Company Secretary at the Registered Office of the Company, on or before Monday, 16<sup>th</sup> August 2021.

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

**Amber Gupta**  
Company Secretary  
A14091

Date: 20<sup>th</sup> July 2021  
Place: Mumbai

**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	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on video conference
2	Link for posting AGM queries and speaker registration and period of registration	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on “post your queries” / “Speaker registration” as the case may be. <b>Period of registration:</b> From Saturday, 14 <sup>th</sup> August 2021 to Monday, 16 <sup>th</sup> August 2021
3	Link for remote e-voting	Members may refer to the instructions provided under “Procedure and Instructions” for E-Voting” section in the subsequent pages of this Notice
4	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> 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 Private Limited at 1800 309 4001 or write to them at <a href="mailto:emeetings@kfintech.com">emeetings@kfintech.com</a>
6	Cut-off date for e-voting	Friday, 13 <sup>th</sup> August 2021
7	Time period for remote e-voting	<b>Commencement of remote e-voting:</b> 9.00 a.m. on Tuesday, 17 <sup>th</sup> August 2021 <b>End of remote e-voting:</b> 5:00 p.m. on Thursday, 19 <sup>th</sup> August, 2021
8	Link for Members to update email ID	<b>Company’s website:</b> <a href="https://www.adityabirlacapital.com/investor-relations/shareholder-centre">https://www.adityabirlacapital.com/investor-relations/shareholder-centre</a> <b>KFintech website:</b> <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/</a>
9	Last date for publishing results of remote e-voting and voting at the AGM	Tuesday, 24 <sup>th</sup> August 2021
10	Registrar and Transfer Agent - Contact details	<b>M/s KFin Technologies Private Limited</b> Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Phone No.: +91 40 67161627, Toll-free No.: 1800-572-4001; E-mail: <a href="mailto:adityacapital@kfintech.com">adityacapital@kfintech.com</a> , Website: <a href="http://www.kfintech.com">www.kfintech.com</a>
11	Aditya Birla Capital Limited - Contact details	<b>Corporate Office:</b> Aditya Birla Capital Limited 18 <sup>th</sup> Floor, Tower 1, One World Centre, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013. Email: <a href="mailto:abc.secretarial@adityabirlacapital.com">abc.secretarial@adityabirlacapital.com</a> <b>Registered Office:</b> Indian Rayon Compound, Veraval- 362 266, Gujarat

**ANNEXURE-I**

Details of Directors seeking appointment/re-appointment at the 14<sup>th</sup> (Fourteenth) ("AGM") to be held on Friday, 20<sup>th</sup> August 2021 at 11:00 a.m. [Pursuant to Regulations 36(3) and 26(4) of the SEBI Listing Regulations and SS-2]

**Nature of Information**

Name	Mr. Sushil Agarwal
Age / Date of Birth	58 years / 13 <sup>th</sup> June 1963
Director Identification Number	00060017
Nature of appointment/ re-appointment	Re-appointment (pursuant to retirement by rotation)
Qualifications	M.Com, Chartered Accountant
Experience and expertise in specific functional area	Mr. Sushil Agarwal, Non-Executive and Non-Independent Director, is a Qualified Chartered Accountant and holds a Master's degree in Commerce. He is also the Group Chief Financial Officer and Director of Aditya Birla Management Corporation Private Limited. He is also a member of the Business Review Council, which is an institutionalized mechanism for bringing in wider managerial perspectives and leadership experiences into reviewing the development, growth and operations of the Group's businesses.
	An advocate of Corporate Governance and Trusteeship, Mr. Agarwal has spent his entire career spanning over 30 years with the Group and has a unique distinction of working closely with the former Chairman Late Shri Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla.
	Mr. Agarwal has closely worked with several businesses of the Group and has been on the Board of various listed companies of the Group like Aditya Birla Capital, Aditya Birla Fashion and Retail and Grasim Industries. He has richly contributed in many Restructuring, Mergers and Acquisitions and Funding Raising initiatives of the Group with his widely acknowledged financial acumen and analytical skills. He is familiar with operations in most states in India and several countries abroad, and is best known for his strong connections and relationship with the global investors and industry stalwarts.
	In September 2018, he was awarded as the India's Greatest CFO in the 3 <sup>rd</sup> edition of 'Asia One' India's Greatest Brands and Leaders Awards 2017-18. In recognition of his stellar contribution he was awarded as "Business Leader Corporate CFO" at the 11 <sup>th</sup> ICAI Awards 2017. He has also been honored with the Chairman's Exceptional Contributor Award in 2000 and Outstanding Leadership Award in 2014 by the Chairman of Aditya Birla Group.
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 2020-21 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	26 <sup>th</sup> October 2017
Shareholding in the Company as on 31 <sup>st</sup> March 2021	2,89,585 equity shares (including shares held as Karta of HUF)
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 2020-21	Attended 6 out of 6 Board Meetings held.
List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2021 *	1. Aditya Birla Fashion and Retail Limited 2. Aditya Birla Health Insurance Co. Limited 3. Living Media India Limited 4. IGH Holdings Private Limited
Chairmanships/ Memberships of the Committees of other public limited companies as on 31 <sup>st</sup> March 2021 *	
Audit Committee	<b>Member:</b> 1) Aditya Birla Fashion and Retail Limited 2) IGH Holdings Private Limited
Stakeholders Relationship Committee	<b>Member:</b> 1) Aditya Birla Fashion and Retail 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.

<b>Name</b>	<b>Mr. Romesh Sobti</b>
<b>Age / Date of Birth</b>	71 years / 24 <sup>th</sup> March 1950
<b>Director Identification Number</b>	00031034
<b>Nature of appointment/ re-appointment</b>	Appointment as a Non-Executive Director (Nominee)
<b>Qualifications</b>	B.E. (Hons.) in Electrical Engineering; and Diploma in Corporate Laws and Secretarial Practice
<b>Experience and expertise in specific functional area</b>	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 <sup>rd</sup> 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 – County 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.
<b>Terms and conditions of appointment/ re-appointment</b>	His office shall be liable to retire by rotation.
<b>Remuneration sought to be paid and last drawn</b>	No remuneration was paid during the financial year 2020-21 and no approval is being sought for remuneration to be paid.
<b>Date of appointment on the Board</b>	14 <sup>th</sup> January 2021
<b>Shareholding in the Company as on 31<sup>st</sup> March 2021</b>	Nil
<b>Relationship with Directors and Key Managerial Personnel</b>	Not related to any other Director / Key Managerial Personnel
<b>Details of attendance at the Board Meeting(s) during the financial year 2020-21</b>	Attended 2 out of 2 Board Meetings held during his tenure
<b>List of other Public Companies (in India) in which Directorships are held as on 31<sup>st</sup> March 2021 *</b>	Nil
<b>Chairmanships/ Memberships of the Committees of other public limited companies as on 31<sup>st</sup> March 2021 *</b>	
<b>Audit Committee</b>	-
<b>Stakeholders Relationship Committee</b>	-

**\*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.

<b>Name</b>	<b>Mrs. Vijayalakshmi Iyer</b>
Age / Date of Birth	66 years / 1 <sup>st</sup> June 1955
Director Identification Number	05242960
Nature of appointment/ re-appointment	Re-appointment as an Independent Director for a second term
Qualifications	B. Com, M. Com, CAIIB
Experience and expertise in specific functional area	Mrs. Vijayalakshmi Iyer is an Independent Director of the Company. She has graduated from M.L. Dahanukar College of Commerce and did her post-graduation from Sydenham College of Commerce, Mumbai. She is also a certified associate of the Indian Institute of Banking and Finance. She has nearly four decades of experience in the banking and finance sector in India. She has served as the chairperson for a number of Boards and Committees in the financial sector in India including the Banking and Financial Institute Committee of the Federation of Indian Chambers of Commerce and Industry.
Terms and conditions of appointment/ re-appointment	She retired as the Chairperson and Managing Director of Bank of India in May 2015 where she played an instrumental role in structuring it as an umbrella institution offering all kinds of banking and financial services. Under her leadership, Bank of India received the 'Best PSU Bank' award for overall growth in performance from Dun & Bradstreet and was recognised as the 'Second Most Trusted Brand among the PSU Banks' by the Economic Times. She also served as member (finance & investment) at IRDAI from 2015 to 2017 where she played a significant role in the introduction and amendment of various regulations related to, inter alia, finance and accounts, corporate governance, mergers and acquisition, registration of new insurance companies and exposure of management. In her role as member (finance & investment) at IRDAI, her contributions in the field of redefining the regulations and issues related to the Financial Stability Board, the Financial Stability Development Council, the RBI, SEBI and other national and international agencies were significant.
Remuneration sought to be paid and last drawn	She shall hold office for a term of 5 (five) consecutive years, that is from 26 <sup>th</sup> June 2022 up to 25 <sup>th</sup> June 2027 and her office shall not be liable to retire by rotation.
Date of appointment on the Board	No remuneration was paid during the financial year 2020-21 and no approval is being sought for remuneration to be paid. 26 <sup>th</sup> June 2021
Shareholding in the Company as on 31 <sup>st</sup> March 2021	2,000 equity shares
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 2020-21	Attended 5 out of 6 Board Meetings held.
List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2021 *	1. Magma Fincorp Limited 2. Computer Age Management Services Limited 3. GIC Housing Finance Limited 4. ICI Securities Limited 5. Religare Enterprises Limited 6. L&T Metro Rail (Hyderabad) Limited 7. L&T Infrastructure Development Projects Limited 8. Axis Mutual Fund Trustee Limited 9. Avanse Financial Services Limited
Chairmanships/ Memberships of the Committees of other public limited companies as on 31 <sup>st</sup> March 2021 *	
Audit Committee	<b>Member:</b> 1) ICI Securities Limited 2) Magma Fincorp Limited 3) Axis Mutual Fund Trustee Limited 4) Computer Age Management Services Limited 5) L&T Metro Rail (Hyderabad) Limited
Stakeholders Relationship Committee	<b>Chairperson:</b> 1) Religare Enterprises Limited 2) Avanse Financial Services Limited <b>Chairperson:</b> 1) ICI Securities 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.

<b>Name</b>	<b>Mr. Arun Kumar Adhikari</b>
Age / Date of Birth	67 years / 20 <sup>th</sup> January 1954
Director Identification Number	00591057
Nature of appointment/ re-appointment	Re-appointment as an Independent Director for a second term
Qualifications	B.Tech (Chemical Engineer -IIT Kanpur), M.B.A. (IIM Kolkata)
Experience and expertise in specific functional area	Mr. Arun Kumar Adhikari is an Independent Director of the Company Mr. Adhikari joined Hindustan Lever Limited as a Management Trainee in 1977 and worked with the Unilever Group in India, UK, Japan and Singapore. His areas of responsibility included sales and marketing, culminating in general management roles including as Managing Director, Hindustan Unilever Ltd and Chairman, Unilever Japan KK. Retired from Unilever in January 2014 following which he was a Senior Advisor with McKinsey for four years.
Terms and conditions of appointment/ re-appointment	He shall hold office for a term of 5 (five) consecutive years, that is from 26 <sup>th</sup> June 2022 up to 25 <sup>th</sup> June 2027 and his office shall not be liable to retire by rotation.
Remuneration sought to be paid and last drawn	No remuneration was paid during the financial year 2020-21 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	26 <sup>th</sup> June 2017
Shareholding in the Company as on 31 <sup>st</sup> March 2021	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 2020-21	Attended 6 out of 6 Board Meetings held.
List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2021*	1. Ultratech Cement Limited 2. Voltas Limited 3. Vodafone Idea Limited 4. Aditya Birla Sun Life Insurance Company Limited
Chairmanships/ Memberships of the Committees of other public limited companies as on 31 <sup>st</sup> March 2021*	
Audit Committee	<b>Member:</b> 1) Voltas Limited 2) UltraTech Cement Limited 3) Aditya Birla Sun Life Insurance Company Limited
Stakeholders Relationship Committee	-

**\*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.

<b>Name</b>	<b>Mr. Puranam Hayagreeva Ravikumar</b>
Age / Date of Birth	69 years / 20 <sup>th</sup> July 1951
Director Identification Number	00280010
Nature of appointment/ re-appointment	Re-appointment as an Independent Director for a second term
Qualifications	B.Com, Associate of Chartered Institute of Bankers, London, Associate of Indian Institute of Bankers, Senior Diploma in French, 'Honorary Fellow' of the Chartered Institute for Securities & Investment, UK
Experience and expertise in specific functional area	Mr. Puranam Hayagreeva Ravikumar is an Independent Director of the Company. He has over 48 years of professional experience in the banking and financial services sector including 22 years of service at Bank of India and 12 years at ICICI Bank. He was a critical part of the founding team at ICICI Bank, He was the founding Managing Director and Chief Executive Officer of NCDEX for five years and also the founding Managing Director and Chief Executive Officer of Invent Assets Securitisation and Reconstruction Pvt. Limited, an Asset Reconstruction Company, for four years. He was the Chairperson of Bharat Financial Inclusion Limited (formerly known as SKS Microfinance Limited) for the past seven years till the date of its merger with IndusInd Bank Ltd (effective from 04 <sup>th</sup> July 2019). He is a co-founder and was a Director of Vastu Housing Finance Corporation Limited, a home finance Company, which focuses on affordable housing for the middle and the low income groups. He was the Chairperson of its Board of Directors for about 3 and a half years till July 2017.
Terms and conditions of appointment/ re-appointment	He shall hold office for a term of 5 (five) consecutive years, that is from 26 <sup>th</sup> June 2022 up to 25 <sup>th</sup> June 2027 and his office shall not be liable to retire by rotation.
Remuneration sought to be paid and last drawn	No remuneration was paid during the financial year 2020-21 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	26 <sup>th</sup> June 2017
Shareholding in the Company as on 31 <sup>st</sup> March 2021	1,407 equity shares
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 2020-21	Attended 6 out of 6 Board Meetings held.
List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2021 *	1. Bharat Forge Limited 2. Escorts Limited 3. IFFCO Kisan Finance Limited 4. Utkarsh Small Finance Bank Limited 5. NSE Data & Analytics Limited 6. ICICI Prudential Trust Limited 7. UTI Retirement Solutions Limited
Chairmanships/ Memberships of the Committees of other public limited companies as on 31 <sup>st</sup> March 2021 *	
Audit Committee	<b>Member:</b> 1) Bharat Forge Limited 2) UTI Retirement Solutions Limited <b>Chairperson:</b> 1) Escorts Limited 2) IFFCO Kisan Finance Limited 3) ICICI Prudential Trust Limited
Stakeholders Relationship Committee	-

**\*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, unlisted companies and private companies held in companies registered under Section 8 of the Companies Act, 2013.

<b>Name</b>	<b>Mr. Subhash Chandra Bhargava</b>
Age / Date of Birth	75 years / 20 <sup>th</sup> July 1945
Director Identification Number	00020021
Nature of appointment/ re-appointment	Re-appointment as an Independent Director for a second term
Qualifications	B. Com., FCA
Experience and expertise in specific functional area	Mr. Subhash Chandra Bhargava is an Independent Director of the Company. He has worked in the banking and finance sector. He retired from the Life Insurance Corporation of India as Executive Director (Investment) in 2005 where he worked in a diverse number of fields including corporate finance, dealing in equity, debt and Government securities and project finance. In 2004, he was nominated to the Technical Advisory Committee on Monetary Policy of the RBI and was associated with the same till 2005. Post retirement from the Life Insurance Corporation of India, he worked at the Bank of Rajasthan in the capacity of an advisor in treasury management from 2005 to 2010. He has been on the Boards of large financial sector Companies such as UTI Asset Management Co. Limited, Bank of Maharashtra and Escorts Limited. He acted as an Investment advisor to MetLife Insurance Co. Limited from 2008-10. He has also served on the Board of Directors of UTI Retirement solution Limited, Mahindra Trucks and Buses Limited and Mahindra Two Wheelers Limited, etc. He is presently the Chairman of A. K. Capital Services Limited and OTC Exchange of India.
Terms and conditions of appointment/ re-appointment	He shall hold office for a term of 3 (three) consecutive years, that is from 1 <sup>st</sup> September 2021 up to 31 <sup>st</sup> August 2024 and his office shall not be liable to retire by rotation.
Remuneration sought to be paid and last drawn	No remuneration was paid during the financial year 2020-21 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	1 <sup>st</sup> September 2016
Shareholding in the Company as on 31 <sup>st</sup> March 2021	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 2020-21	Attended 6 out of 6 Board Meetings held.
List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2021 *	<ol style="list-style-type: none"> <li>1. A K Capital Services Limited</li> <li>2. Palace Solar Energy Private Limited</li> <li>3. Aditya Birla Renewables Subsidiary Limited</li> <li>4. Aditya Birla Finance Limited</li> <li>5. Aditya Birla Sun Life Pension Management Limited</li> <li>6. Waacox Energy Private Limited</li> </ol>
Chairmanships/ Memberships of the Committees of other public limited companies as on 31 <sup>st</sup> March 2021 *	
Audit Committee	<b>Member:</b> 1) Aditya Birla Sun Life Pension Management Limited 2) Aditya Birla Renewables Subsidiary Limited
Stakeholders Relationship Committee	3) Waacox Energy Private Limited 4) Palace Solar Energy Private 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, unlisted companies and private companies and positions held in companies registered under Section 8 of the Companies Act, 2013.