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**POSTAL BALLOT NOTICE****Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014****Dear Member(s),**

**Notice** is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("**Companies Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("**SS 2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws and regulations, that it is proposed to seek the consent of the Members of Aditya Birla Capital Limited ("**Company**"), for the resolution appended below, through Postal Ballot using Postal Ballot Form / remote electronic voting ("**remote e-voting**").

**SPECIAL BUSINESS****Item No. 1 - Issuance of securities for an aggregate consideration of up to Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only)**

To consider, and if thought fit, to pass, the following as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") on which the equity shares having face value of Rs.10/- each of the Company ("**Equity Shares**") are listed and Luxembourg Stock Exchange ("**LSE**") on which the global depository receipts of the Company are listed (BSE, NSE and LSE shall collectively be referred to as the "**Stock Exchanges**"), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Government of India ("**Gov**"), Stock Exchanges and / or any other competent authorities (herein referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company ("**Board**", which term shall include any Committee thereof which the Board may have constituted or may hereinafter constitute to exercise

its powers including the powers conferred by this resolution), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot such number of fully paid-up Equity Shares, global depository receipts ("**GDRs**"), American depository receipts ("**ADRs**"), foreign currency convertible bonds ("**FCCBs**"), preference shares convertible into Equity Shares, fully convertible debentures/partly convertible debentures, non-convertible debentures ("**NCDs**") along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/ or domestic offerings, in one or more foreign markets and/or domestic market, through public and/or private offerings and/ or by way of qualified institutions placement, or any combination thereof, through issue of prospectus and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with Chapter VIII of the SEBI Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the Securities or not (collectively called the "**Investors**"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed, as the Board in its absolute discretion may deem fit and appropriate."

**"RESOLVED FURTHER THAT** if any issue of Securities is made by way of a qualified institutions placement ("**QIP**") in terms of Chapter VIII of the SEBI Regulations,

- the allotment of the Securities shall be completed within 12 months from the date of passing of the special resolution by the Members or such other time as may be allowed under the SEBI Regulations from time to time;
- the Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations;

- (c) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed five times of the net worth of the Company as per the audited balance sheet of the previous financial year;
- (d) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations;
- (e) in the event that convertible securities and/or warrants which are convertible into Equity Shares are issued along with NCDs to qualified institutional buyers under Chapter VIII of the SEBI Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with NCDs and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations; and
- (f) the Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations."

**"RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance."

**"RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance."

**"RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank *pari passu* in all respects with the existing Securities of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue and allotment of Securities, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities, including application to Stock Exchanges for obtaining in-principle approval, listing of Securities, filing of requisite documents with the Registrar of Companies, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any

fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the creation, offer, issue and allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board, be and is hereby severally authorised to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in regard to the Issue."

**By order of the Board of Directors  
For Aditya Birla Capital Limited  
(Formerly known as Aditya Birla Financial Services Limited)**

**Sailesh Kumar Daga  
Company Secretary  
FCS 4164**

Date : 8<sup>th</sup> May, 2018  
Place : Mumbai

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act read with Section 110 of the Companies Act, relating to the Special Business to be transacted through Postal Ballot (including through remote e-voting) has been enclosed.
2. A copy of this notice along with the Postal Ballot form has been placed on the website of the Company at [www.adityabirlacapital.com](http://www.adityabirlacapital.com).
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 25<sup>th</sup> May, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered by them with their Depository Participants (in case of electronic shareholding) or to the extent the email ID has been provided by the shareholders to the Company's Registrar and Share Transfer Agent, for shares held in physical form. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the close of business hours on Friday, 25<sup>th</sup> May, 2018, will be considered for the purpose of voting.
5. The Board of Directors of the Company (the **"Board"**) by resolution dated 8<sup>th</sup> May, 2018, has appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries or failing him Mr. Prakash Pandya (FCS No.:3901/ COP No.:2311), Proprietor, P. K. Pandya & Co., Practicing Company Secretary, as the Scrutinizer (**"Scrutinizer"**) for conducting the postal ballot / remote e-voting process in a fair and transparent manner.
6. The right of voting through Postal Ballot cannot be exercised through proxy.
7. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate thereof, the Member may write to Karvy Computershare Private Limited, Unit: Aditya Birla Capital Limited, Karvy Selenium Tower B, Plot No.: 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 alternatively, he/she can send an email to [adityacapital@karvy.com](mailto:adityacapital@karvy.com) or to [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com). The Registrar and Share Transfer Agent will forward the same along with postage prepaid self addressed Business Reply Envelope upon receipt of a request from the Member.

However, the duly filled in duplicate form should reach the Scrutinizer **on or before Saturday, 30<sup>th</sup> June, 2018 (5.00 p.m. IST).**

8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered office of the Company during normal business hours from 11 am to 1 pm on all working days, from the date of dispatch of notice up to the date of declaration of the results of voting by Postal Ballot and remote e-voting.
9. Members are requested to:
  - a. intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Registrar and Share Transfer Agent i.e. Karvy Computershare Private Limited ("**Karvy**"), for shares held in physical form.
  - b. quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
  - c. make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agent of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination, if not already done.

#### **VOTING THROUGH POSTAL BALLOT FORM:**

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed marking your assent (for) or dissent (against), in respect of the proposed resolution as mentioned in the Notice and send the same in the enclosed postage prepaid self addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.00 p.m. (IST), on Saturday, 30<sup>th</sup> June, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid by the Company, if posted in India and if sent through the postage prepaid self addressed Business Reply Envelope.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

#### **VOTING THROUGH ELECTRONIC MEANS (REMOTE E-VOTING):**

1. In compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44(1) of the SEBI Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolution proposed to be considered by electronic means and the business may be transacted through remote e-voting services arranged by Karvy.
2. The remote e-voting period commences **on Friday, 1<sup>st</sup> June, 2018 (9.00 a.m. IST) and ends on Saturday, 30<sup>th</sup> June, 2018 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, 25<sup>th</sup> May, 2018, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
3. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

#### **Manner of Voting through Electronic Means:**

The procedure and instructions for Members voting electronically are as under:

- A. Member(s) whose email ID is registered with the Company/Depository Participants will receive an email from Karvy informing them of their User ID and Password. Once a Member receives the email, he or she will need to go through the following steps to complete the e-voting process:**
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

- ii. Enter the login credentials (i.e. User ID and Password). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, Click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e. "Company Name" i.e. Aditya Birla Capital Limited.
- 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, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the 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 folios/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- xi. Once you confirm your vote on the resolution, you will not be allowed to cast your vote again.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board resolution/Authority Letter/ Power of Attorney, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer through email at [scrutinizer.abcl@karvy.com](mailto:scrutinizer.abcl@karvy.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."

#### **B. In case a Member receives physical copy of the Postal Ballot Notice:**

(for Members whose email IDs are not registered with the Company / Depository Participant or requesting physical copy)

- (i) User ID and initial password are provided at the bottom of the Postal Ballot Form in the following format:

User ID	Password
-	-

- (ii) Please follow all steps from Sr. No. i to Sr. No. xii above in A, to cast your vote.

#### **C. Other Instructions:**

- (i) A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of voting through postal ballot form or through remote e-voting.
- (ii) The voting rights of the 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, 25<sup>th</sup> May, 2018.

- (iii) In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website at [www.evoting.karvy.com](http://www.evoting.karvy.com).
- (iv) In case of any queries or grievances relating to Postal Ballot/ remote e-voting, Members are requested to contact Mr. Ananda Moolya, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Tel. No. +91 40 6716 1627, Fax No.: +91 40 2342 0814, email ID: [adityacapital@karvy.com](mailto:adityacapital@karvy.com).

#### Declaration of Results:

1. The Scrutinizer shall submit the Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or a person authorised by him, who shall countersign the same, on or before Monday, 2<sup>nd</sup> July, 2018.
2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the postal ballot process (including remote e-voting) to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations and the result of the postal ballot will be declared on or before Monday, 2<sup>nd</sup> July, 2018, latest by 5.00 p.m. (IST) at the Registered office of the Company.
3. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company at [www.adityabirlacapital.com](http://www.adityabirlacapital.com) and on the website of Karvy at [www.evoting.karvy.com](http://www.evoting.karvy.com) and will also be displayed on the notice board of the Company at its Registered office and Corporate office, immediately after the declaration of the result by the Chairman or a person authorised by him in writing.
4. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot form or remote e-voting i.e. by Saturday, 30<sup>th</sup> June, 2018.
5. You can retrieve/obtain your password through the following three options:
  - (i) **Easy SMS:** If you have your mobile number registered against your Folio number / DP ID Client ID, send SMS: MYEPWD <space> remote e-voting Event Number + Folio No or DP ID Client ID to +9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.
  - (ii) **E-Voting Website:** If your e-mail ID is registered against your Folio number / DP ID Client ID, enter your Folio number / DP ID Client ID and PAN to receive password.
  - (iii) **Investor Care:** Call the Investor Care at 1800 345 4001 for related services such as to reset password, unlock the account, register new e-mail ID, mobile no., etc. or send an email to [karvy at evoting.com](mailto:karvy@evoting.com).

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT

Pursuant to Section 102(1) of the Companies Act read with Section 110 of the Companies Act, the following Explanatory Statement sets out all material facts relating to the item of business of the accompanying Notice dated 8<sup>th</sup> May, 2018.

##### Item No. 1

#### Issuance of securities for an aggregate consideration of up to Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only)

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding *inter alia* to augment its long term resources including for servicing and/or repayment of short term and long term debt, capital expenditure, investment in subsidiaries/joint ventures for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and general corporate purposes as per the Company's growth and business related plans. At its meeting held on 8<sup>th</sup> May, 2018, the Board has approved raising further capital of the Company up to an aggregate amount of Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only), *inter alia*, by way of issuance of Equity Shares, global depository receipts, American depository receipts, foreign currency convertible bonds, fully convertible debentures, partly convertible debentures, non-convertible

debt instruments along with warrants, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares (all of which are hereinafter referred to as "**Securities**"), combination of any of the aforementioned securities in one or more tranches through one or more public and/or private offerings, qualified institutions placement and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors.

In case of qualified institutions placement, the price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"). The Board may, at its absolute discretion, decide the pricing for the Equity Shares to be issued upon exercise of the warrants in the qualified institutions placement, subject to the SEBI Regulations.

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

In case of issuance of FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

The relevant date for minimum issue price for issuance of Equity Shares upon exercise of the warrants shall be the date of the meeting in which the Board or a Committee of the Board decides to open the issue of warrants.

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to the SEBI Regulations and other applicable laws, regulations, rules and guidelines.

The Equity Shares issued, if any, shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend.

The proceeds of the proposed issue of Securities shall be utilised for any of the aforesaid purposes to the extent permitted by law.

As the issue may result in the issue of Securities to investor(s) who may or may not be Members of the Company, consent of the Members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations. The above proposal is in the interest of the Company and the Board thus recommends this resolution for approval of the Members as a Special Resolution.

The Promoter and Promoter Group of the Company will not subscribe to the issue, if made, under Chapter VIII of SEBI Regulations.

None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company.

The Board accordingly commends the special resolution as set out in Item No. 1 of this Notice for your approval.

**By order of the Board of Directors  
For Aditya Birla Capital Limited  
(Formerly known as Aditya Birla Financial Services Limited)**

**Sailesh Kumar Daga  
Company Secretary  
FCS 4164**

Date : 8<sup>th</sup> May, 2018  
Place : Mumbai



**POSTAL BALLOT FORM**

Ballot No.:

1. Name and Registered address of the sole/first named Member :
2. Name(s) of the joint Member(s), if any :
3. Registered Folio No./ DPID & Client ID\* (\*Applicable to Members holding equity shares in dematerialized form) :
4. Number of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of the following resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 8<sup>th</sup> May, 2018 ("Notice"), by conveying my/our assent or dissent to the said resolution by placing tick mark (✓) at the appropriate column below:

Resolution No.	Description of the resolution	No. of Equity Shares for which votes cast	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1	Issue of Securities for an aggregate consideration of up to Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only)			

Place :  
 Date :  
 Email :  
 Contact No. : (Signature of the Member/Authorised Representative)

Last date for receipt of Postal Ballot Form by the Scrutinizer: Saturday, 30<sup>th</sup> June, 2018 by 5:00 p.m. (IST)

**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Event Number)	User ID	Password

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting
Friday, 1 <sup>st</sup> June, 2018 from 9:00 a.m. (IST)	Saturday, 30 <sup>th</sup> June, 2018 at 5:00 p.m. (IST)

**Notes:**

1. Please read the instructions printed overleaf carefully before exercising the vote through this form.
2. For remote e-voting facility, please refer instructions under "Voting through electronic means (remote e-voting)" in the Notice attached.
3. Remote e-voting facility shall be disabled at 5:00 p.m. (IST) on Saturday, 30<sup>th</sup> June, 2018.
4. If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

## **INSTRUCTIONS**

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and send the same duly completed to the Scrutinizer at Karvy Computershare Private Limited, Unit: Aditya Birla Capital Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 in the enclosed postage prepaid self addressed Business Reply Envelope so as to reach the Scrutinizer not later than 5.00 P.M. (IST) on 30<sup>th</sup> June, 2018. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member.
2. This ballot form ("**Postal Ballot Form**") is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post for the resolution included in the Notice.
3. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column.
4. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or remote e-voting facility. If a Member casts votes by both modes, then the voting done through remote e-voting facility shall prevail and the Postal Ballot Form shall be treated as invalid.
5. The self-addressed envelope bears the address where the Postal Ballot Form needs to be posted to the Scrutinizer.
6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar and Share Transfer Agent/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
7. The vote(s) of a Member will be considered invalid *inter alia*, on any of the following grounds:
  - a) the Postal Ballot Form other than the one issued by the Company is used;
  - b) the Postal Ballot Form has not been signed by or on behalf of the Member;
  - c) the signature of the Member / authorised representative does not tally with the records of the Company / Registrar and Share Transfer Agent / Depository Participant;
  - d) the Member has put a tick mark (✓) in both the columns, that is "FOR" and also for "AGAINST" in respect of the resolution in such a manner that the aggregate number of shares voted for "FOR" and "AGAINST" exceed the total number of shares held;
  - e) the Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
  - f) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
  - g) the Member has made any amendment to the resolution or imposed any condition while exercising the vote;
  - h) the Postal Ballot Form is received torn or defaced or mutilated;
  - i) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Postal Ballot Forms received after 5:00 p.m. (IST) on Saturday, 30<sup>th</sup> June, 2018, will be strictly treated as invalid / as if the reply from the Member has not been received.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on the close of business hours on Friday, 25<sup>th</sup> May, 2018 i.e. the cut off date.
11. In case the Equity Shares are held by bodies corporate, trusts, societies, etc. or by persons authorised under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorised representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration number. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
12. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate thereof, the Member may write to Karvy Computershare Private Limited, Unit: Aditya Birla Capital Limited, Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, alternatively, he/she can send an email to karvy at [adityacapital@karvy.com](mailto:adityacapital@karvy.com) or to the Company at [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com). The Registrar and Share Transfer Agent will forward the same along with postage prepaid self-addressed Business Reply Envelope upon receipt of a request from the Member. However, the duly filled in duplicate form should reach within the date and time specified above.
14. The Scrutinizer's decision on the validity of postal ballot will be final.

### Aditya Birla Capital Limited

(Formerly known as Aditya Birla Financial Services Limited)

CIN: L67120GJ2007PLC058890

Regd. Office: Indian Rayon Compound, Veraval - 362 266, Gujarat

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Corporate Office: One Indiabulls Centre, Tower-1, 18th Floor,

Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road,

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Email: [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com)

Website: [www.adityabirlacapital.com](http://www.adityabirlacapital.com)

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**ADITYA BIRLA  
CAPITAL**

1800-270-7000