

Ref: No. ABCL/SD/MUM/2025-26/SEPTEMBER/08
15 September 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, 5th 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 Ms. Vishakha Mulye (DIN: 00203578) as Managing Director and Chief Executive Officer of the Company, and fixation of remuneration	Ordinary
2	Appointment of Mr. Rakesh Singh (DIN: 07006067) as an Executive Director and Chief Executive Officer (NBFC) of the Company, and fixation of remuneration	Ordinary

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, 12 September 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 **Tuesday, 16 September 2025** and ends at 5.00 p.m. (IST) on **Wednesday, 15 October 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 **Friday, 17 October 2025**.

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
ACS-19201

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.
Custodial Services
FIFC, 11th Floor, C-54 & 55, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Citi Bank N.A.
Depositary Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013

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 | abc.secretarial@adityabirlacapital.com

ADITYA BIRLA CAPITAL LIMITED

Corporate Office : One World Centre, Tower I, 18th 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; **Email id:** 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 01 September 2025, have appointed Mr. Vaibhav Dandawate (ACS No: 51538), failing him, Mr. Saurabh Agarwal (FCS No.: 9290), Designated Partners of M/s. Makarand M. Joshi & Co. (Firm Registration No. P2009MH007000), 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 (“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 Tuesday, 16 September 2025 and ends at 5.00 p.m. (IST) on Wednesday, 15 October 2025**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him or by the Board 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 Friday, 17 October 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 BUSINESSES:

1. Appointment of Ms. Vishakha Mulye (DIN: 00203578) as Managing Director and Chief Executive Officer of the Company, and fixation of remuneration:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) including the rules framed thereunder and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and other applicable provisions of the SEBI Listing Regulations and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Ms. Vishakha Mulye (DIN: 00203578), who was appointed by the Board of Directors (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard), based on the recommendation of Nomination, Remuneration and Compensation Committee, as an Additional Director under Section 161(1) of the Act and Articles of Association of the Company, and in respect of whom, a notice in writing pursuant to Section

160 of the Act has been received in the prescribed manner proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder, read with Schedule V to the Act, including any statutory modification(s) and re-enactment(s) thereof for the time being in force and subject to Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, based on the recommendation of Nomination, Remuneration and Compensation Committee and the approval of Board of Directors, the consent of the members be and is hereby accorded for appointment of Ms. Vishakha Mulye (DIN: 00203578) as Managing Director and Chief Executive Officer of the Company, for the period and upon the following terms and conditions, including remuneration and perquisites, as set out hereunder:

- A. **Period:** Effective from 01 September 2025 to 31 August 2030 (both days inclusive)
- B. **Remuneration:**
- (i) **Basic Salary:** ₹ 4.07 crore per annum with such increments as the Board may decide from time to time, subject to a ceiling of ₹ 6 crore per annum.
 - (ii) **Special Allowance:** ₹ 3.15 crore per annum with such increments as the Board may decide from time to time, subject to a ceiling of ₹ 6 crore per annum. This allowance, however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
 - (iii) **Annual Incentive Pay:** Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 10 crore per annum.
 - (iv) **Long-term Incentive Compensation (LTIC)** including Employee Stock Option, Restricted Stock Units, Performance Stock Units and Stock Appreciation Rights as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company, in such manner and with such provisions as may be decided by the Board.
- C. **Perquisites:**
- (i) **Housing:** Company provided (furnished / unfurnished) accommodation and/or House Rent Allowance in lieu of Company provided accommodation as per Company's policy.
 - (ii) **House Maintenance:** Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.
 - (iii) **Health Insurance:** Insurance premium for Mediclaim and hospitalisation as applicable for self and family, as per the Company's policy.
 - (iv) **Life Insurance:** Life Insurance covers as per the Company's policy.
 - (v) **Accidental Insurance:** Accident Insurance cover as per the Company's policy.
 - (vi) **Travel Expenses:** Leave Travel Expenses for self and family in accordance with the Company's policy.
 - (vii) **Club Membership:** Fees of two Clubs in India (including admission and annual membership fee).
 - (viii) **Car:** Two cars for use for the Company's Business as per Company's Car policy.
 - (ix) **Other Expenses:** Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's policy.
 - (x) **Other Benefits:** Leave and related benefits, as per the Company's policy.
 - (xi) **Retirement Benefits:** Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the Company's policy.
 - (xii) **Other Allowances / benefits, perquisites:** Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.
 - (xiii) Any other one time/periodic retirement allowances/ benefits as may be decided by the Board at the time of retirement.
- D. Annual remuneration review is effective 1 July each year or any such date as may be decided by the Board, as per the policy of the Company.
- E. Subject as aforesaid, the Managing Director and Chief Executive Officer shall be governed by such other Company's Rules/Policies including but not limited to termination, notice period and leaves as applicable, from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation, and other like benefits, if any, the service of Ms. Mulye, will be considered as continuous service with the Company from the date of her joining the Aditya Birla Group.
- G. The total remuneration, payable to Ms. Vishakha Mulye shall not exceed five per cent of the net profits of the Company as per Section 197 of the Act, and the aggregate total remuneration payable to Managing Director and Executive Director shall not exceed ten per cent of the net profits of the Company.
- H. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Ms. Mulye would not be holding any office or place of profit by her being a mere Director of the Company's subsidiaries, approval be and is hereby granted by way of abundant caution for her to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors/ Committee(s) of subsidiaries of the Company

or the Companies promoted by the Aditya Birla Group.

- I. So long as Ms. Mulye functions as the Managing Director and Chief Executive Officer, she shall be subject to retirement by rotation, and she shall not be paid any fees for attending the meetings of the Board or any Committees(s) thereof of the Company.
- J. The aforesaid compensation will be subject to and governed by the Executive Remuneration Policy of the Company, which can be accessed at <https://www.adityabirlacapital.com/investor-relations/policies-and-code>.

“RESOLVED FURTHER THAT notwithstanding anything stated herein above, where in any financial year, during the period of her appointment, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration including the perquisites and benefits, as aforesaid, shall be paid to Ms. Mulye, the Managing Director and Chief Executive Officer in accordance with the applicable provisions of the Act read with Rules made thereunder and after obtaining necessary approvals under schedule V of the Act.”

“RESOLVED FURTHER THAT the Nomination, Remuneration and Compensation Committee of the Company will review and recommend to the Board, the remuneration payable to the Managing Director and Chief Executive Officer during her tenure, within the overall limits as mentioned in this resolution.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/ or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Rakesh Singh (DIN: 07006067) as an Executive Director and Chief Executive Officer (NBFC) of the Company, and fixation of remuneration:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) including the rules framed thereunder and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and other applicable provisions of the SEBI Listing Regulations and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Mr. Rakesh Singh (DIN: 07006067), who was appointed by the Board of Directors (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard), based on the recommendation of Nomination, Remuneration and Compensation Committee, as an Additional Director under Section 161(1) of the Act and Articles of Association of the Company, and in respect of whom, a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder, read with Schedule V to the Act, including any statutory modification(s) and re-enactment(s) thereof for the time being in force and subject to Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, based on the recommendation of Nomination, Remuneration and Compensation Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Rakesh Singh (DIN: 07006067) as Executive Director and Chief Executive Officer (NBFC) of the Company for the period and upon the following terms and conditions, including remuneration and perquisites, as set out hereunder:

A. **Period:** Effective from 01 September 2025 to 22 July 2027 (both days inclusive)

B. **Remuneration:**

- (i) **Basic Salary:** ₹ 2.38 crore per annum with such increments as the Board may decide from time to time, subject to a ceiling of ₹ 3 crore per annum.
- (ii) **Special Allowance:** ₹ 1.18 crore per annum with such increments as the Board may decide from time to time, subject to a ceiling of ₹ 3 crore per annum. This allowance, however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- (iii) **Annual Incentive Pay:** Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 7 crore per annum.
- (iv) **Long-term Incentive Compensation (LTIC)** including Employee Stock Option, Restricted Stock Units, Performance Stock Units and Stock Appreciation Rights as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company, in such manner and with such provisions as may be decided by the Board.

C. **Perquisites:**

- (i) **Housing:** Company provided (furnished / unfurnished) accommodation and/or House Rent Allowance in lieu of Company provided accommodation as per Company’s policy.
- (ii) **Health Insurance:** Insurance premium for Mediclaim and hospitalisation as applicable for self and family, as per the Company’s policy.
- (iii) **Life Insurance:** Life Insurance covers as per the Company’s policy.
- (iv) **Accidental Insurance:** Accident Insurance cover as per the Company’s policy.

- (v) **Travel Expenses:** Leave Travel Expenses for self and family in accordance with the Company's policy.
 - (vi) **Club Membership:** Fees of two Clubs in India (including admission and annual membership fee).
 - (vii) **Car:** Two cars for use for the Company's Business as per Company's Car policy.
 - (viii) **Other Expenses:** Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's policy.
 - (ix) **Other Benefits:** Leave and related benefits, as per the Company's policy.
 - (x) **Retirement Benefits:** Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the Company's policy.
 - (xi) **Other Allowances / benefits, perquisites:** Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.
- D. Annual remuneration review is effective 1 July each year or any such date as may be decided by the Board, as per the policy of the Company.
- E. Subject as aforesaid, the Executive Director and Chief Executive Officer (NBFC) shall be governed by such other Company's Rules/Policies including but not limited to termination, notice period and leaves as applicable, from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation, and other like benefits, if any, the service of Mr. Singh, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- G. The total remuneration, payable to Mr. Rakesh Singh shall not exceed five per cent of the net profits of the Company as per Section 197 of the Act, and the aggregate total remuneration payable to Managing Director and Executive Director shall not exceed ten per cent of the net profits of the Company.
- H. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Singh would not be holding any office or place of profit by him being a mere Director of the Company's subsidiaries, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors/ Committee(s) of subsidiaries of the Company or the Companies promoted by the Aditya Birla Group.
- I. So long as Mr. Singh functions as the Executive Director and Chief Executive Officer (NBFC), he shall be subject to retirement by rotation, and he shall not be paid any fees for attending the meetings of the Board or any Committees(s) thereof of the Company.
- J. The aforesaid compensation will be subject to and governed by the Executive Remuneration Policy of the Company, which can be accessed at <https://www.adityabirlacapital.com/investor-relations/policies-and-code>.

“RESOLVED FURTHER THAT notwithstanding anything stated herein above, where in any financial year, during the period of his appointment, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration including the perquisites and benefits, as aforesaid, shall be paid to Mr. Singh, the Executive Director and Chief Executive Officer (NBFC) in accordance with the applicable provisions of the Act read with Rules made thereunder and after obtaining necessary approvals under schedule V of the Act.”

“RESOLVED FURTHER THAT the Nomination, Remuneration and Compensation Committee of the Company will review and recommend to the Board, the remuneration payable to the Executive Director and Chief Executive Officer (NBFC) during his tenure, within the overall limits as mentioned in this resolution.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/ or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-
Santosh Haldankar
Company Secretary
Membership No. A19201

Place: Mumbai

Date: 15 September 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 have been passed at a General Meeting of the Members convened in this regard. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Wednesday, 15 October 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, 12 September 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 and 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 (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 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, 12 September 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
Tuesday, 16 September 2025 (9:00 a.m. IST)	Wednesday, 15 October 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(s) 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, 12 September 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. Vaibhav Dandawate (ACS No: 51538), failing him, Mr. Saurabh Agarwal (FCS No.: 9290), Designated Partners of M/s. Makarand M. Joshi & Co. (Firm Registration No. P2009MH007000), Practicing Company Secretaries, 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:
- 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.
 - 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.
 - 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.
 - The process and manner of remote e-voting is explained below:
 - Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - 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>A. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 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. 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. Click on Company name i.e. 'Aditya Birla Capital Limited' or e-voting service provider i.e. KFinTech. 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> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Point No. A above to cast your vote. <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. 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. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 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. Members can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience. <p>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>

Type of Member	Login Method
Individual Members holding equity shares in demat mode with CDSL	<p>A. Existing user who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com Click on New System Myeasi. Login to MyEasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. 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. <p>B. Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit https://evoting.cdslindia.com/Evoting/EvotingLogin. Provide demat Account Number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. 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. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.
Individual Members (holding equity shares in demat mode) logging through their depository participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. 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. Click on options available against Company’s name or KFinTech. 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 102 0990 and 1800 22 4430	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.

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 any person authorized by him or by the Board, after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairman or any person authorized by him or by the Board, on or before **5.00 p.m. (IST) on Friday, 17 October 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 **Wednesday, 15 October 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.
 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 with a copy marked to 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, 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. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02 July 2025, the Company is pleased to offer a one-time special window for physical shareholders to facilitate the re-lodgement of transfer deeds that were originally lodged prior to 1 April 2019 and rejected / returned, due to deficiency in the documents. The re-lodgement window will remain open for a period of six months i.e. from 07 July 2025 till 06 January 2026.

During this period, the shares that are re-lodged for transfer shall be issued only in dematerialized (demat) form, subject to verification and approval of all submitted documents by the Company's Registrar and Transfer Agent (RTA) i.e. KFin Technologies Limited. Shareholders are required to provide their Client Master List along with other relevant documents while submitting the documents for re-lodgement.

Shareholders who have missed the earlier deadline of 31 March 2021 for re-lodgement of transfer deeds are encouraged to take advantage of this opportunity by submitting the necessary documents to the Company's RTA i.e. KFin Technologies Limited at email ID inward.ris@kfintech.com or at their office at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032.

9. 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 businesses mentioned in this Postal Ballot Notice dated **15 September 2025**:

Item no. 1:

Appointment of Ms. Vishakha Mulye (DIN: 00203578) as Managing Director and Chief Executive Officer of the Company, and fixation of remuneration:

The Board of the Company based on the recommendations of the Nomination, Remuneration and Compensation Committee ("NRC") had appointed Ms. Vishakha Mulye as the Chief Executive Officer of the Company effective from 01 July 2022.

Under the leadership of Ms. Mulye, the Company expanded its offerings across Loans, Investments, Insurance, and Payments, and developed an omnichannel D2C platform to deliver comprehensive financial solutions through 'ABCD', its user-friendly, intuitive mobile app. The Company also introduced 'Udyog Plus', an all-inclusive digital B2B lending platform offering business loans, supply chain financing, and value-added services to the MSME ecosystem.

To further support its future growth objectives, the Company, under Vishakha's guidance, successfully raised Rs 4,500 crore in growth capital through a combination of preferential issuances, QIP, and divestment of stakes in select businesses. Ms. Mulye has also been instrumental in seamlessly executing the amalgamation of Aditya Birla Finance Limited, with Aditya Birla Capital Limited, enabling better access to capital, driving operational synergies and enhanced value creation for all stakeholders.

Considering the overall experience, outstanding leadership, scale of business handled, current needs of the business, present performance and potential assessment and based on the strong performance of the Company under the leadership of Ms. Mulye and based on the recommendation of the NRC, the Board at its meeting held on 31 March 2025, had approved the appointment of Ms. Vishakha Mulye (DIN: 00203578) as Managing Director and Chief Executive Officer along with other Executive Director, subject to requisite regulatory and statutory approvals.

Further, as per Direction 42 of the Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the proposed appointments resulted in a change of more than 30% in the composition of the Board (excluding Independent Directors), necessitating prior approval from the Reserve Bank of India ("RBI").

Accordingly, the Company had made an application to the Reserve Bank of India for seeking the approval for the appointment of Ms. Vishakha Mulye as a Managing Director and Chief Executive Officer. The Reserve Bank of India, vide its communication dated 22 August 2025, has approved the appointment as Director of the Company.

Subsequently, the Board, at its meeting held on 01 September 2025, based on the recommendation of the NRC, had approved the appointment of Ms. Vishakha Mulye (DIN: 00203578) as an Additional Director & Managing Director and Chief Executive Officer of the Company for a term of five years commencing from 01 September 2025 to 31 August 2030 (both days inclusive), subject to the approval of the Members.

Further, pursuant to Regulation 17 (1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Vishakha Mulye 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 Ms. Mulye through this Postal Ballot.

Brief profile of Ms. Vishakha Mulye:

Ms. Vishakha Mulye is the Managing Director & Chief Executive Officer at Aditya Birla Capital Limited ("ABCL"). She is a director on the board of Aditya Birla Management Corporation Private Limited ("ABMCPL"), the apex corporate body of Aditya Birla Group, that provides strategic direction and vision to its group companies.

Taking charge in 2022, Ms. Mulye envisioned the 'One ABC, One P&L', strategy, anchored on the principles of 'One Customer, One Experience and One Team'. This strategic roadmap has been central to Aditya Birla Capital's transformative journey, driving accelerated growth and improved profitability across businesses. By leveraging data, digital and technology, she reimagined its business model, strengthened platform capabilities, and embarked on a mission to simplify finance, making it as simple as ABCD.

Under her leadership, Aditya Birla Capital expanded its offerings across Loans, Investments, Insurance, and Payments, and developed an omnichannel D2C platform to deliver comprehensive financial solutions through 'ABCD', its user-friendly, intuitive mobile app. ABCL also introduced 'Udyog Plus', an all-inclusive digital B2B lending platform offering business loans, supply chain financing, and value-added services to the MSME ecosystem.

To further support its future growth objectives, ABCL, under Ms. Mulye's guidance, successfully raised Rs 4,500 crore in growth capital through a combination of preferential issuances, QIP, and divestment of stakes in select businesses. She was also instrumental in seamlessly executing the amalgamation of Aditya Birla Finance Ltd., with Aditya Birla Capital Limited, enabling better access to capital, driving operational synergies and enhanced value creation for all stakeholders.

Ms. Vishakha is on the board of ABCL's operating companies, including Aditya Birla Housing Finance Limited, Aditya Birla Sun Life AMC Limited, Aditya Birla Sun Life Insurance Company Limited, and Aditya Birla Health Insurance Co. Limited. She is also a director on the board of Aditya Birla Management Corporation Private Limited (apex management company for Aditya Birla Group) and Aditya Birla Capital Foundation. She is an independent director on the board of NPCI International Payments Limited. Vishakha is a member of the Aspen Institute's 'India Leadership Initiative' and served as the Deputy Co-Chair of CII's National Forum on NBFC & HFCs 2023-24.

Before joining the Aditya Birla Group, Ms. Mulye held various leadership positions at the ICICI Group, where she led significant strategic transformations. As Executive Director on the Board of ICICI Bank, she oversaw their domestic and international Wholesale Banking, Proprietary Trading, Markets, and Transaction Banking services. She also served as the MD and CEO of ICICI Venture

Funds Management Company Limited and as the Group CFO at ICICI Bank. Among her numerous achievements, Ms. Mulye played a pivotal role in driving the merger of ICICI and ICICI Bank, which led to the formation of the second-largest private sector bank in India. During her tenure, she also led ICICI Bank's structured finance business, served on the board of ICICI Lombard General Insurance Company Limited, and chaired the board of ICICI Bank Canada.

A chartered accountant and career banker with over three decades of experience in leading large-scale, long-term profitable businesses, Ms. Mulye has been recognised with several prestigious honours for her valuable contributions to the world of business and finance including:

- Candere Hurun India Women Leaders List, 2025;
- Forbes India Top Self-Made Women Power List, 2025;
- The Economic Times Businesswoman of the Year Award, 2024;
- ICAI CA Business Leader Award for Large Corporates, 2024;
- Forbes Asia Power Businesswomen List, 2024;
- Forbes Asia 50 Over 50 List, 2024;
- Fortune Asia Most Powerful Women List, 2024;
- Fortune India Most Powerful Women in Business, 2025, 2024; 2020-2022; 2012-2018;
- Lokmat Mukta Sanman Award, 2019;
- Business Today Most Powerful Women (MPW) in Business, 2007-2013. In 2013, she was inducted into the MPW Hall of Fame, after a record seven-time win;
- India Television Academy's GR8! Women Award, 2012;
- ICAI CA Corporate Leader Award, 2008;
- World Economic Forum Young Global Leader, 2007;
- IMA India CFO Award, 2006.

Ms. Mulye is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. Ms. Mulye 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. Further, Ms. Mulye has given all the necessary declarations and confirmation including her consent to be appointed as Managing Director and Chief Executive Officer of the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Ms. Mulye to the office of Managing Director and Chief Executive Officer of the Company.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Ms. Mulye as Managing Director and Chief Executive Officer will be beneficial to the functioning and growth of the Company and the remuneration payable to her is commensurate with her abilities and experience.

During her tenure of appointment, she shall be liable to retire by rotation as provided under Section 152(6) of the Act and she shall continue to hold office of Managing Director and Chief Executive Officer as and when she is being re-appointed as a director and such re-appointment as director shall not be deemed to constitute a discontinuation in her tenure as Managing Director and Chief Executive Officer.

In recommending the remuneration set out above for approval of shareholders, the Board of Directors and the NRC have taken into account several factors, including but not limited to:

- i. Salary of other senior executives across the Company; and
- ii. The remuneration paid by other companies of comparable size and profile of the Company.

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.

Except Ms. Vishakha Mulye and her relatives, none of the Directors and/or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out in item No. 1.

The Board recommends the ordinary resolution set forth in item no. 1 for the approval of members of the Company.

Item no. 2:

Appointment of Mr. Rakesh Singh (DIN: 07006067) as an Executive Director and Chief Executive Officer (NBFC) of the Company, and fixation of remuneration:

Mr. Rakesh Singh's journey in the Aditya Birla group of companies started way back in 2011 to lead its Non-Banking Financial Company (NBFC) sector. He was later appointed as Managing Director & CEO of Aditya Birla Finance Limited (wholly owned subsidiary of the Company) which now has been merged with the Company. Mr. Singh has been instrumental in driving the growth of both the Non-Banking Financial Company (NBFC) and Housing Finance sectors.

Considering the overall experience, outstanding leadership, scale of business handled, current needs of the business, present performance and potential assessment and based on the recommendation of the NRC, the Board at its meeting held on 31 March 2025, had approved the appointment of Mr. Rakesh Singh (DIN: 07006067) as an Executive Director and Chief Executive Officer (NBFC) along with other Executive Director, subject to requisite regulatory and statutory approvals.

Further, as per Direction 42 of the Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the proposed appointment resulted in a change of more than 30% in the composition of the Board (excluding Independent Directors), necessitating prior approval from the Reserve Bank of India ("RBI").

Accordingly, the Company had made an application to the Reserve Bank of India for seeking the approval for the appointment of Mr. Rakesh Singh as an Executive Director and Chief Executive Officer (NBFC). The Reserve Bank of India, vide its communication dated 22 August 2025, has approved the appointment as Director of the Company.

Subsequently, the Board, at its meeting held on 01 September 2025, based on the recommendation of the NRC, had approved the appointment of Mr. Rakesh Singh (DIN: 07006067) as an Additional Director & Executive Director and Chief Executive Officer (NBFC) of the Company for a term commencing from 01 September 2025 to 22 July 2027 (both days inclusive), subject to the approval of the Members.

Further, pursuant to Regulation 17 (1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Rakesh Singh 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. Singh through this Postal Ballot.

Brief profile of Mr. Rakesh Singh:

Mr. Rakesh Singh is the Executive Director and Chief Executive Officer - NBFC at Aditya Birla Capital Ltd. Since joining the Aditya Birla Group in 2011, he has been instrumental in driving the growth of both the Non-Banking Financial Company (NBFC) and Housing Finance sectors. With nearly 3 decades of experience in financial services, Rakesh has honed his expertise in both banking and non-banking financial companies.

Under his leadership, the NBFC business provides comprehensive lending, financing, and wealth management solutions to a diverse customer base across India and is registered with the Reserve Bank of India (RBI) as an Upper Layer NBFC. Rakesh is an active member of various industry forums and shares his insights as a member of these forums.

Prior to joining Aditya Birla Group, Rakesh spent 16 years at Standard Chartered Bank, where he held various leadership roles, including Head of the Mortgages Business in India and General Manager & Head of SME Banking for India and South Asia.

Rakesh is an alumnus of Harvard Business School's Advanced Management Program and the Indian Institute of Management, Calcutta. He also holds a postgraduate degree in International Relations.

Mr. Singh is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. Mr. Singh 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. Further, Mr. Singh has given all the necessary declarations and confirmation including his consent to be appointed as an Executive Director and Chief Executive Officer (NBFC) of the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Mr. Singh to the office of Executive Director and Chief Executive Officer (NBFC) of the Company.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Singh as an Executive Director and Chief Executive Officer (NBFC) will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

During his tenure of appointment, he shall be liable to retire by rotation as provided under Section 152(6) of the Act, and he shall continue to hold office of Executive Director and Chief Executive Officer (NBFC) as and when he is being re-appointed as a director and such re-appointment as director shall not be deemed to constitute a discontinuation in his tenure as Executive Director and Chief Executive Officer (NBFC).

In recommending the remuneration set out above for approval of shareholders, the Board of Directors and the NRC have taken into account several factors, including but not limited to:

- i. Salary of other senior executives across the Company; and
- ii. The remuneration paid by other companies of comparable size and profile of the Company.

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.

Except Mr. Rakesh Singh and his relatives, none of the Directors and/or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out in item No. 2.

The Board recommends the ordinary resolution set forth in item no. 2 for the approval of members of the Company.

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

Sd/-
Santosh Haldankar
Company Secretary
Membership No. A19201

Place: Mumbai
Date: 15 September 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	Ms. Vishakha Mulye	Mr. Rakesh Singh
Age/ Date of Birth	56 years / 4 February 1969	58 years / 22 September 1966
Director Identification Number	00203578	07006067
Nature of appointment/ re-appointment	Appointment as Managing Director and Chief Executive Officer	Appointment as an Executive Director and Chief Executive Officer (NBFC)
Qualification(s)	Chartered Accountant and Bachelor's degree in commerce	<ul style="list-style-type: none"> • Advance Management Program from Harvard Business School • Executive Program in Business management from Indian Institute of Management, Calcutta • Post-Graduation in International Relations from University of Lucknow
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	She shall hold office for a term of 5 years, that is from 01 September 2025 up to 31 August 2030 and her office shall be liable to retire by rotation.	He shall hold office for a term commencing from 01 September 2025 to 22 July 2027 and his office shall be liable to retire by rotation.
Remuneration last drawn (FY 2024-25)	Salary, Perquisites and Allowance – Rs. 18,73,92,686.	Salary, Perquisites and Allowance – Rs. 10,24,05,835.
Remuneration sought to be paid	Details provided in the Explanatory Statement	Details provided in the Explanatory Statement
Date of first appointment on the Board	01 September 2025	01 September 2025
Shareholding in the Company including shareholding as a beneficial owner as on 12 September 2025	Nil	3,99,680 shares
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	Not Applicable (Appointment effective from 01 September 2025)	Not Applicable (Appointment effective from 01 September 2025)
List of other Companies (in India) in which Directorships are held as on 01 September 2025	<ul style="list-style-type: none"> • Aditya Birla Sun Life AMC Limited • Aditya Birla Sun Life Insurance Company Limited • Aditya Birla Housing Finance Limited • Aditya Birla Health Insurance Co. Limited • NPCI International Payments Limited • Aditya Birla Management Corporation Private Limited • Aditya Birla Capital Foundation (Section 8 Company) 	None

Chairmanships/ Memberships of the Committees of other public limited companies as on 01 September 2025*	<u>Audit Committee:</u> <ul style="list-style-type: none"> • NPCI International Payments Limited (Chairperson) • Aditya Birla Sun Life Insurance Company Limited • Aditya Birla Housing Finance Limited • Aditya Birla Sun Life AMC Limited <u>Stakeholders Relationship Committee:</u> <ul style="list-style-type: none"> • Aditya Birla Housing Finance Limited (Chairperson) 	<u>Audit Committee:</u> Nil <u>Stakeholders Relationship Committee:</u> Nil
Listed entities in which the person has resigned in past three years	None	None

***Notes:**

1. Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.
2. 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.