

CIN: L67120GJ2007PLC058890

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

Corporate Office: One World Centre, Tower 1, 18th 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

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 Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Secretarial Standard-2 on General Meetings (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 remote e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 (the "MCA Circulars") and any other applicable law, rules and regulations, the Resolutions set out below are proposed to be passed by the Members of Aditya Birla Capital Limited (the "Company") through Postal Ballot by way of voting through electronic means ("remote e-voting") only.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to register the same and receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts pertaining to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 8th September 2022, has appointed Mr. B. Narasimhan (FCS No. : 1303/ COP No. : 10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries and/or failing him Mr. Dilip Bharadiya (FCS No. : 7956/ COP No. : 6740), M/s Dilip Bharadiya & Associates, Practicing Company Secretaries,

as the 'Scrutinizer' to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("KFinTech") as the agency to provide remote e-voting facility.

The remote e-voting period commences from **9.00 a.m. (IST) on Saturday, 17th September 2022** and ends at **5.00 p.m. (IST) on Sunday, 16th October 2022**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Tuesday, 18th October 2022.

The said results along with the Scrutinizer's Report will be placed on the website of the Company at <https://www.adityabirlacapital.com/investor-relations> and on the website of KFinTech at <https://evoting.kfintech.com> and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depositary Shares of the Company are listed.

SPECIAL BUSINESS

1. Adoption of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"); any rules, circulars, guidelines and regulations issued by the Reserve Bank of India and such other laws,

rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the "Applicable Laws"), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby granted for adoption of 'Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022' ("ABCL Scheme 2022"), the salient features of which are furnished in the explanatory statement to the Notice."

"RESOLVED FURTHER THAT consent be and is hereby granted to the Board to create, grant, offer, issue and allot in one or more tranches under ABCL Scheme 2022, at any time to or for the benefit of the employees of the Company, whether working in India or outside India, including any managing or whole-time directors (but not including any Promoter (or member of the Promoter group) or an independent director) of the Company, its Group Company(ies) as defined in the SEBI SBEB & SE Regulations, including holding or subsidiary or associate company(ies), such number of stock options (comprising of employee stock options and / or performance stock units, as the case may be) (the "Stock Options") exercisable into not more than 4,10,71,270 equity shares of Rs. 10/- each ("Equity Shares") being 1.70% of the paid-up equity share capital of the Company as on 30th June 2022 (or such other number adjusted in terms of ABCL Scheme 2022 as per Applicable Laws), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 1.70% i.e. 4,10,71,270 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares

are either sub-divided or consolidated, then the number of Equity Shares to be issued on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under ABCL Scheme 2022."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement ABCL Scheme 2022 and determine the detailed terms and conditions of the aforementioned ABCL Scheme 2022 including but not limited to the quantum of Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its group companies, including holding / subsidiary and associate company(ies), at such time and on such terms and conditions as set out in ABCL Scheme 2022 and as the Board may in its absolute discretion think fit, subject to Applicable Laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of options, from time to time, in accordance with ABCL Scheme 2022 and to take necessary steps for listing of the equity shares so allotted on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEB & SE Regulations and other applicable laws, regulations."

"RESOLVED FURTHER THAT the equity shares to be allotted by the Company shall rank pari passu in all respects with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, 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 or proper, including for obtaining approvals, statutory, contractual or otherwise in relation to the above, to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of ABCL Scheme 2022, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be required at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they 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 authorised to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in ABCL Scheme

2022, as it may deem fit, from time to time or to suspend, withdraw or revive ABCL Scheme 2022 from time to time in conformity with the provisions of the Act and rules made thereunder, the SEBI SBEB & SE Regulations and other Applicable Laws, provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under ABCL Scheme 2022.”

2. Approve extending the benefits of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the group companies, including holding, subsidiary and associate companies of the Company

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 (“Act”) the rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); any rules, circulars, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the “Applicable Laws”), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of

Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of ‘Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022’ (“ABCL Scheme 2022”) (referred to in the Resolution under Item No. 1 of this Notice) to such eligible persons who are in employment of any present or future group company of the Company including holding, subsidiary and associate company(ies) of the Company whether working in India or outside India, including any managing or whole- time director(s) (but not including any Promoter (or member of the Promoter group) or an independent director) (selected on the basis of criteria decided by the Board) under ABCL Scheme 2022 in the manner mentioned in the Resolution under Item No. 1 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of Applicable Laws as may be prevailing at that time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, 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 or proper to settle any questions, difficulties or doubts that may arise in this regard.”

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

Amber Gupta

Date: 8th September 2022
Place: Mumbai

Company Secretary
A14091

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated 8th September 2022:

Item nos. 1 and 2:

Adoption of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (“ABCL Scheme 2022”); and extending the benefits of ABCL Scheme 2022 to employees of the group companies including holding, subsidiary and associate companies of the Company

The Board of Directors (“Board”) of the Company at its meeting held on 8th September 2022 based upon the recommendation

of the Nomination, Remuneration and Compensation Committee (“NRC Committee”) approved introduction of ‘Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022’ (“ABCL Scheme 2022”) for the benefit of the eligible employees of the Company, and its group company(ies) including its holding company and subsidiary company(ies), and associate company(ies) [as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) and the Companies Act, 2013 (“the Act”)], which entitles them to the equity shares of the Company, subject to the approval of the Members by a special resolution.

The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company

believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Company views stock options as long-term incentive instruments to enable the employees to share the value they create for the Company in the years to come. Accordingly, the main objectives of ABCL Scheme 2022 are:

- (i) to achieve sustained growth of the Company and create stakeholder value by aligning the interests of the employees with the long term interests of the Company;
- (ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;
- (iii) to recognise and reward the efforts of employees and their continued association with the Company and its group company(ies) including associate company(ies) and subsidiary company(ies) and holding company; and
- (iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

In line with the long term employee engagement at all levels and with a view to leverage the World of Opportunities within Aditya Birla Group ('ABG'), the Company intends to extend the benefits of ABCL Scheme 2022 to the eligible employees of its subsidiary company(ies) and its associate company(ies). In accordance with the ABG's philosophy of

The relevant disclosures, as required, under the SBEB & SE Regulations and other applicable laws are as follows:

World of Opportunities, to enable continuity of service when employees get transferred to the holding company or within group companies, the provision of extending the benefits of ABCL Scheme 2022 to group company(ies) including holding company is being introduced. However no fresh grants will be made to employees of the holding company and group company(ies) other than subsidiary company(ies) and associate company(ies).

This will enable the benefits and coverage of ABCL Scheme 2022 continued to be availed by any employee of the Company, its subsidiary company(ies) and associate company(ies) to whom grants have been made but who may in future get transferred to any group company(ies) including associate company(ies) and subsidiary company(ies) and holding company.

The Board has nominated the NRC Committee to be designated as the Compensation Committee for the administration and superintendence of ABCL Scheme 2022 in accordance with the SEBI SBEB & SE Regulations. Approval of the Members is being sought for grant of employee stock options ("**Options**") and / or performance stock units ("**PSUs**") (collectively "**Stock Options**") to the eligible employees as may be determined by the NRC Committee.

In accordance with the SEBI SBEB & SE Regulations, approval of Members by way of special resolution is required, for adoption of ABCL Scheme 2022, extending the benefits and coverage of ABCL Scheme 2022 to eligible employees of the group company(ies) including subsidiary company(ies), associate company(ies) and holding company. Accordingly, separate resolutions are being passed for the above.

No.	Particular	Disclosure
(a)	A brief description of the scheme	The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company.
(b)	The total number of Stock Options to be granted	<p>The aggregate number of Stock Options proposed to be granted under ABCL Scheme 2022, shall not be exercisable into more than 4,10,71,270 equity shares of ₹ 10/- each ("Equity Shares") being 1.70% of the paid-up equity share capital of the Company as on 30th June 2022 (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time). Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one PSU will entitle the grantee to one Equity Share).</p> <p>In case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional equity shares are issued by the Company to the grantees, for making such fair and reasonable adjustment, the ceiling of 4,10,71,270 equity shares shall be deemed to be increased to the extent of such additional equity shares issued. Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present ABCL Scheme 2022 or under a new scheme, subject to compliance with applicable laws.</p>

No.	Particular	Disclosure
(c)	Identification of classes of employees entitled to participate and be beneficiaries in ABCL Scheme 2022	<p>(a) An employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>(b) A director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>(c) An employee as defined in sub-clauses (a) or (b) above, of a group company including subsidiary company or its associate company, in India or outside India, or of a holding company of the Company, but does not include—</p> <p>(1) an employee who is a promoter or belongs to the promoter group;</p> <p>(2) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.</p>
(d)	Requirements of vesting and period of vesting	<p>The Board or the NRC Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics which would include profitability, revenue, share price growth or any other strategic metrics as may be decided, on the achievement of which the Stock Options would be granted and/ or vested and which may be specified in the respective grant letters or the vesting letters to be issued in this regard.</p> <p>These criteria are sub divided by function for people as per their function and position in the overall hierarchy in the organisation. Considering the evolving business dynamics, the NRC Committee and Board will consider the appropriate metrics for driving performance for various divisions, functions and levels in the organisation.</p> <p>Vesting of Stock Options shall be subject to, amongst other things:</p> <p>(A) the condition that a minimum of one year has completed from the grant date, except in case of death or permanent incapacity of the grantee, in which case the Stock Options, as the case may be, shall vest immediately, and</p> <p>(B) the condition that the grantee is:</p> <p>(i) in continuous employment with the Company or group company(ies) including subsidiary company (ies) or associate company(ies) or holding company;</p> <p>(ii) is not serving any notice of resignation / termination on the date of such vesting [except in case of (a) death of employee; (b) permanent incapacity suffered by the grantee; (c) retirement; or (d) transfer or deputation to a group company, including holding company, subsidiary company, or an associate company]; and</p> <p>(iii) is not subject to any pending disciplinary proceeding.</p> <p>In case the grantee is transferred or deputed by the Company to a group company, including holding company, subsidiary company, or an associate company, the Stock Options granted to such grantee may continue to vest or exercised, in the manner as per the discretion of the NRC Committee, and in accordance with the Company's policies, and applicable laws.</p> <p>In case of cessation of employment due to retirement or superannuation, in case of:</p> <p>(i) unvested Options: (a) all unvested Options, which are, in terms of the applicable vesting schedule, scheduled for vesting within 12 months from the date of retirement of the grantee will vest on the due dates as per applicable vesting schedule outlined in the letter of grant; and (b) the balance unvested Options will lapse on the date of retirement, unless otherwise determined by the NRC Committee, whose determination shall be final and binding;</p> <p>(ii) unvested PSUs: such number of unvested PSUs that represent the proportionate period of employment of the grantee from the date of grant of the PSUs shall vest on the due dates as per applicable vesting schedule outlined in the letter of grant and the balance unvested PSUs will lapse on the date of retirement, unless otherwise determined by the NRC Committee whose determination shall be final and binding.</p> <p>After the date of retirement or superannuation, all vested Stock Options shall be exercisable by the grantee (or by the nominee(s)/ legal heir(s)/ successor(s) of the grantee as the case may be,</p>

No.	Particular	Disclosure
		<p>upon the death of the grantee) within 3 (three) years from the date of retirement or superannuation, subject to the last date of exercise not exceeding 5 (five) years from the date of each vesting of the Stock Options, as the case may be.</p> <p>Vesting Period for Stock Options: The Stock Options granted shall vest not earlier than one year in one or more tranche and not later than four years from the date of grant for Stock Options or such other period as may be determined by the NRC Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Stock Options would vest) would be determined by the NRC Committee, subject to the minimum vesting period of one year from the date of grant of Stock Options (except in case of death and permanent incapacity).</p> <p>The benefits accrued and/ or availed under ABCL Scheme 2022 shall be subject to malus and clawback conditions in line with the extant Remuneration Policy of the Company and relevant RBI regulations, circulars and guidelines, as amended from time to time.</p>
(e)	The maximum period within which the Stock Options shall be vested	Four years or such other period as may be determined by the NRC Committee.
(f)	Exercise price	<p>Exercise price for Options: The Equity Shares to be issued pursuant to the exercise of the Options would be issued at the Market Price of the equity shares at the time of grant of Options.</p> <p>Exercise price for PSUs: The Equity Shares to be issued pursuant to the exercise of the PSUs would be issued at face value of the equity shares at the time of grant of PSUs.</p>
(g)	Exercise period and process of exercise	The exercise period shall not be more than a period of 5 (five) years from the date of vesting of Stock Options or such other period as may be determined by the NRC Committee, subject to company policies and applicable laws. The Stock Options will be exercisable by the employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the NRC Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.
(h)	The appraisal process for determining the eligibility of employees for the scheme	The appraisal process for determining the eligibility criteria of the employees will be specified by the NRC Committee, and will be based on criteria such as role/ level of the employee, past performance record, future potential of the employee, and/or such other criteria that may be determined by the NRC Committee at its sole discretion.
(i)	The maximum number of options to be issued per employee and in aggregate	The maximum number of Options and PSUs that can be granted to a single Employee under ABCL Scheme 2022 shall not exceed 1% of the paid-up equity share capital of the Company at the time of grant. The maximum number of Options and PSUs that can be granted in aggregate is 4,10,71,270 equity shares, being 1.70% of the paid-up equity share capital of the Company as on 30 th June 2022.
(j)	The maximum quantum of benefits to be provided per employee under a scheme	Apart from grant of Options and PSUs as stated above in item (i), no monetary benefits are contemplated under ABCL Scheme 2022.
(k)	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	ABCL Scheme 2022 will be implemented through direct route and administered by the NRC Committee.
(l)	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	ABCL Scheme 2022 involves new issue of shares by the Company in compliance with the SEBI SBEB & SE Regulations and other applicable laws.
(m)	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable.

No.	Particular	Disclosure
(n)	The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme(s)	Not applicable.
(o)	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations	The Company shall follow the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the applicable laws.
(p)	The method which the company shall use to value its options	To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Stock Options granted or such valuation method as may be prescribed from time to time in accordance with applicable laws.
(q)	Period of lock-in	The equity shares arising out of exercise of vested Options will not be subject to any lock - in period after such exercise.
(r)	Terms & conditions for buyback, if any, of specified securities covered under these regulations	Not applicable.
(s)	Transferability of Stock Options	The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.
(t)	Any interest of the key managerial personnel, directors or promoters in ABCL Scheme 2022 and effect thereof	The Promoters and Promoter Group and the Directors are not interested in ABCL Scheme 2022. Key Managerial Personnel may be deemed to be interested to the extent of Stock Options as may be offered to them under ABCL Scheme 2022.
(u)	The detailed particulars of benefits which will accrue to the employees from the implementation of ABCL Scheme 2022	The employees can exercise Stock Options granted to them to get equity shares.
(v)	Listing	The equity shares to be allotted pursuant to the exercise of the stock options under ABCL Scheme 2022, shall be listed on BSE Limited and National Stock Exchange of India Limited.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions set out in Item Nos. 1 and 2 of this Postal Ballot Notice, except to the extent of the Stock Options that may be granted to them under ABCL Scheme 2022.

The Board recommends the Special Resolutions as set out in Item Nos. 1 and 2 of this Postal Ballot Notice for approval of the Members.

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

Date: 8th September 2022
Place: Mumbai

Amber Gupta
Company Secretary
A14091

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, setting out all the material facts relating to the Resolutions contained in this Postal Ballot Notice dated 8th September 2022, is annexed hereto.
2. In accordance with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, 9th September 2022 (“Cut-off Date”)** received from the Depositories viz. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) and whose e-mail address are registered with the Company/ Depositories. A copy of this Postal Ballot Notice will also be available on the Company’s website at <https://www.adityabirlacapital.com/investor-relations>, website of the Stock Exchanges, i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s Registrar and Transfer Agents (“RTA”), M/s KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (“KFinTech”), at <https://evoting.kfintech.com>.
3. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to voting through electronic means (“remote e-voting”) only i.e. by casting their votes electronically instead of submitting postal ballot forms. Members who have not yet registered their e-mail address may register the same as under:
 - a. Members holding shares in physical mode are requested to register/ update their e-mail address and other KYC details, if applicable, by sending request at einward.ris@kfintech.com (if email is already registered) or sending physical documents along with Form ISR-1 and other relevant forms and documents to KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. The format of Form ISR-1 is available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/>.
 - b. Members holding shares in dematerialised mode are requested to register/ update their e-mail address(es) with the Depository Participant(s) with whom they maintain their demat accounts.

4. The Members holding Equity Shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
5. The facility to exercise voting through electronic means will be available during the following period:

Commencement of Remote e-voting	9.00 a.m. (IST) on Saturday, 17th September 2022
End of Remote e-voting	5.00 p.m. (IST) on Sunday, 16th October 2022

During this period, Eligible Members may cast their votes electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

6. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.
7. Relevant documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to 5:00 p.m. (IST) on the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail to abc.secretarial@adityabirlacapital.com with the subject line “Aditya Birla Capital Limited – Postal Ballot 2022.”
8. Corporate / Institutional Members (i.e., other than individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/ Power of Attorney / Authority Letter, etc., authorising its representative who are authorised to vote on its behalf, to the Scrutinizer at e-mail id: scrutinizer.abcl@kfintech.com with a copy marked to evoting@kfintech.com with the subject line “Aditya Birla Capital Limited – Postal Ballot 2022”. They are also requested to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Aditya Birla Capital Limited_ EVENT NO.”
9. There will be one login for every Folio/Client ID irrespective of the number of joint holders.
10. The Resolutions, if approved by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Sunday, 16th October 2022.

INSTRUCTIONS FOR E-VOTING:

The Company has engaged the services of KFinTech for providing remote e-voting facility to the Eligible Members, enabling them to cast their votes electronically, in a secured manner. Eligible Members, other than individuals may, in accordance with the provisions of Sections 112 and 113 of the Act, appoint representatives for the purpose of e-voting.

The process and manner for remote e-voting is as under:

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to e-voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the resolutions set forth in this Postal Ballot Notice. The instructions for remote e-voting are given herein below.
- ii. E-voting process has been enabled for all the individual demat account holders, by way of single login credential,

through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) i.e., KFinTech, thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile number and e-mail address with their DPs to access remote e-voting facility.
- iv. The process and manner for remote e-voting are explained below:





Step 1: Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Step 2: Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Details on step 1 are mentioned below:

1) Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ul style="list-style-type: none"> i) Visit the e-services website of NSDL https://eservices.nsdl.com ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii) After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services. iv) Click on Company name i.e. ‘Aditya Birla Capital Limited’ or e-voting service provider i.e. KFinTech. v) Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period. <p>B. Users not registered under IDeAS e-Services:</p> <ul style="list-style-type: none"> i) Visit https://eservices.nsdl.com for registering. ii) Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>C. By visiting the e-voting website of NSDL:</p> <ul style="list-style-type: none"> i) Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. ii) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. iii) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. v) Click on company name i.e. Aditya Birla Capital Limited or e-voting service provider name i.e. KFinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

	<p>vi) Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Members holding equity shares in demat mode with CDSL</p>	<p>A. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech for casting their vote during the remote e-voting period without any further authentication. <p>B. Users who have not opted for Easi/ Easiest:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com ii. Provide demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and e-mail as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Aditya Birla Capital Limited’ or select KFinTech. v. Members will be re-directed to the e-voting page of KFinTech for casting their vote during the remote e-voting period without any further authentication.
<p>Individual Members (holding equity shares in demat mode) logging through their DPs</p>	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Aditya Birla Capital Limited or KFinTech. v. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 1020 990 or 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43

Details on step 2 are mentioned below:

I) Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode

(A) Members whose e-mail IDs are registered with the Company / Depository Participants, will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), User ID and Password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change menu wherein they are required to mandatorily change the password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, e-mail id etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., "Aditya Birla Capital Limited - Postal Ballot" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off

date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the Member as on the Cut-off Date. A Member may also choose the option "ABSTAIN". If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member has voted on the resolution(s), they will not be allowed to modify their vote. During the remote e-voting period, Members can login any number of times till they have voted on the resolution(s).

(B) Members whose e-mail IDs are not registered with the Company / Depository Participants and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their e-mail address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may temporarily submit their e-mail address and mobile number with KFinTech by following the below steps:
 - (a) Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobilee-mailreg.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 number in respect of the shares held by you.
 - (g) Enter the e-mail address and mobile number.
 - (h) System will validate DP ID – Client ID / Folio number and PAN / share certificate number, as the case may be, and send OTP at the registered mobile number as well as e-mail address for validation.
 - (i) Enter the OTPs received by SMS and e-mail to complete the validation process. OTP will be valid for 5 minutes only.
 - (j) The Postal Ballot Notice and e-voting instructions along with the User ID and Password will be sent on the e-mail address updated by the Member.
 - (k) Please note that the above facility is only for temporary registration of e-mail address for receipt of the soft copy of the Postal Ballot Notice and the e-voting instructions along with the User ID and Password.
- ii. Alternatively, Members may send an e-mail request at the e-mail id einward.ris@kfintech.com along

with scanned copy of the request letter, duly signed, providing their e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the soft copy of the Postal Ballot Notice and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFinTech on 1800 309 4001 (toll free).

Contact details for addressing e-voting grievances: Mr. Rajesh Patro, Manager, M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Phone No.: + 91 40 6716 1630 Toll-free No.: 1800 309 4001 E-mail: einward.ris@kfintech.com.

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

Date: 8th September 2022
Place: Mumbai

Amber Gupta
Company Secretary
A14091