

CIN: L67120GJ2007PLC058890

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

Corporate Office: One Indiabulls Centre, Tower-1, 18<sup>th</sup> Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

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

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“**Meeting**”) of the shareholders (“**Members**”) of Aditya Birla Capital Limited (“**Company**”) will be held on Saturday, 5<sup>th</sup> October, 2019 at 11.00 a.m. at the Registered Office of the Company at the Club Auditorium, Indian Rayon Compound, Veraval - 362 266, Gujarat, to transact the following special business:-

**Item No. 1 – Issuance of equity shares on a preferential basis for an aggregate consideration of Rs. 21,000 million (Rupees Twenty One Thousand million only)**

To consider and if thought fit to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) 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, 2018, as amended (“**SEBI ICDR 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 the stock exchanges on which the Equity Shares having face value of Rs.10/- each of the Company (“**Equity Shares**”) are listed, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India, Government of India, BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and / or any other competent authorities (herein referred to as “**Applicable Regulatory Authorities**”), as applicable,

including the Competition Commission of India (“**CCI**”), Department of Economic Affairs (“**DEA**”), 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 of them while granting any such approvals, permissions, consents and / or sanctions, the consent of the Members, be and is hereby accorded to the Board of Directors of the Company (“**Board**”) to create, offer, issue and allot:

- (a) 77,000,000 (Seventy Seven million) fully paid-up Equity Shares, at a price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, for an aggregate consideration of Rs. 7,700 million (Rupees Seven Thousand Seven Hundred million only), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment to Grasim Industries Limited (the “**Promoter**”);
- (b) 23,000,000 (Twenty three million) fully paid-up Equity Shares, at a price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, for an aggregate consideration of Rs. 2,300 million (Rupees Two Thousand Three Hundred million only), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment to any or all of the following members of the promoter group of the Company:
  - i. Surya Kiran Investments Pte. Limited; and / or
  - ii. IGH Holdings Private Limited; and / or
  - iii. Pilani Investment and Industries Corporation Limited.

(collectively, the “**Members of the Promoter Group**”);

- (c) 100,000,000 (One Hundred million) fully paid-up Equity Shares, at a price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, for an aggregate consideration of Rs. 10,000 million (Rupees Ten Thousand million only), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment to Jomei Investments Limited (the “Investor”); and
- (d) 10,000,000 (Ten million) fully paid-up Equity Shares, at a price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, for an aggregate consideration of Rs. 1,000 million (Rupees One Thousand million only), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment to PI Opportunities Fund-I (“PI Opportunities”).

(collectively, the “Proposed Allottees” and such allotment, the “Preferential Allotment”).

“RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations the relevant date for determining the price for the purpose of the Preferential Allotment shall be 5<sup>th</sup> September, 2019 (“Relevant Date”) i.e., the date which is 30 (thirty) days prior to the date on which this Resolution is passed.”

“RESOLVED FURTHER THAT the Equity Shares to be created, offered, issued and allotted to the Proposed Allottees shall be listed on the Stock Exchanges and shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottees towards application for subscribing to the Equity Shares pursuant to this Preferential Allotment shall be kept by the Company in a separate bank account opened by the Company and shall be utilised by the Company in accordance with Section 42 of the Companies Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to these

Resolutions, including, form filings, making applications to authorities, regulatory or otherwise and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares of the Company, relating to the issuance of Equity Shares as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of this special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval from the Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares, on one or more Stock Exchanges, where the existing Equity Shares of the Company are listed, subject to the necessary regulatory permissions and approvals, as the case may be.”

“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 Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment.”

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

Sailesh Kumar Daga  
Company Secretary  
FCS 4164

Date : 5<sup>th</sup> September, 2019  
Place : Mumbai

## NOTES FOR MEMBERS' ATTENTION:

1. The explanatory statement pursuant to Section 102 of the Companies Act ("**Explanatory Statement**") read with applicable rules thereto and the SEBI ICDR Regulations, relating to the Special Business to be transacted at this Meeting is annexed hereto and forms part of this notice of the Meeting.
2.
  - (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
  - (b) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**
  - (c) If a single person is appointed as a Proxy by more than 50 (Fifty) Members, such person shall choose any 50 (Fifty) Members and confirm the same to the Company in not less than 48 (Forty eight) hours before the commencement of the Meeting. In case he fails to do so, only the first 50 (Fifty) proxies received by the Company shall be considered as valid.
  - (d) A proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
  - (e) An instrument for appointment of proxy is valid only if it is duly filled, properly stamped and signed. Incomplete, blank, undated proxy or proxy form which does not state the name of the proxy will not be considered valid.
  - (f) If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
  - (g) Members, proxies and authorised representatives are requested to bring the attendance slip, attached herewith, duly filled and signed, mentioning therein details of their Depository Participant Identification number ("DP ID number") and Client ID number/ Folio number, and are requested to hand over the same at the entrance.
  - (h) During the period beginning 24 (Twenty Four) hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of notice in writing is given to the Company.
3. The Company is providing facility for voting by electronic means ("e-voting") through an electronic voting system which will include remote e-voting and the business set out in the Notice may be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are sent herewith. Once the vote on the 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. The Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
4. The Register of Directors and Key Managerial Personnel(s) and their shareholding maintained under Section 170 of the Companies Act along with other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the Meeting.
5. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days during office hours (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 12.00 noon upto the date of the Meeting and also at the venue of the Meeting.

The notice is also available on the Company's website [www.adityabirlacapital.com](http://www.adityabirlacapital.com). Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost.

6. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the "Secretarial Department" of the Company or Karvy Fintech Private Limited, the Company's Registrar & Transfer Agent ("Karvy"), quoting their Folio number or their Client ID number with DP ID number, as the case may be.
7. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or Karvy, 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.
8. Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned Depository Participant ("DP") and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") to the Company.
9. **Depository System**

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 fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Members have the option of holding and dealing in the shares of the Company in electronic form through either NSDL or CDSL. Members are encouraged to convert their holdings to electronic form.
10. Members can avail themselves, the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled-in to

Karvy. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

11. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Depository Participants/ Karvy unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice *inter-alia* indicating the process and manner of e-voting along with Attendance slip and Proxy Form, will be sent to them in the permitted mode.
12. Members holding shares in physical mode are requested to register their e-mail address with Karvy and Members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered. Similarly, in case of any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to Karvy, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
13. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
14. **Instructions for Remote e-voting**
  1. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing its Members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means, and the business may be transacted through remote e-voting platform, provided by Karvy. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
  2. The facility for voting through electronic voting system or polling paper shall be made available at the Meeting and the Members attending the

Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

3. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Wednesday, 2<sup>nd</sup> October, 2019 (9:00 a.m. IST) and ends on Friday, 4<sup>th</sup> October, 2019 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Saturday, 28<sup>th</sup> September, 2019, may cast their vote electronically.

**The process and manner for remote e-voting are as follows:**

- A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depository Participants):
  - 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, e-mail 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. 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 mentioned hereinabove. You may also choose the option ABSTAIN.
- 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 you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your 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 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(s).
- 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, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: [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 Notice of the Meeting (for Members whose e-mail IDs are not registered with the Company/ Depository Participant or requesting physical copy):
  - i. Initial Password is provided, as below, at the bottom of the Attendance Slip for the Meeting.  
  
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. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on cut-off date, i.e., Saturday, 28<sup>th</sup> September, 2019.
- ii. 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 voting, either through remote e-voting or voting at the Meeting.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the cut-off date, i.e., Saturday, 28<sup>th</sup> September, 2019 may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com).
- iv. Members can retrieve/obtain their password through the following three options:
  - (a) Easy SMS: If the mobile number of the member is registered against Folio No./ DP ID-Client ID, the member may send SMS: MYEPWD E-voting Event Number + Folio No. or DP ID-Client ID to +91 9212993399. Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical : MYEPWD XXX1234567890
  - (b) E-Voting Website: If e-mail address of the Member is registered against Folio No./ DP-ID Client ID, then on the home page of Karvy i.e. <https://evoting.karvy.com>, the Member may click "Forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - (c) Investor Care: Members may call Karvy's toll-free number 1800-3454-001 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@karvy.com](mailto:evoting@karvy.com).
- v. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. The Board of Directors of the Company, by resolution dated 5<sup>th</sup> September,

2019, has appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries or failing him Mr. Dilip Bharadiya (FCS No.: 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries as the Scrutinizer ("Scrutinizer"), to scrutinize the remote e-voting process and the voting at the Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and that they will be available for the same purpose.

- vi. At the Meeting, at the end of discussion on the resolution on which voting is to be held, the Chairman will order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- vii. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than 3 (three) days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by the Chairman in writing, who shall counter-sign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- viii. The results on resolution shall be declared on or after the Meeting and the resolution will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favor of the resolution.
- ix. The results declared by the Chairman of the Meeting 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 Karvy at <https://evoting.karvy.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. The results shall also be displayed on the notice board at the Registered Office and the Corporate Office of the Company for at least three days.

- x. As per the requirement of Secretarial Standard on General Meetings the route map showing directions to reach the venue of the Meeting along with an indication of the prominent landmark is annexed to the Notice.
15. In case of any queries or grievances relating to remote e-voting, Members are requested to contact Mr. Ananda Moolya,  
Karvy Fintech 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,  
E-mail ID: [adityacapital@karvy.com](mailto:adityacapital@karvy.com).

Alternatively, you can also visit the Help and Frequently Asked Questions (FAQs) section available at Karvy's website at <https://evoting.karvy.com/public/Faq.aspx>.

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

Date : 5<sup>th</sup> September, 2019  
Place : Mumbai

Sailesh Kumar Daga  
Company Secretary  
FCS 4164

## **Explanatory Statement pursuant to Section 102 of the Companies Act read with relevant rules made thereunder and the SEBI ICDR Regulations:**

The following explanatory statement sets out the material facts relating to the business under Item No. 1 of the accompanying Notice dated 5<sup>th</sup> September, 2019.

### **Item No. 1:**

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding to *inter alia* augment its long term resources including for servicing and/ or repayment of indebtedness, capital expenditure, investment in subsidiaries/ joint ventures of the Company for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and for general corporate purposes as per Company's and its subsidiaries/ joint ventures growth and business related plans from time to time.

The Board has approved the creation, offer, issue and allotment of 210,000,000 (Two Hundred Ten million) Equity Shares at a price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share for an aggregate consideration of Rs. 21,000 million (Rupees Twenty One Thousand Million only), by way of Preferential Allotment to the Proposed Allottees pursuant to its resolution dated 5<sup>th</sup> September, 2019. In this regard, the Company has executed separate subscription agreements with Jomei Investments Limited ("**Investor**") and PI Opportunities Fund-I, respectively. The subscription agreement with the Investor *inter alia* provides for some limited investment protection rights such as a board seat, anti-dilution rights, etc., some of which are for a limited period of up to 2 (two) years from the date of allotment of Equity Shares or if the equity shareholding of the Investor in the Company falls below certain defined threshold. Additionally, a privately held Promoter Group entity, has agreed to provide Investor with tag-along rights in case of a fall in the shareholding of the Promoter Group below a defined threshold.

The special resolution as mentioned under item no. 1 proposes to authorize the Board to issue and allot 210,000,000 (Two Hundred Ten million) Equity Shares at a price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, in accordance with the pricing guidelines, in such manner and on such terms of conditions as prescribed under the SEBI

ICDR Regulations, aggregating to an amount of Rs. 21,000 million (Rupees Twenty One Thousand million only) and in compliance with Sections 23, 42, 62(1) (c) and other applicable provisions of the Companies Act and relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

### **(a) Object(s) of the Preferential Allotment:**

The proceeds of the Preferential Allotment are proposed to be used by the Company for various purposes, to *inter alia* augment its long term resources including for servicing and/ or repayment of indebtedness, capital expenditure, investment in subsidiaries/ joint ventures of the Company for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and for general corporate purposes as per Company's and its subsidiaries/ joint ventures growth and business related plans from time to time.

### **(b) Total number of Equity Shares to be offered:**

The proposed resolution authorises the Board to issue and allot in aggregate 210,000,000 (Two Hundred Ten million) Equity Shares, in the manner approved by the Board, subject to other approvals from Applicable Regulatory Authorities.

### **(c) Issue Price and Relevant Date**

The Equity Shares in the Preferential Allotment shall be allotted at a price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share, which is higher than the minimum price determined in compliance with the relevant provisions of Chapter V of the SEBI ICDR Regulations considering the Relevant Date as 5<sup>th</sup> September, 2019 i.e., being the date 30 (thirty) days prior to the date of shareholders' approval for the Preferential Allotment.

### **(d) Basis on which price has been arrived at:**

The Board has decided that the Preferential Allotment shall be at an issue price of Rs. 100/- (Rupees One Hundred only) per Equity Share including a premium of Rs. 90/- (Rupees Ninety only) per Equity Share.



The provisions in Chapter V of the SEBI ICDR Regulations prescribes the minimum price at which a Preferential Allotment may be made. The minimum price at which the Preferential Allotment may be made (as determined in accordance with the SEBI ICDR Regulations) is:

- (i) Rs. 94.52 (Rupees Ninety Four and Fifty Two paise) per equity share for the Promoter, Members of the Promoter Group and Investor; and
- (ii) Rs. 88.64 (Rupees Eighty Eight and Sixty Four paise) per equity share for PI Opportunities.

The Equity Shares of Company are listed on Stock Exchanges and are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the above minimum price per Equity Share, National Stock Exchange of India Limited is the stock exchange that has higher trading volume for the period as prescribed under the SEBI ICDR Regulations and accordingly has been considered.

**(e) Intention of Promoters / Directors / Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:**

The Company has received a letter of intent from Grasim Industries Limited, the Promoter of the Company, indicating its intention to subscribe to the Preferential Allotment for 77,000,000 (Seventy Seven million) fully paid-up Equity Shares of the Company for an aggregate consideration of Rs. 7,700 million (Rupees Seven Thousand Seven Hundred million only). Additionally, the Company has also received letters of intent from Surya Kiran Investments Pte Limited, IGH Holdings Private Limited and Pilani Investment and Industries Corporation Limited, Members of the Promoter Group of the Company, indicating their intention to subscribe to the Preferential Allotment for 23,000,000 (Twenty Three million) fully paid-up Equity Shares for an aggregate consideration of Rs. 2,300 million (Rupees Two Thousand Three Hundred million only).

None of the Directors or Key Managerial Personnel intends to subscribe to the Preferential Allotment.

**(f) The name of the Proposed Allottees and the percentage of shareholding post allotment:**

Sr. No.	Name of the Proposed Allottees	Shareholding post allotment (in %)
<b>A) Category: Promoter - Bodies Corporate</b>		
1.	Grasim Industries Limited	54.29
<b>B) Category: Members of the Promoter Group</b>		
2.	(i) Surya Kiran Investments Pte. Limited; and/ or (ii) IGH Holdings Private Limited; and/ or (iii) Pilani Investment and Industries Corporation Limited	4.28
<b>C) Category: Public - Foreign Bodies Corporate</b>		
3.	Jomei Investments Limited	4.15
<b>D) Category: Public - Alternative Investment Fund</b>		
4.	PI Opportunities Fund-I	3.86*

*\*Together with its affiliates, PI Opportunities Fund-I, will hold approximately 4.11% of the post Preferential Allotment shareholding.*

**(g) Proposed time within which the Preferential Allotment shall be completed**

The allotment of Equity Shares is proposed to be completed within a maximum period of 15 (fifteen) days from the date of passing of this resolution or where the approval of any Applicable Regulatory Authority is pending or required, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

## (h) Shareholding pattern of the Company before and after the Proposed Allotment:

Sr. No.	Particulars	Pre-Preferential Allotment shareholding (as of 30 <sup>th</sup> August, 2019)		Post-Preferential Allotment shareholding (after allotment of equity shares)	
		Nos.	%	Nos.	%
<b>A</b>	<b>Promoter and Promoter Group</b>				
	Promoter	1,232,240,000	55.97	1,309,240,000	54.29 <sup>#</sup>
	Promoter Group	369,048,195	16.76	392,048,195	16.26
	<b>Sub Total (A)</b>	<b>1,601,288,195</b>	<b>72.73</b>	<b>1,701,288,195</b>	<b>70.54</b>
<b>B</b>	<b>Non Promoters</b>				
1.	Institutional Investors				
	Mutual Funds	28,559,456	1.30	28,559,456	1.18
	Venture Capital Funds	-	-	-	-
	Alternative Investment Funds	87,462,651	3.97	97,462,651	4.04
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors/ Foreign Institutional Investors	62,070,470	2.82	62,070,470	2.57
	Financial Institutions/ Banks	10,380,322	0.47	10,380,322	0.43
	Insurance Companies	58,485,469	2.66	58,485,469	2.42
	Provident Funds/ Pension Funds	-	-	-	-
	Others: Foreign Bodies Corporate	-	-	100,000,000	4.15
2.	Government of India	11,068	-	11,068	-
3.	Non-Institution:				
	Bodies Corporate	42,719,754	1.94	42,719,754	1.77
	Directors and Relatives	55,970	-	55,970	-
	Indian Public	245,040,226	11.13	245,040,226	10.16
	Hindu Undivided Families	11,783,337	0.54	11,783,337	0.49
	Foreign Nationals, NRI – Repat and Non-Repatriate	14,620,692	0.66	14,620,692	0.61
	Clearing Members	838,432	0.04	838,432	0.03
	Trusts	2,508,326	0.11	2,508,326	0.11
	NBFCs	413,396	0.02	413,396	0.02
	Overseas Corporate Bodies	18,363,256	0.83	18,363,256	0.76
	Overseas Depositories (holding DRs) (balancing figure)	17,183,397	0.78	17,183,397	0.72
	<b>Sub Total (B)</b>	<b>600,496,222</b>	<b>27.27</b>	<b>710,496,222</b>	<b>29.46</b>
	<b>Grand Total (A+ B)</b>	<b>2,201,784,417</b>	<b>100.00</b>	<b>2,411,784,417</b>	<b>100.00</b>

<sup>#</sup> Post Preferential Allotment shareholding of the Promoter in the Company being 54.285 has been rounded off to 54.29.

(i) **Lock-in Requirements**

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

(j) **Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Name of Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners	Percentage of Pre-Preferential Allotment shareholding (as of 30 <sup>th</sup> August, 2019)	No. of Equity Shares proposed to be allotted	Percentage of Post-Preferential Allotment capital to be held
<b>A) Promoter and Members of the Promoter Group</b>					
Grasim Industries Limited	Promoter	Grasim Industries Limited is a listed company with its equity shares listed on BSE Limited and National Stock Exchange of India Limited.	55.97	77,000,000	54.29
Surya Kiran Investments Pte. Limited <sup>1</sup>	Members of the Promoter Group	Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla	0.00	Up to 23,000,000 <sup>2</sup>	0.95 <sup>2</sup>
IGH Holdings Private Limited		Mr. Kumar Mangalam Birla	2.13	Up to 23,000,000 <sup>2</sup>	2.90 <sup>2</sup>
Pilani Investment and Industries Corporation Limited		Pilani Investment and Industries Corporation Limited is a listed company with its equity shares listed on BSE Limited and National Stock Exchange of India Limited.	1.51	Up to 23,000,000 <sup>2</sup>	2.34 <sup>2</sup>
<b>B) Public</b>					
Jomei Investments Limited	Public-Foreign Bodies Corporate	There is no natural person who has ownership of or entitlement to more than 25% of shares or capital or profits of Jomei Investments Limited. Advent International's GPE IX fund program consists of several limited partnerships all of which are managed by Advent International Corporation or its affiliates. Investment decisions for Advent's GPE IX fund program are made by Advent International Corporation through the applicable investment committees. The Investment Committee for Asian transactions consists of Mr. David Mussafer, Mr. Dave McKenna, and Mr. Chris Pike, all of whom are Managing Partners of Advent International Corporation.	Nil	100,000,000	4.15

Name of Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners	Percentage of Pre-Preferential Allotment shareholding (as of 30 <sup>th</sup> August, 2019)	No. of Equity Shares proposed to be allotted	Percentage of Post-Preferential Allotment capital to be held
PI Opportunities Fund-I	Alternative Investment Fund	PI Opportunities Fund – I is a Category-II Alternative Investment Fund registered with SEBI under SEBI (Alternative Investment Fund) Regulations, 2012. The contributors to the fund are Mr. Azim Hasham Premji and the entities controlled by him. Accordingly Mr. Azim Hasham Premji is the beneficial owner of PI Opportunities Fund-I.	3.77	10,000,000	3.86 <sup>3</sup>

<sup>1</sup> 7,000 global depositary shares held;

<sup>2</sup> These new 23,000,000 (Twenty Three million) Equity Shares may be allotted to any or all of the Members of the Promoter Group. However, the aggregate number of Equity Shares to be allotted to the Members of Promoter Group will remain 23,000,000. The aggregate pre-Preferential Allotment shareholding of the Members of the Promoter Group of 3.64% will become 4.28% in aggregate post Preferential Allotment.

<sup>3</sup> Together with its affiliates, PI Opportunities Fund-I, will hold approximately 4.11% of the post Preferential Allotment shareholding.

**(k) Auditors' Certificate:**

The certificate from Deloitte Haskins & Sells LLP being the Statutory Auditors of the Company certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be placed before the Members at the Meeting of the Company to be held on 5<sup>th</sup> October, 2019.

**(l) Change in control, if any, in the Company that would occur consequent to the proposed issue:**

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees.

**(m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil.

**(n) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made the Promoter of the Company, one or more Members of the Promoter Group and certain investors.

**(o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

A report of registered valuer is not required for the Preferential Allotment, under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

**(p) Undertakings:**

- i. Neither the Company nor any of its Promoters or Directors is a wilful defaulter;
- ii. As the Equity Shares have been listed for a period of more than twenty six weeks as on the Relevant Date, the provisions of Regulation 164(3) governing re-computation of the price of shares, shall not be applicable;

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares on preferential basis. Hence, the Board recommends the resolution proposed at Item No. 1, for your approval by way of a Special Resolution.

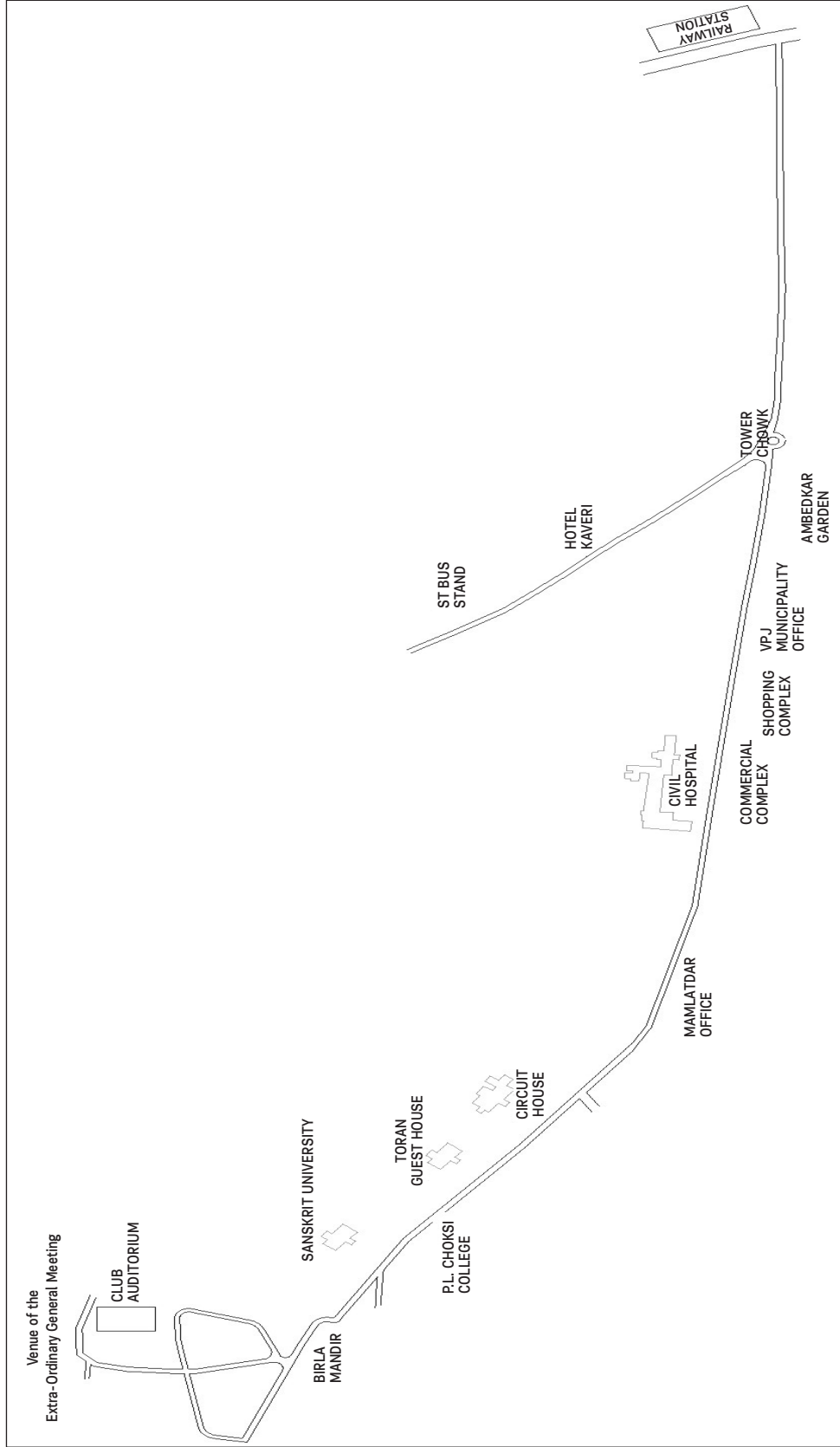
The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are directors or members.

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

Date : 5<sup>th</sup> September, 2019  
Place : Mumbai

Sailesh Kumar Daga  
Company Secretary  
FCS 4164

Route Map to the EGM Venue - The Club Auditorium, Indian Rayon Compound, Veraval-362 266, Gujarat



CIN: L67120GJ2007PLC058890

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

Corporate Office: One Indiabulls Centre, Tower-1, 18<sup>th</sup> Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

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

**Form MGT-11  
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

<b>Name of the Member(s):</b>
<b>Registered Address:</b>
<b>Email ID:</b>
<b>Folio No. / DP ID and Client ID*:</b>

\*applicable in case of equity shares held in electronic form.

I/We, being the Member(s) holding ..... equity shares of Aditya Birla Capital Limited, hereby appoint:

1. Name :  
 Address :  
 Email ID :

Signature: ....., or failing him/her

2. Name :  
 Address :  
 Email ID :

Signature: ....., or failing him/her

3. Name :  
 Address :  
 Email ID :

Signature: .....,

as my/our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Saturday, 5<sup>th</sup> October, 2019 at 11.00 a.m at the Registered Office of the Company at the Club Auditorium, Indian Rayon Compound, Veraval - 362 266, Gujarat and at any adjournment thereof in respect of such resolution and in such manner as are indicated overleaf:

I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Item No.	Resolution	Type of resolution	For*	Against*
(1)	Issuance of equity shares on a preferential basis for an aggregate consideration of ₹ 21,000 million (Rupees Twenty One Thousand Million only)	Special		

Signed this ..... day of .....2019

Affix ₹ 1/- Revenue stamp
------------------------------------

Signature of Member .....

.....  
 Signature of first proxy holder

.....  
 Signature of second proxy holder

.....  
 Signature of third proxy holder

\*Please put a (✓) in the appropriate column against the resolution as indicated in the box. Alternatively, you may mention the number of equity shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Notes :**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- A person can act as proxy on behalf of such number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the Meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.