

**ADITYA BIRLA  
CAPITAL**

Ref: No. ABCL/SD/MUM/2025-26/MAY/015

21 May 2025

**BSE Limited**Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001**Scrip Code: 540691****Scrip ID: ABCAPITAL****National Stock Exchange of India Ltd**Exchange Plaza, 5<sup>th</sup> Floor,  
Plot. C/1, G-Block,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai 400 051**Symbol: ABCAPITAL**

Dear Sir/ Madam,

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

In terms of Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice of the Company. The Postal Ballot Notice is being sent to the Members for seeking approval on the following items of special businesses:

Sr. No.	Particulars	Type of Resolutions
1	Appointment of Mr. Nagesh Pingre (DIN: 00062900) as an Independent Director of the Company for a term of five consecutive years with effect from 01 April 2025	Special
2	Appointment of Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director of the Company for a term of five consecutive years with effect from 01 April 2025	Special
3	Increase in the borrowing limits of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013	Special
4	Creation of charge/security on the Company's assets with respect to borrowings pursuant to Section 180 (1) (a) of the Companies Act, 2013	Special
5	Issue of Non-Convertible Debentures on Private Placement Basis	Special

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, the Postal Ballot Notice is being sent in electronic mode to those Members, whose names appeared in the Register of Members/ Register of Beneficial Owners as received from the Depositories as on **Friday, 16 May 2025** ("cut-off date") and whose e-mail IDs are registered with the Depositories.

The Company has engaged the services of KFin Technologies Limited ("KFinTech"), Registrar and Transfer Agent of the Company, for the purpose of providing remote e-voting facility to its Members. The remote e-voting period shall commence from 9.00 a.m. (IST) on **Thursday, 22 May, 2025** and ends at 5.00 p.m. (IST) on **Friday, 20 June 2025**. The instructions for remote e-voting have been provided in the 'Notes' section of the enclosed Postal Ballot Notice. The results of the Postal Ballot will be announced on or before 5:00 p.m. IST on **Tuesday, 24 June 2025**.

Aditya Birla Capital Limited

Corporate Office:

One World Center, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound,  
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013

Tel: +91 22 6723 9101 | abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com

For customer care and other queries : care.finance@adityabirlacapital.com

Toll-free no.: 1800-270-7000

Registered Office:

Indian Rayon Compound,  
Veraval, Gujarat - 362 266

Tel: +91 28762 43257

CIN: L64920GJ2007PLC058890

The Postal Ballot Notice along with explanatory statement and instructions for e-voting is available on the website of the Company <https://www.adityabirlacapital.com/> and on the website of KFinTech at <https://evoting.kfintech.com> .

Thanking you,

Yours sincerely,  
For **Aditya Birla Capital Limited**

**Santosh Haldankar**  
**Company Secretary & Compliance Officer**  
**Encl.: As above**  
**Cc:**

**Luxembourg Stock Exchange**  
Market & Surveillance Dept.,  
P.O. Box 165, L-2011 Luxembourg,  
Grand Duchy of Luxembourg

**Citi Bank N.A.**  
Depositary Receipt Services  
388 Greenwich Street  
14<sup>th</sup> Floor, New York,  
NY 10013

**Citi Bank N.A.**  
Custodial Services  
FIFC, 11<sup>th</sup> Floor, C-54 & 55, G Block  
Bandra Kurla Complex  
Bandra (East), Mumbai 400 051

**Listing Agent**  
Banque Internationale à Luxembourg SA  
69 route d'Esch  
L - 2953 Luxembourg  
Grand Duchy of Luxembourg

Regd. Office: Indian Rayon Compound, Veraval – 362 266, Gujarat | Tel: +91 2876 243257

CIN: L64920GJ2007PLC058890 | [www.adityabirlacapital.com](http://www.adityabirlacapital.com) | [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com)

## ADITYA BIRLA CAPITAL LIMITED

**Corporate Office :** One World Centre, Tower I, 18<sup>th</sup> Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013; **Telephone No.:** +91 22 6723 9101; **CIN:** L64920GJ2007PLC058890

**Website:** [www.adityabirlacapital.com](http://www.adityabirlacapital.com); **Email id:** [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com)

### POSTAL BALLOT NOTICE

**Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**

**Dear Members,**

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard-2 on General Meetings (the “SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), 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 08 April 2020, 17/2020 dated 13 April 2020, read with other relevant circulars including general circular No. 09/2024 dated 19 September 2024 (the “MCA Circulars”) and any other applicable laws, rules and regulations as amended from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, 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.

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 their meeting held on 13 May 2025, have appointed Mr. Omkar Dindorkar (Membership No. A43029), failing him, Mr. Saurabh Agarwal (Membership No. F9290), Designated Partners of M/s MMJB & Associates LLP 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 (“KFinTech”), the Company’s Registrar and Share Transfer Agent (RTA) as the agency to provide remote e-voting facility.

The remote e-voting period commences from **9.00 a.m. (IST) on Thursday, 22 May 2025 and ends at 5.00 p.m. (IST) on Friday, 20 June 2025**. 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 5.00 p.m. (IST) on Tuesday, 24 June 2025.**

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. Appointment of Mr. Nagesh Pinge (DIN: 00062900) as an Independent Director of the Company for a term of five consecutive years with effect from 01 April 2025**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, the Articles of Association of the Company and the provisions of Regulations 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI Listing Regulations”) and Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 issued by the Reserve Bank of India and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the recommendation of the Nomination, Remuneration and Compensation Committee of the Company and the Board of Directors of the Company, Mr. Nagesh Pinge (DIN: 00062900), who was appointed as an Additional Director (Independent) of the Company w.e.f. 01 April 2025 and being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 01 April 2025 to 31 March 2030 (both days inclusive).”

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

**2. Appointment of Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director of the Company for a term of five consecutive years with effect from 01 April 2025**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 as amended from time to time (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, the Articles of Association of the Company and the provisions of Regulations 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI Listing Regulations”) and Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 issued by the Reserve Bank of India and such other rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs from time to time and based on the recommendation of the Nomination, Remuneration and Compensation Committee of the Company and the Board of Directors of the Company, Mr. Sunil Srivastav (DIN: 00237561), who was appointed as an Additional Director (Independent) of the Company w.e.f. 01 April 2025 and being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 01 April 2025 to 31 March 2030 (both days inclusive).”

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

**3. To consider increase in the borrowing powers of the Company and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:**

**“RESOLVED THAT** pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow such sum or sums of money in any manner from time to time, with or without security and upon such terms and conditions as the Board may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, securities premium and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed ₹ 1,65,000 Crore (Rupees One Lakh Sixty-Five Thousand Crore Only).”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

**4. To create of charge/security on the Company’s assets and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:**

**“RESOLVED THAT** pursuant to Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such security, mortgages, charges and hypothecation as may be necessary on such assets of the Company, both present and future, in such manner as the Board / Committee may direct, to or in favour of the Security Trustee(s), financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds to be entered into by the Company in respect of the borrowings such that the outstanding amount of debt at any point of time does not exceed ₹ 1,65,000 Crore (Rupees One Lakh Sixty-Five Thousand Crore Only).”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to finalize with the Lending Agencies/ Trustees, the documents for creating the aforesaid security, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

5. To approve Issuance of Non-Convertible Debentures (NCDs) on Private Placement Basis and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), other applicable rules under Companies Act, 2013 and SEBI Regulations/ Guidelines, Reserve Bank of India Directions / Guidelines, and such other consents as may be required, if any, the approval of the Members be and is hereby accorded to the Board of Directors to borrow funds through issuances of:

- a) Secured Debentures / bonds such that outstanding amount at any point of time does not exceed ₹ 95,000 Crore (Rupees Ninety-Five Thousand Crore Only);
- b) Unsecured Debentures qualifying as Tier II (sub-debt) such that the outstanding amount at any point of time does not exceed ₹ 10,000 Crore (Rupees Ten Thousand Crore only);
- c) Unsecured Debentures qualifying as Tier I (perpetual debt instruments) such that the outstanding amount at any point of time does not exceed ₹ 3,000 Crore (Rupees Three thousand Crore only);
- d) Unsecured Debentures/ bonds (not qualifying as perpetual/ sub-debt, but senior to these debentures) such that outstanding amounts at any point of time does not exceed ₹ 5,000 Crore (Rupees Five Thousand Crore only);
- e) Secured Unlisted Debentures / bonds such that outstanding amount at any point of time does not exceed ₹ 10,000 Crore (Rupees Ten Thousand Crore Only);
- f) Secured / Unsecured Debentures / bonds (masala bonds) such that outstanding amount at any point of time does not exceed ₹ 3,000 Crore (Rupees Three Thousand Crore Only);

from time to time, in one or more tranches, by making offer(s), or invitation(s), to subscribe to the Debenture(s), to be listed on the Wholesale Debt Market Segment of National Stock Exchange of India Limited and / or BSE Limited, or unlisted, on a private placement basis, on such terms and conditions as the Board may from time to time determine and consider proper.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual or expedient to give effect to the aforesaid resolution.”

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

Sd/-  
**Santosh Haldankar**  
Company Secretary  
Membership No. A19201

Place: Mumbai

Date: 21 May 2025



## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The Resolution, if passed by requisite majority, shall be deemed to have been passed on **Friday, 20 June 2025** the last day of remote e-Voting.

### 3. A. Dispatch of Postal Ballot Notice through electronic mode

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Company / Depositories respectively as at close of business hours on **Friday, 16 May 2025**, (the 'cut-off date') and whose e-mail IDs are registered with the Company / Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has specified the documents to be provided to the Registrar and Share Transfer Agent of the Company (RTA) i.e., KFin Technologies Limited ('KFinTech') hereunder.

Members may note that the Postal Ballot Notice will be available on the Company's website <https://www.adityabirlacapital.com/investor-relations>, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFinTech at <https://evoting.kfintech.com>.

### B. Registration of e-mail ID

Members who have not yet registered their e-mail ID may register the same as under:

- a. Members holding shares in physical mode are requested to register / update their e-mail ID and other KYC details, if applicable, by sending request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhar Copy, Form ISR-1 and other relevant forms and documents at below address:

#### KFin Technologies Limited

Unit: **Aditya Birla Capital Limited**

Selenium Building, Tower-B, Plot No. 31 & 32,  
Financial District, Nanakramguda, Serilingampally,  
Rangareddy, Hyderabad 500 032, Telangana, India.

The format of Form ISR-1 is available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and on the website of the Company at <https://www.adityabirlacapital.com/investor-relations/shareholder-centre>.

- b. Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
- c. In case of queries, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1800 309 4001.

- C. Members whose names appears in the Register of Members / Register of Beneficial Owners as on the cut-off date only i.e., **Friday, 16 May 2025** shall be entitled to vote on the resolutions set out in this Notice. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

### 4. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ('remote e-voting') on the e-voting platform provided by KFinTech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:





Commencement of Remote e-voting	End of Remote e-voting
Thursday, 22 May 2025 (9:00 a.m. IST)	Friday, 20 June 2025 (5:00 p.m. IST)

The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by Scrutinizer for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- iii. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Friday, 16 May 2025**, i.e., **cut-off date**, may cast their vote by remote e-voting in proportion to their shares in the paid-up equity share capital of the Company. Members cannot exercise votes by proxy on Postal Ballot.

- iv. Mr. Omkar Dindorkar (Membership No. A43029), failing him, Mr. Saurabh Agarwal (Membership No. F9290), Designated Partners of M/s MMJB & Associates LLP, have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- v. The process and manner for remote e-voting is as under:
  - a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 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 Notice. The instructions for remote e-voting are given herein below.
  - b. 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.
  - c. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
  - d. The process and manner of remote e-voting is explained below:
    - I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
    - II. Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode

**I) Access to Depositories e-voting system in case of individual Members holding shares:**

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p><b>A. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on Company name i.e. 'Aditya Birla Capital Limited' or e-voting service provider i.e. KFinTech.</li> <li>v. Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period.</li> </ol> <p><b>B. Users not registered under IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</li> <li>iv. After successful registration, please follow steps given under Point No. A above to cast your vote.</li> </ol> <p><b>C. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.</li> <li>iii. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>v. Click on company 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.</li> <li>vi. Members can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span style="margin: 0 10px;">Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

Type of Member	Login Method
Individual Members holding equity shares in demat mode with CDSL	<p><b>A. Existing user who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login to MyEasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ol> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. A above to cast your vote.</li> </ol> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</li> <li>Provide demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, or select KFinTech.</li> <li>Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ol>
Individual Members (holding equity shares in demat mode) logging through their depository participants	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>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.</li> <li>Click on options available against Company’s name or KFinTech.</li> <li>Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

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

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free number: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 1800 22 55 33.

## **II. Login method for remote e-voting for Members other than Individual’s holding shares in demat mode and Members holding equity shares in physical mode.**

Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- After entering these details appropriately, click on “LOGIN”.
- Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID, etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.



- v. Members would need to login again with the new credentials.
  - vi. On successful login, the system will prompt the Member to select the "EVEN" for Aditya Birla Capital Limited and click on "Submit".
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
  - x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
5. The report of the Scrutinizer shall be submitted to the Chairman (or to such other person authorised by the Chairman) after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairman or any other person duly authorised by Chairman, on or before **5.00 p.m. (IST) on Tuesday, 24 June 2025**. These results will also be displayed along with the Scrutinizer Report on the noticeboard of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company <https://www.adityabirlacapital.com>, website of KFinTech at <https://evoting.kfintech.com>, and will also be intimated to the National Stock Exchange of India Limited and BSE Limited.
  6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 20 June 2025** i.e. the last date specified for receipt of votes through the remote e-voting process.
  7. All relevant documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date of the remote e-voting process. Members seeking to inspect such documents can send an e-mail at [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com).
  8. Members of the Company including Institutional Investors are encouraged to vote on the resolutions proposed in this Notice.

#### **General Guidelines for Members:**

1. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
2. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
3. In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com>. For any grievances related to remote e-voting, please contact Mr. Ganesh Patro, Deputy Vice President, KFin Technologies Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad 500 032, Telangana, India, Email Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Phone No.: + 91 40 67161630 and Toll Free No. 1800 309 4001.
4. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
5. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
6. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
7. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by submitting the following form with RTA:
  - a. Form ISR - 3: For opting out of nomination by shareholder(s)
  - b. Form SH - 14: For cancellation or variation to the existing nomination of the shareholder(s)
8. SEBI vide its Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/14 dated 11 August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login> and also on Company's Website at <https://www.adityabirlacapital.com>

## 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 **21 May 2025**:

### Item no. 1:

#### **Appointment of Mr. Nagesh Pinge (DIN: 00062900) as an Independent Director of the Company for a term of five consecutive years with effect from 01 April 2025**

Pursuant to provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company ("Board"), basis the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC"), at their respective meetings held on 31 March 2025, appointed Mr. Nagesh Pinge (DIN: 00062900) as an Additional Director (Independent) of the Company to hold office for a term of five (consecutive) years commencing from 01 April 2025 to 31 March 2030 (both days inclusive), subject to the approval of the Members.

Further, pursuant to Regulation 17 (1C) of the SEBI Listing Regulations, Mr. Nagesh Pinge shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for appointment of Mr. Nagesh Pinge through this Postal Ballot.

#### **Brief profile of Mr. Nagesh Pinge:**

Mr. Nagesh Pinge is an Expert in Ethics, Corporate Governance, Risk Management & Internal Audit. He is a Chartered Accountant and Law Graduate from India. He has also completed Executive Education Program from The Stephen M Ross School of Business of the University of Michigan, USA.

In a career spanning 36 years, Pinge has worked with many organizations of repute. He retired from Tata Motors in November 2016 as "Chief-Internal Audit, Risk Management & Ethics". Prior to that he was Chief Internal Audit of Reliance Retail Limited & JSW Steel Limited. Mr. Pinge has also worked for ICICI Bank & its Group Companies in Risk Management (Chief Risk Officer), Regulatory Compliance and Internal Audit (Group Head-Internal Audit).

Mr. Pinge is the Past President of the Institute of Internal Auditors, India. He is a recipient of "ACIIA" Award given by "Asian Confederation of Institutes of Internal Audit" for "Outstanding Contribution in Internal Audit" for the year 2017. He is also a recipient of "ICAI" Award given by the Institute of Chartered Accountant of India for the year 2014.

Mr. Pinge is a Regular Faculty at "Masterclass for Directors" being conducted by the Institute of Directors in India. He has authored a technical guidance note on "Risk Based Audit for Banks" being published by the Institute of Chartered Accountants of India.

The Company has received a notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Nagesh Pinge for the office of Director of the Company.

Considering the vast knowledge, acumen, expertise of Mr. Nagesh Pinge, the Board of Directors ('the Board') are of the opinion that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Pinge fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Board, based on the recommendation of Nomination, Remuneration and Compensation Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Nagesh Pinge would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Mr. Nagesh Pinge is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. The Company has also received declarations from Mr. Nagesh Pinge confirming that he meets the criteria of independence and proficiency as prescribed under Section 149(6) of the Act read with rules 6(1) and (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI Listing Regulations. Mr. Nagesh Pinge also meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines/circulars issued from time to time.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

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

Mr. Nagesh Pinge will be paid remuneration by way of the Sitting Fees for attending the meetings of the Board and / or its Committees, reimbursement of expenses for participating in the Board and Committee meetings.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto and forms a part of this Notice.

The Board recommends the Special Resolution set out at item no. 1 of this Notice for the approval by the Members.

Except, Mr. Nagesh Pinge and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**Item no. 2:****Appointment of Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director of the Company for a term of five consecutive years with effect from 01 April 2025**

Pursuant to provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company ("Board"), basis the recommendation of the Nomination, Remuneration and Compensation Committee ("NRC"), at their respective meetings held on 31 March 2025, appointed Mr. Sunil Srivastav (DIN: 00237561) as an Additional Director (Independent) of the Company to hold office for a term of five (consecutive) years commencing from 01 April 2025 to 31 March 2030 (both days inclusive), subject to the approval of the Members.

Pursuant to Regulation 17 (1C) of the SEBI Listing Regulations, Mr. Sunil Srivastav shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for appointment of Mr. Sunil Srivastav through this Postal Ballot.

**Brief profile of Mr. Sunil Srivastav:**

Mr. Srivastav retired as Deputy MD of Corporate Banking with State Bank of India (SBI) in March 2018 and has over 40 years of rich experience in Credit Risk, Project Finance, Corporate Finance, International Banking, Investment Banking, Corporate Strategy, National/elite Banking, Corporate Banking and Digital & Retail Banking with varied experience across geographies in India & abroad, having been a part of various cycles in the development of the Indian economy. Mr. Srivastav was a keen analyst and commentator on developments in the field of Corporate Finance and Banking.

Post retirement in April 2018, Mr. Srivastav has been engaged as a Senior Advisor (Part time) with Edelweiss Group till March 2023, Vedanta India (till March 2022), and as a senior advisor with the World Bank - Energy and Extractives program in India. Mr. Srivastav had previously served on the Boards of Gillanders Arbuthnot Ltd., SBICAP Trustee and Custodial Services, West Bengal Financial Development Corp., National Payments Corporation of India and Member Global Advisory Board of Master Card, to name a few. He also has a deep understanding of the NBFC Sector, gained while heading the Corporate Banking function of the SBI.

The Company has received a notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Sunil Srivastav for the office of Director of the Company.

Considering the vast knowledge, acumen, expertise of Mr. Sunil Srivastav, the Board of Directors ('the Board') are of the opinion that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Srivastav fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Board, based on the recommendation of Nomination, Remuneration and Compensation Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Sunil Srivastav would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Mr. Sunil Srivastav is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. The Company has also received declarations from Mr. Sunil Srivastav confirming that he meets the criteria of independence and proficiency as prescribed under Section 149(6) of the Act read with rules 6(1) and (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI Listing Regulations. Mr. Sunil Srivastav meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines/circulars issued from time to time.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

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

Mr. Sunil Srivastav will be paid remuneration by way of the Sitting Fees for attending the meetings of the Board and / or its Committees, reimbursement of expenses for participating in the Board and Committee meetings.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto and forms a part of this Notice.

The Board recommends the Special Resolution set out at item no. 2 of this Notice for the approval by the Members.

Except, Mr. Sunil Srivastav and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

**Item no. 3 & 4: Increase in the borrowing powers of the Company and creation of charge/security on the Company's assets with respect to borrowing**

The shareholders of the Company at the Court Convened Meeting held on 7 January 2025 had approved, as part of the scheme of amalgamation of Aditya Birla Finance Limited with Aditya Birla Capital Limited ("Amalgamation"), increase in the borrowing limits of the Company to ₹ 1,35,000 crore.

Further, in terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital, securities premium and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of the business, except with the consent of the shareholders of the Company accorded

by way of a special resolution.

Considering the amalgamation and increasing loan book, growth aspirations and to meet the financial commitments, the Company is required to increase the borrowing limits of funds raised through various instruments from Banks, Financial Institutions, Firms, Companies, Mutual Funds, Individuals etc. from time to time.

Accordingly, the Board of Directors at their meeting held on 13 May 2025 had approved increase in the borrowing limits of the Company from ₹ 1,35,000 Crore to ₹ 1,65,000 Crore, subject to the approval of the shareholders.

It is therefore necessary that the Members pass special resolution as set out in item no. 3 of the Notice to enable the Board to borrow money in excess of the limits as permitted under Section 180(1)(c). Approval of the Members is being sought to borrow money up to ₹ 1,65,000 Crore (Rupees One Lakh Sixty-Five Thousand Crore Only).

Further, pursuant to borrowings made/to be made, the Company may have to mortgage and/or create charge or hypothecate all or any one or more of the moveable/immovable properties or other assets of the Company for its secured borrowings. For the said creation of security on the assets of the Company, the approval of the Members by way of special resolution as set out in item no. 4 is necessary in terms of provisions of Section 180(1)(a) of the Act.

In view of above, Members are requested to pass special resolutions pursuant to Section 180(1)(a) & (c) of the Companies Act, 2013 authorizing the Board of Directors to borrow monies and to create charge/security on assets of the Company, which are in the ordinary course of lending business of the Company.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of the Directors or KMPs, are concerned or deemed to be interested in the aforesaid resolutions.

The Board, accordingly, recommends the passing of the Special Resolutions as set out at Item No. 3 & 4 of this Notice, for the approval of the Members.

#### **Item no. 5: Issue of non-convertible debentures through private placement**

In terms of Section 42 of the Companies Act, 2013, which deals with the offer or invitation for subscription of Debt Securities of the Company on private placement basis read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of its Securities subject to an approval of its Members by way of a Special Resolution. In case the proposed amount to be raised through such offer or invitation exceeds the limits specified in 180(1)(c) of the Act, a company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year. The provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 further provides that the said Special Resolution must be passed in respect of all offers/invitations for the Debt Securities to be issued during a year and such a Special Resolution is required to be passed once every year.

Accordingly, it is proposed to seek fresh approval of members by way of another special resolution to authorise the Board to borrow by issue of NCDs on private placement basis, in the ordinary course of its business, for a period of one year. Further, the amount to be raised by such issue of NCDs will be within the overall borrowing limit of ₹ 1,65,000 Crore approved by the members of the Company under section 180(1)(c) of the Act. The actual borrowing through issue of NCDs will be determined by the Board within the said overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

The approval of the shareholders is being sought for the issuance of Debt Securities as mentioned below:

Sr. No.	Particulars	Proposed Limit (In crores)
1.	Listed secured non-convertible debenture	₹ 95,000
2.	Unsecured non-convertible subordinated debenture (Sub-debt)	₹ 10,000
3.	Unlisted secured non-convertible debentures	₹ 10,000
4.	Unsecured (not qualified as perpetual / sub-debt) non-convertible debentures	₹ 5,000
5.	Perpetual debt instruments in nature of non-convertible debentures	₹ 3,000
6.	Secured / Unsecured non-convertible debentures in overseas market	₹ 3,000

Further, as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, it is mandatory that certain disclosures be made in the explanatory statement annexed to the notice for members approval under Section 42 of the Companies Act, 2013. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

- Particulars of the offer including date of passing of board resolution:** This Special Resolution is being passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debt Securities, from time to time, for the period of 1 (one) year from the date of this resolution. The Board of Directors at their meeting held on 13 May 2025 have approved issuance of various types of Debt securities in one or more tranches, on private placement basis;
- Kinds of securities offered and the price at which security is being offered:** This Special Resolution is restricted to the Private Placement issuance of Debt Securities as mentioned in the table above. The said Debt securities are offered at face value of ₹ 1,00,000 each or such other denomination as per regulation;
- Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The Debt securities are offered at face value of ₹ 1,00,000 each or such other denomination as per regulation. In case of reissuance of Debt securities under existing ISINs, the same may be issued at a premium / discount, if any, depending on the rate of

interest of the said Debt securities and the yield offered;

- d. **Name and address of valuer who performed valuation:** Not applicable, as the debentures will be issued either at face value or at a discount or at a premium, with coupon rate and/or on zero coupon basis, in such manner as may be permissible under the Companies Act, RBI Guidelines and SEBI Regulations.
- e. **Amount which the Company intends to raise by way of such securities:** As may be determined by the Board of Directors from time to time but subject to the limits approved under Sections 42 & 179 of the Companies Act, 2013.
- f. **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:** This Special Resolution is being passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debt Securities, from time to time, for the period of 1 (one) year from the date of this resolution. The terms and conditions of the issue of Debentures including objects of the issue, coupon rate/interest rate, tenure, repayment, security, listing, payment of interest accrued on issue/reissue of Debentures, etc. will be decided by the Board of Directors from time to time as stated in the respective Key Information Document. No contributions are made by the promoters or directors either as part of the offer or separately in furtherance of objects. The current and future receivables and current assets of the Company are provided as hypothecation to the secured Debt securities holders.

In view of the aforesaid, the Board of Directors at their meeting held on 13 May 2025, have approved issuance of Debt securities in one or more tranches, on private placement basis and within the overall borrowing limit of ₹ 1,65,000 Crore under Section 180(1) (c) of the Companies Act, 2013 and within limits specified in table above.

Accordingly, the approval of the Members is being sought by way of Special Resolution as set out at Item No. 5 of this Notice authorizing the Board to issue non-convertible debentures on Private Placement basis during a period of one year effective from **20 June 2025** i.e., the last date specified for receipt of votes through the remote e-voting process.

The Board, accordingly, recommends the passing of the Special Resolution as set out at Item No. 5 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution, except to the extent of Debt Securities that may be subscribed by companies/firms in which they are interested.

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

Sd/-  
**Santosh Haldankar**  
Company Secretary  
Membership No. A19201

Place: Mumbai  
Date: 21 May 2025



**DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) of SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Name of the Director	Mr. Nagesh Pinge	Mr. Sunil Srivastav
Age/ Date of Birth	66 years/ 1 October 1958	67 years/ 21 March 1958
Director Identification Number	00062900	00237561
Nature of appointment/ re-appointment	Appointment as an Independent Director	Appointment as an Independent Director
Qualification(s)	Chartered Accountant and Law Graduate from India. Completed Executive Education Program from The Stephen M Ross School of Business of the University of Michigan, USA	Bachelor's degree in science from Delhi University and master's degree in management studies from Faculty of Management Studies (FMS), Banaras Hindu University.  Mr. Srivastav is also a Certified Associate of Indian Institute of Bankers. He has also done "Negotiation Dynamics" from INSEAD, Paris.
Justification for appointment, Experience and Expertise in specific functional areas	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.	For details, please refer to the Explanatory Statement to the Postal Ballot Notice.
Terms & Conditions of appointment / re-appointment	He shall hold office for a term of 5 (five) consecutive years, that is from 01 April 2025 up to 31 March 2030 and his office shall not be liable to retire by rotation.	He shall hold office for a term of 5 (five) consecutive years, that is from 01 April 2025 up to 31 March 2030 and his office shall not be liable to retire by rotation.
Remuneration last drawn	Not Applicable (Appointment effective from 01 April 2025)	Not Applicable (Appointment effective from 01 April 2025)
Remuneration sought to be paid	Mr. Pinge shall be paid remuneration by way of Sitting Fees for attending the meetings of the Board and / or its Committees, reimbursement of expenses for participating in the Board and Committee meetings.	Mr. Srivastav shall be paid remuneration by way of Sitting Fees for attending the meetings of the Board and / or its Committees, reimbursement of expenses for participating in the Board and Committee meetings.
Date of first appointment on the Board	01 April 2025	01 April 2025
Shareholding in the Company including shareholding as a beneficial owner as on 13 May 2025	Nil	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any other Director / Key Managerial Personnel of the Company	Not related to any other Director / Key Managerial Personnel of the Company
Number of attendance at the Board meeting(s) during the financial year 2025-26 (One Board Meeting held since appointment of the Director and up to the date of this Postal Ballot Notice)	1/1	1/1
List of other Companies (in India) in which Directorships are held as on 13 May 2025*	<ul style="list-style-type: none"> <li>Goa Carbon Limited</li> <li>Automobile Corporation of Goa Limited</li> <li>Arvind Fashions Limited</li> <li>Utkarsh Small Finance Bank Limited</li> <li>Arvind Limited</li> <li>Aditya Birla Sun Life Insurance Company Limited</li> <li>Hero Housing Finance Limited</li> <li>Whiteoak Capital Trustee Limited</li> </ul>	<ul style="list-style-type: none"> <li>SIS Limited</li> <li>Summit Digitel Infrastructure Limited</li> <li>KLJ Plasticizers Limited</li> <li>Nippon Life India AIF Management Limited</li> <li>Srei Infrastructure Finance Limited</li> <li>Data Link Investment Manager Private Limited</li> <li>RSPL Limited</li> </ul>

Chairmanships/ Memberships of the Committees of other public limited companies as on 13 May 2025*	<b><u>Audit Committee:</u></b> <ul style="list-style-type: none"> <li>Goa Carbon Limited - Chairman</li> <li>Arvind Fashions Limited - Chairman</li> <li>Automobile Corporation of Goa Limited - Chairman</li> <li>Utkarsh Small Finance Bank Limited - Chairman</li> <li>Arvind Limited - Chairman</li> <li>Hero Housing Finance Limited</li> <li>Aditya Birla Sun Life Insurance Company Limited</li> </ul>	<b><u>Audit Committee:</u></b> <ul style="list-style-type: none"> <li>SIS Limited</li> <li>KLJ Plasticizers Limited</li> <li>Summit Digitel Infrastructure Limited</li> <li>Srei Infrastructure Finance Limited</li> </ul> <b><u>Stakeholders Relationship Committee:</u></b> <ul style="list-style-type: none"> <li>SIS Limited</li> <li>Summit Digitel Infrastructure Limited</li> </ul>
Listed entities in which the person has resigned in past three years	<ul style="list-style-type: none"> <li>Multi Commodity Exchange Clearing Corporation Limited</li> </ul>	<ul style="list-style-type: none"> <li>Star Paper Mills Ltd</li> <li>CSB Bank Limited</li> </ul>
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	<ul style="list-style-type: none"> <li>Financial Expertise</li> <li>Risk Management</li> <li>Corporate Governance, Legal &amp; Compliance</li> <li>Strategic Expertise</li> <li>General Management</li> <li>Innovation/ Technology</li> <li>Sustainability</li> </ul>	<ul style="list-style-type: none"> <li>Financial Expertise</li> <li>Risk Management</li> <li>Corporate Governance, Legal &amp; Compliance</li> <li>Strategic Expertise</li> <li>General Management</li> <li>Industry Knowledge</li> <li>Human Resource Development</li> </ul>

**\*Notes:**

- Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.
- The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies and positions held in companies registered under Section 8 of the Companies Act, 2013.