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## NOTICE

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (*the "Act"*) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 on general meeting (*the "SS-2"*), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*the "SEBI Listing Regulations"*) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (*the "MCA"*), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020 and 39/2020 dated 31 December 2020 (*the "MCA Circulars"*), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2') and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, in view of the ongoing COVID-19 pandemic and any other applicable laws and regulations, the following item of special business is proposed to be passed by the Members of Aditya Birla Capital Limited (*the "Company"*) through Postal Ballot via remote electronic voting (*"e-voting"*).

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below, for seeking the consent of the Members of the Company through postal ballot by e-voting.

In view of the global outbreak of the COVID-19 pandemic, the MCA has, in terms of the above MCA Circulars advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism, in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* for Companies

that are required to provide e-voting facility under the Act while they are transacting any business(es) by way of Postal Ballot up to 30 June 2021.

### SPECIAL BUSINESS

**1) TO APPROVE POTENTIAL DILUTION OF SHAREHOLDING IN ADITYA BIRLA SUN LIFE AMC LIMITED, A MATERIAL SUBSIDIARY OF THE COMPANY, TO LESS THAN OR EQUAL TO FIFTY PERCENT UNDER REGULATION 24(5) OF THE SEBI LISTING REGULATIONS**

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

**"RESOLVED THAT** in accordance with the provisions of Regulation 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*"the SEBI Listing Regulations"*) and pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder, including any statutory modifications and amendments to each of the foregoing provisions, the master directions/ circulars/ guidelines issued by the Reserve Bank of India, all applicable notifications, clarifications, circulars, rules issued by the Government of India or other Government or statutory authorities, and subject to the Memorandum and Articles of association of the Company, the requisite approvals required, if any, of any relevant statutory, regulatory or government authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, consent of the members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as '**Board**', which term shall be deemed to include, unless the context otherwise requires any Committee of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) for potential dilution, sale of stake, or reduction of Company's shareholding in Aditya Birla Sun Life AMC Limited (*"ABSLAMC"*), a material subsidiary of the Company, to less than or equal to fifty percent of the paid up capital of ABSLAMC pursuant

to the vesting and exercise of employee stock options/ restricted stock units issued under the Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021 or any other stock option scheme adopted by ABSLAMC, and/or due to further dilution / sale of stake of the Company's shareholding in ABSLAMC in order to enable ABSLAMC to meet the minimum public shareholding required under applicable law post the initial public offering ("IPO") of ABSLAMC, and listing of equity shares of ABSLAMC on BSE Limited and National Stock Exchange of India Limited and/ or such other corporate action or sale of stake in ABSLAMC as may be applicable under Regulation 24(5) of the SEBI Listing Regulations, subject to prevailing market conditions and applicable regulatory approvals, and other considerations and terms and conditions as may be applicable and deemed fit by the Board of Directors of the Company"

**"RESOLVED FURTHER THAT** the Board of Directors (which includes a committee formed by the Board) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to, deciding on the timing, manner and extent of carrying out the aforesaid potential dilution, sale of stake, or reduction of Company's

shareholding in Aditya Birla Sun Life AMC Limited (ABSLAMC) to less than or equal to fifty percent of the paid up capital of ABSLAMC and/ or such other corporate action or sale of stake in ABSLAMC as may be applicable under Regulation 24(5) of the SEBI Listing Regulations, and to negotiate, finalize and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary in this connection."

For and on behalf of the Board of Directors of  
**Aditya Birla Capital Limited**

**Date:** 7 May 2021  
**Place:** Mumbai

**Amber Gupta**  
**Company Secretary**

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**

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

Aditya Birla Sun Life AMC Limited ("**ABSLAMC**"), a material subsidiary of Aditya Birla Capital Limited ("**the Company**"), is exploring to undertake an initial public offering of equity shares ("**IPO**") by way of an offer for sale and the consequent listing of such equity shares on BSE Limited and National Stock Exchange of India Limited, subject to receipt of necessary approvals. To this effect, ABSLAMC, has filed a draft red herring prospectus with the Securities and Exchange Board of India for the proposed IPO, subject to receipt of necessary approvals and other considerations.

The Board of Directors ("**the Board**") of the Company at its meeting held 14 April 2021, accorded its approval for the proposed IPO by ABSLAMC and the sale of up to 28,50,880 equity shares of face value of Rs. 5 each, representing 0.99% of the Company's shareholding in ABSLAMC, as a selling shareholder in IPO, which would result in the reduction of shareholding of the Company in ABSLAMC from approximately 51.00 % to 50.01% (together with its nominee shareholders), post the IPO of ABSLAMC, and the consequent listing of such equity shares on BSE Limited and National Stock Exchange of India Limited, subject to receipt of necessary approvals and other considerations.

Further, ABSLAMC has adopted the Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021, pursuant to which

it has granted employee stock options/restricted stock units to its eligible employees. Upon vesting and exercise of employee stock options/restricted stock units into equity shares issued under the Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021, there may be proportionate reduction in the shareholding of the Company in ABSLAMC. Additionally, pursuant to the completion of the proposed IPO by ABSLAMC, further potential dilution / sale of stake by the Company in ABSLAMC may be required, in order to enable ABSLAMC to meet the minimum public shareholding requirement as prescribed under the applicable law.

While the Company will continue to be the Promoter of ABSLAMC post dilution/sale of stake in ABSLAMC as envisaged above, however, the Company's shareholding in ABSLAMC may reduce to less than or equal to fifty percent of the paid up capital of ABSLAMC and as provided under regulation 24(5) of the SEBI Listing Regulations in ABSLAMC would require shareholders approval.

Pursuant to Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "SEBI Listing Regulations"**), a listed entity shall not *inter-alia* dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent without passing a special resolution in its general meeting.

Since, Aditya Birla Sun Life AMC Limited is a material subsidiary of the Company, approval of members by way of special resolution will be required for reduction of Company's shareholding in ABSLAMC to less than or equal to fifty percent of the paid up capital of ABSLAMC pursuant to:

- (a) vesting and exercise of employee stock options/ restricted stock units issued under the Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021 or any other stock option scheme adopted by ABSLAMC, and/or,
- (b) potential dilution / sale of stake of the Company's shareholding in ABSLAMC in order to enable ABSLAMC meet the minimum public shareholding required under applicable law post the initial public offering ("IPO") of ABSLAMC and listing of equity shares of ABSLAMC on BSE Limited and National Stock Exchange of India Limited and / or such other corporate action or sale of stake in ABSLAMC as may be applicable under Regulation 24(5) of the SEBI Listing Regulations.

In view of the aforesaid circumstances, approval of the Members is sought as an enabling resolution under Regulation 24(5) of the SEBI Listing Regulations for potential dilution, sale of stake or reduction of shareholding of the Company to less than or equal to fifty percent of the paid up capital in Aditya Birla Sun Life

AMC Limited (ABSLAMC) as may be applicable on such terms and conditions as deemed fit by the Board of Directors.

The Board recommends the resolution as set out in Item No. 1 of the Notice for the approval of the members as a Special Resolution.

Mr. Kumar Mangalam Birla (DIN:00012813), Chairman and Non-Executive Director of the Company and Mr. Ajay Srinivasan, Chief Executive Officer and Key Managerial Personnel of the Company, are Directors on the Board of Aditya Birla Sun Life AMC Limited. Accordingly, Mr. Kumar Mangalam Birla and Mr. Ajay Srinivasan and their relatives may be deemed to be concerned or interested in the Resolution contained at Item No. 1 of the Notice.

Except as mentioned above, none of the other Director(s) or Key Managerial Personnel of the Company or their respective relatives are concerned / interested in the above Resolution.

For and on behalf of the Board of Directors of  
**Aditya Birla Capital Limited**

**Date:** 7 May 2021  
**Place:** Mumbai

**Amber Gupta**  
**Company Secretary**

**NOTES:**

**ELECTRONIC COPY OF POSTAL BALLOT NOTICE**

- In compliance with the MCA Circulars, notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Hard copy of notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.
- Members may note that the notice will also be available on the Company's website <https://www.adityabirlacapital.com/investor-relations/announcements-and-updates>, websites 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 website of Company's Registrar and Transfer Agent M/s KFin Technologies Private Limited ("**KFin**") at <https://evoting.kfintech.com>

**REMOTE E-VOTING**

In compliance with the provisions of Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard - 2 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is providing facility

to the Members to exercise votes through electronic voting system ("**e-voting**") on the e-voting platform provided by KFin to enable them to cast their votes electronically.

The Board of Directors vide Circular resolution passed on 7 May 2021, has appointed Mr. B. Narasimhan (FCS No.:1303/COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company and/or failing him Mr. Dilip Bharadiya (FCS No.:7956/COP No.:6740), M/s Dilip Bharadiya & Associates, Practicing Company Secretaries as the '**Scrutiniser**' to scrutinise the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

**REMOTE E-VOTING : IMPORTANT DATES**

<b>Cut-off date</b>	: Friday, 7 May, 2021 [for determining the Members entitled to vote on the resolution set forth in this Notice]
<b>Remote e-voting period</b>	<b>Commence from</b> : 9:00 a.m., Tuesday, 11 May, 2021 <b>End at</b> : 5:00 p.m., Wednesday, 9 June, 2021 [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting] [The remote e-voting module shall be disabled for voting thereafter by KFin]
<b>URL for remote e-voting</b>	: <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>

## **VOTING RESULTS**

The Scrutiniser shall submit the Scrutiniser'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. The results shall be declared on or before Friday, 11 June, 2021 and will be displayed along with the Scrutiniser's Report:

- (i) at the Registered as well as Corporate Office of the Company;
- (ii) on the website of the Company i.e. <https://www.adityabirlacapital.com/investor-relations/announcements-and-updates> ;
- (iii) on the website of KFin i.e. <https://evoting.kfintech.com>; and
- (iv) communicated to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

### **Notes:**

1. The Explanatory Statement in terms of the provisions of Section 102(1) and 110 of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.
2. **In accordance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members**, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 7 May, 2021. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The Company hereby requests all its members to register their email address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

3. Eligible Members who have not submitted their e-mail IDs to KFin, are required to provide their e-mail IDs to the Company or to KFin, on or before 5.00 p.m. on Wednesday, 9 June 2021 pursuant to which, any Eligible Member may receive on the e-mail ID provided by the Eligible Member, this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:

- (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.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 No. and PAN/Share certificate No., 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 electronic 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.
  - (l) In case of queries, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/ [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) or call at the toll free number 1-800- 345-4001.
5. The voting rights of the Members shall be reckoned on the basis of equity shares held by them as on Friday, 7 May, 2021 (End of Day), being the 'cut-off date' fixed for this purpose.
  6. The special resolution shall be declared as passed if the number of votes cast in favour of the special resolution are not less than three times the number of votes cast against the special resolution.

7. Subject to receipt of requisite number of votes, the resolution mentioned in the Notice shall be deemed to be passed on Wednesday, 9 June 2021, i.e. last day of the voting period.
8. All documents referred to in the notice will be available for electronic inspection without any fee by the Members from the date of dispatch of this notice up to Wednesday, 9 June 2021. Members seeking to inspect such documents can send an e-mail at [abc.secretarial.@adityabirlacapital.com](mailto:abc.secretarial.@adityabirlacapital.com).
9. The e-voting shall commence on Tuesday, 11 May 2021, at 9.00 a.m. (IST) and end on Wednesday, 9 June 2021 at 5.00 p.m. (IST). The e-voting module shall be disabled by KFin for voting thereafter. During this period, the members of the Company holding shares as on the cut-off date, may cast their vote by electronic means in the manner given below. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**10. Instructions for remote e-voting are as under:**

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (ii) Enter the login credentials provided in the email and click on Login.
- (iii) Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- (iv) The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.).
- (v) Update your contact details like mobile number, email address, etc. if prompted.  
  
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 not to share your password with any other person and take utmost care to keep it confidential.
- (vi) Login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the "EVENT" i.e. "Aditya Birla Capital Limited"
- (viii) 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 "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned above.

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.

- (ix) Members holding multiple folios/demat accounts may choose to vote differently for each folio/demat account.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking "SUBMIT".
- (xi) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote through remote e-voting on its behalf, to the Scrutiniser through email at [scrutinizer.abcl@kfintech.com](mailto:scrutinizer.abcl@kfintech.com) and may also upload the same in the e-voting module in their login not later than Wednesday, 9 June 2021 by 5.00 p.m. The scanned image of the above documents should be in the naming format 'ABCL\_EVENT No'.
- (xii) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 1-800-345-4001 (toll free).
- (xiii) You can retrieve/obtain your password through the following three options:
  - (a) 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.
  - (b) 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.
  - (c) 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 KFIN at [evoting@karvy.com](mailto:evoting@karvy.com).