

Aditya Birla Capital Limited

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ADITYA BIRLA CAPITAL LIMITED

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NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting ("**EoGM**") of the shareholders ("**Members**") of Aditya Birla Capital Limited ("**Company**") will be held on **Friday, June 12, 2026 at 11:00 a.m.** (Indian Standard Time) through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), to transact the following **special business(es)**:

ITEM NO. 1: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO GRASIM INDUSTRIES LIMITED FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 2,880 CRORE

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on which the equity shares having face value of Rs. 10/- (Rupees Ten only) each of the Company ("**Equity Shares**") are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, each as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**"), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India, Government of India, Stock Exchanges and/ or any other competent authorities (herein referred to as "**Applicable Regulatory Authorities**"), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard from the Applicable Regulatory Authorities and/ or under any contractual obligations of the Company and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, in accordance with Chapter V of the SEBI ICDR Regulations and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) in its absolute discretion, may think fit and without requiring any further approval or consent from the Members in the manner provided hereunder, the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot on a preferential allotment on a private placement basis 8,08,94,331 (Eight Crore Eight Lakh Ninety Four Thousand Three Hundred and Thirty One) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), as determined in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding Rs. 2,880 Crore (Rupees Two Thousand Eight Hundred and Eighty Crore only), to Grasim Industries Limited ("**Grasim**") in the following manner:

Sl. No.	Name of Proposed Allottee	Class (Promoter/ Non-Promoter)	Pre-Issue Shareholding		Number of shares to be issued as part of the Preferential Issue	Post-Issue Shareholding	
			No. of Shares	Percentage Shareholding		No. of Shares	Percentage Shareholding
1.	Grasim Industries Limited	Promoter	136,98,09,351	52.27%	8,08,94,331	145,07,03,682	53.08%

"RESOLVED FURTHER THAT, in accordance with the provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations and other applicable law, the "Relevant Date" for determination of the price for the issue of Equity Shares as per Regulation 164 of Chapter V of the SEBI ICDR Regulations, is May 13, 2026, being 30 (thirty) days prior to the date of this EoGM."

“RESOLVED FURTHER THAT, the Equity Shares of the Company being created, offered, issued and allotted to Grasim by way of the preferential allotment on a private placement basis shall, inter-alia, be subject to the following:

- a. the Equity Shares offered, issued and allotted to Grasim pursuant hereto, shall be issued by the Company for cash consideration only, which shall be fully payable on or before the date of the allotment of the Equity Shares;
- b. monies received by the Company from Grasim for subscription of the Equity Shares pursuant to the preferential allotment on a private placement basis shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the notice of the extra ordinary general meeting given to the Members;
- c. the Equity Shares shall be issued and allotted by the Company to Grasim in dematerialised form within a period of 15 (fifteen) days from the date of the resolution passed by the Members of the Company, provided that, if any approval or permission for allotment is pending by any regulatory authority/ Stock Exchanges/ the Government of India, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission;
- d. the Equity Shares to be offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- e. the price of each Equity Share to be issued is Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), which is calculated in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations;
- f. the Equity Shares to be created, offered, issued and allotted to Grasim shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations;
- g. the Equity Shares shall be free and clear of all encumbrances, except for lock-in for such period as may be specified under Chapter V of the SEBI ICDR Regulations; and
- h. the Equity Shares so offered, issued and allotted to Grasim will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

“RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of Grasim in Form PAS-5 and the Board be and is hereby authorized to make an offer to Grasim through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential allotment on a private placement basis, including appointment of a monitoring agency in accordance with the SEBI ICDR Regulations) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the preferential allotment on a private placement basis, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the preferential allotment on a private placement basis, apply to Stock Exchanges for obtaining of in-principle, listing and trading approvals of the Equity Shares and other activities as may be necessary for obtaining in-principle, listing and trading approvals, file all necessary documents/ forms with the appropriate authorities as may be required or expedient in this regard, including filing all requisite forms with NSDL and CDSL for the credit of the Equity Shares into the dematerialised accounts of Grasim, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the preferential allotment on a private placement basis.”

“RESOLVED FURTHER THAT, the Board and/ or the Key Managerial Personnel of the Company be and are hereby authorized severally to sign, modify, alter, certify and file the necessary e-forms with the Registrar of Companies, Gujarat within such time as may be prescribed and provide certified copies of the same, as may be deemed necessary.”

ITEM NO. 2: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO SURYAJA INVESTMENTS PTE. LTD. SINGAPORE, (AN ADITYA BIRLA GROUP ENTITY AND PROMOTER GROUP OF THE COMPANY) FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 200 CRORE

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (**“Stock Exchanges”**) on which the equity shares having face value of Rs. 10/- (Rupees Ten only) each of the Company (**“Equity Shares”**) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, each as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (**“DPIIT”**), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India, Government of India, Stock Exchanges and/ or any other competent authorities (herein referred to as **“Applicable Regulatory Authorities”**), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard from the Applicable Regulatory Authorities and/ or under any contractual obligations of the Company and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, in accordance with Chapter V of the SEBI ICDR Regulations and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) in its absolute discretion, may think fit and without requiring any further approval or consent from the Members in the manner provided hereunder, the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot on a preferential allotment on a private placement basis 56,17,661 (Fifty Six Lakh Seventeen Thousand Six Hundred And Sixty One) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), as determined in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding Rs. 200 Crore (Rupees Two Hundred Crore only), to Suryaja Investments Pte. Ltd., an Aditya Birla Group entity and promoter group of the Company (**“Suryaja”**) in the following manner:

Sl. No.	Name of Proposed Allottee	Class (Promoter/ Non-Promoter)	Pre-Issue Shareholding		Number of shares to be issued as part of the Preferential Issue	Post-Issue Shareholding	
			No. of Shares	Percentage Shareholding		No. of Shares	Percentage Shareholding
1.	Suryaja Investments Pte. Ltd.	Promoter Group	Nil	Nil	56,17,661	56,17,661	0.21%

“RESOLVED FURTHER THAT, in accordance with the provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations and other applicable law, the “Relevant Date” for determination of the price for the issue of Equity Shares as per Regulation 164 of Chapter V of the SEBI ICDR Regulations, is May 13, 2026, being 30 (thirty) days prior to the date of this EoGM.”

“RESOLVED FURTHER THAT, the Equity Shares of the Company being created, offered, issued and allotted to Suryaja by way of preferential allotment on a private placement basis shall, inter-alia, be subject to the following:

- the Equity Shares offered, issued and allotted to Suryaja pursuant to the preferential allotment on a private placement basis, shall be issued by the Company for cash consideration only and the consideration for the preferential allotment on a private placement basis shall be fully payable on or before the date of the allotment of the Equity Shares;
- monies received by the Company from Suryaja for subscription of the Equity Shares pursuant to this preferential allotment on a private placement basis shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the notice of the extra ordinary general meeting given to the Members;
- the Equity Shares shall be issued and allotted by the Company to Suryaja in dematerialised form within a period of 15 (fifteen) days from the date of the resolution passed by the Members of the Company, provided that if any approval or permission for allotment is pending by any regulatory authority/ Stock Exchanges/ the Government of India, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission;
- the Equity Shares to be offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;

- e. the price of each Equity Share to be issued is Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), which is calculated in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations;
- f. the Equity Shares to be created, offered, issued and allotted to Suryaja shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations;
- g. the Equity Shares shall be free and clear of all encumbrances, except for lock-in for such period as may be specified under Chapter V of the SEBI ICDR Regulations; and
- h. the Equity Shares so offered, issued and allotted to Suryaja will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

“RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of Suryaja in Form PAS-5 and the Board be and is hereby authorized to make an offer to Suryaja through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential allotment on a private placement basis, including appointment of a monitoring agency in accordance with the SEBI ICDR Regulations) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the preferential allotment on a private placement basis, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the preferential allotment on a private placement basis, apply to Stock Exchanges for obtaining of in-principle, listing and trading approvals of the Equity Shares and other activities as may be necessary for obtaining in-principle, listing and trading approvals, file all necessary documents/ forms with the appropriate authorities as may be required or expedient in this regard, including filing all requisite forms with NSDL and CDSL for the credit of the Equity Shares into the dematerialised accounts of Suryaja, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the preferential allotment on a private placement basis.”

“RESOLVED FURTHER THAT, the Board and/ or the Key Managerial Personnel of the Company be and are hereby authorized severally to sign, modify, alter, certify and file the necessary e-forms with the Registrar of Companies, Gujarat within such time as may be prescribed and provide certified copies of the same, as may be deemed necessary.”

ITEM NO. 3: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO INTERNATIONAL FINANCE CORPORATION NOT EXCEEDING RS. 920 CRORE

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the equity shares having face value of Rs. 10/- (Rupees Ten only) each of the Company (“**Equity Shares**”) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, each as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“**SEBI**”), Reserve

Bank of India, Government of India, Stock Exchanges and/ or any other competent authorities (herein referred to as “**Applicable Regulatory Authorities**”), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard from the Applicable Regulatory Authorities and/ or under any contractual obligations of the Company and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, in accordance with Chapter V of the SEBI ICDR Regulations and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) in its absolute discretion, may think fit and without requiring any further approval or consent from the Members in the manner provided hereunder, the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot on a preferential allotment on a private placement basis 2,58,41,244 (Two Crore Fifty Eight Lakhs Forty One Thousand Two Hundred and Forty Four) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), as determined in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding Rs. 920 Crore (Rupees Nine Hundred and Twenty Crore only), to International Finance Corporation (“**Investor**” or “**IFC**”), a ‘qualified institutional buyer’, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, pursuant to the share subscription agreement dated May 20, 2026 (“**SSA**”) entered into between the Company and IFC and the Policy Agreement dated May 20, 2026 (“**Policy Agreement**”) entered into between the Company and IFC in the following manner:

Sl. No.	Name of Proposed Allottee	Class (Promoter/ Non-Promoter)	Pre-Issue Shareholding		Number of shares to be issued as part of the Preferential Issue	Post-Issue Shareholding	
			No. of Shares	Percentage Shareholding		No. of Shares	Percentage Shareholding
1.	International Finance Corporation (“ Investor ” or “ IFC ”), a ‘qualified institutional buyer’ as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, pursuant to the SSA and Policy Agreement	Non-Promoter	Nil	Nil	2,58,41,244	2,58,41,244	0.95%

“**RESOLVED FURTHER THAT**, in accordance with the provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations and other applicable law, the “Relevant Date” for determination of the price for the issue of Equity Shares as per Regulation 164 of Chapter V of the SEBI ICDR Regulations, is May 13, 2026, being 30 (thirty) days prior to the date of this EoGM.”

“**RESOLVED FURTHER THAT**, the Equity Shares of the Company being created, offered, issued and allotted to the Investor by way of preferential allotment on a private placement basis shall, inter-alia, be subject to the following:

- a. the Equity Shares offered, issued and allotted to the Investor pursuant to the preferential allotment on a private placement basis, shall be issued by the Company for cash consideration only and the consideration for the preferential allotment on a private placement basis shall be fully payable on or before the date of the allotment of the Equity Shares;
- b. monies received by the Company from the Investor for subscription of the Equity Shares pursuant to this preferential allotment on a private placement basis shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the notice of the extra ordinary general meeting given to the Members;
- c. the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 (fifteen) days from the date of the resolution passed by the Members of the Company, provided that if any approval or permission for allotment is pending by any regulatory authority/ Stock Exchanges/ the Government of India, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission;
- d. the Equity Shares to be offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- e. the price of each Equity Share to be issued is Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), which is calculated in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations;
- f. the Equity Shares to be created, offered, issued and allotted to the Investor shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations;
- g. the Equity Shares shall be free and clear of all encumbrances, except for lock-in for such period as may be specified under Chapter V of the SEBI ICDR Regulations;

- h. the Equity Shares so offered, issued and allotted to the Investor will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and
- i. the Equity Shares to be issued and allotted to the Investor shall be subject to all other terms and conditions as set out in the SSA.

“RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Investor in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Investor through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential allotment on a private placement basis, including appointment of a monitoring agency in accordance with the SEBI ICDR Regulations) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the preferential allotment on a private placement basis, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the preferential allotment on a private placement basis, apply to Stock Exchanges for obtaining of in-principle, listing and trading approvals of the Equity Shares and other activities as may be necessary for obtaining in-principle, listing and trading approvals, file all necessary documents/ forms with the appropriate authorities as may be required or expedient in this regard, including filing all requisite forms with NSDL and CDSL for the credit of the Equity Shares into the dematerialised accounts of the Investor, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the preferential allotment on a private placement basis.”

“RESOLVED FURTHER THAT, the Board and/ or the Key Managerial Personnel of the Company be and are hereby authorized severally to sign, modify, alter, certify and file the necessary e-forms with the Registrar of Companies, Gujarat within such time as may be prescribed and provide certified copies of the same, as may be deemed necessary.”

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

Date: May 21, 2026
Place: Mumbai

Santosh Haldankar
Company Secretary
ACS 19201

NOTES:

1. The Explanatory Statement pursuant to Section 102 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. The Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 03/2025 dated 22nd September 2025 read with circular nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020 and Securities Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 read with SEBI Master Circular SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 issued in this regard, (collectively referred to as “**Relevant Circulars**”), have permitted convening the General Meeting through VC or OAVM without physical presence of the Members. In accordance with the Relevant Circulars, applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Extra-Ordinary General Meeting (“**EoGM**”) of the Company is being held through VC / OAVM.

The deemed venue for the EoGM shall be the Registered Office of the Company i.e., Indian Rayon Compound, Veraval - 362 266, Gujarat.

3. The Company has appointed M/s. KFin Technologies Limited (“**KFinTech**”), Registrar and Transfer Agents of the Company, to provide the facility for voting through remote e-Voting, for participating in the EoGM through VC / OAVM and e-Voting (Insta Poll) during the EoGM.
4. Since this EoGM is being held through VC / OAVM, pursuant to the Relevant Circulars:
 - a. Members can attend the EoGM through login credentials provided to them for this purpose. Physical attendance of the Members at the EoGM venue is not required and accordingly attendance slip is not annexed to this Notice.
 - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.
 - c. However, Body Corporates are entitled to appoint authorised representatives to attend the EoGM through VC / OAVM and participate thereat and cast their votes through e-Voting.
5. Since the EoGM will be held through VC / OAVM, the route map of the venue of the EoGM is not annexed to this Notice.
6. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
7. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“**SS-2**”) issued by Institute of Company Secretaries of India, Regulation 44 of the SEBI Listing Regulations, the Relevant Circulars, and other applicable laws, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the EoGM by electronic means (“**e-Voting**”) and the business may be transacted through e-Voting services facilitated by KFinTech. Members shall have the option to vote electronically either before the EoGM (“**remote e-Voting**”) or during the EoGM (“**Insta Poll**”). More details are provided under the section “Procedure and instructions for remote e-Voting and e-Voting during the EoGM” of this Notice.
8. Corporate / Institutional Members (i.e., other than individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., authorising its representative to attend the EoGM through VC / OAVM on its behalf and to cast its vote through e-Voting, to the Scrutinizer at e-mail id: scrutinisers@mmjc.in with a copy marked to einward.ris@kfinotech.com with the subject line “**Aditya Birla Capital Limited - EOGM 2026**”. They are also requested to upload the same in the e-Voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “**Aditya Birla Capital Limited_EVENT NO**”.

DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:

Pursuant to the relevant Circulars, Notice of the EoGM is being sent only through electronic mode to those Members whose email address is registered with the KFinTech / National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, May 15, 2026**.

Members may note that the Notice of the EoGM is also available on the Company’s website at <https://www.adityabirlacapital.com/investor-relations>, website of the Stock Exchanges, i.e., BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s Registrar and Transfer Agent, KFinTech at <https://evoting.kfintech.com/>

A. Procedure for joining the EoGM through VC / OAVM:

1. Members will be able to attend the EoGM through VC / OAVM at <https://emeetings.kfintech.com> by using their e-Voting login credentials.
2. Members who do not have the User ID and password for e-Voting or have forgotten the User ID and password may retrieve the same by following the remote e-Voting instructions mentioned in the EoGM Notice.
3. Members may join the EoGM through VC / OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 a.m. (Indian Standard Time) i.e., 30 minutes before the time scheduled for start of the EoGM and shall be kept open throughout the proceedings of the EoGM.
4. Members may note that the VC / OAVM facility, provided by KFinTech, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders’ Relationship Committee, Auditors, etc. can attend the EoGM without any restriction on account of first-come-first-served principle. Institutional Members are encouraged to participate at the EoGM through VC / OAVM and vote thereat.

5. Attendance of the Members participating in the EoGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox.
7. Members are requested to use Internet with good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Members will be required to grant access to camera and microphone to enable two-way video conferencing.
9. Members holding shares as on the **cut-off date i.e., Friday, June 05, 2026** and who would like to express their views or ask questions during the EoGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from **Tuesday, June 09, 2026 to Thursday, June 11, 2026**. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EoGM.
10. Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email id and mobile number. The window will close at 5:00 p.m. (IST) on **Wednesday, June 10, 2026**.
11. Members who need assistance before or during the EoGM, can contact KFinTech on einward@kfintech.com or call on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-Voting Event Number ("EVEN") in all your communications.
12. In case of joint holders attending the EoGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Any person holding shares in physical form and non-individual Shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFinTech for remote e-Voting, they can use their existing User ID and password for voting.

B. Procedure and instructions for remote e-Voting and e-Voting during the EoGM:

1. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for Members who have not registered their email address is provided in the instructions given below.
2. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting:	9:00 a.m. on Tuesday, June 09, 2026
End of remote e-Voting:	5:00 p.m. on Thursday, June 11, 2026

3. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
4. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the **cut-off date i.e., Friday, June 05, 2026**.
5. The Board of Directors of the Company have appointed Mr. Vaibhav Dandawate (ACS No: 51538), failing him, Ms. Deepthi Kulkarni (ACS No: 34733), Designated Partners of M/s. Makarand M. Joshi & Co. (Firm Registration No. P2009MH007000), as Scrutinizer to scrutinize the entire process of e-Voting during the EoGM and remote e-Voting in a fair and transparent manner.
6. Information and instructions for e-Voting during the EoGM (Insta Poll): Facility to cast vote during the EoGM will be made available on the Video Conferencing screen and will be activated once the voting is announced at the EoGM.
7. A Member can opt for only single mode of voting per EVENT, i.e., through remote e-Voting or e-Voting during the EoGM (Insta Poll).
8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as e-Voting during the EoGM. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
9. As per SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2//3762/2026 dated January 30, 2026, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / DPs without having to register again with the e-Voting service provider ("ESP") i.e. KFinTech. The procedure to login and access remote e-Voting, as devised by the Depositories/ Depository Participant(s), is given below:

Login method and steps for remote e-Voting and for participating and e-Voting during the EoGM:





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

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

Step 3: Access to join the EoGM through VC/OAVM on KFinTech system and to participate and cast vote during the meeting

DETAILS ON STEP 1 ARE MENTIONED BELOW:

I) Login for remote e-Voting for Individual shareholders holding equity shares in demat mode

Type of Member	Login Method
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>1. For OTP based login:</p> <p>You can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <p>i. Visit the e-services website of NSDL https://eservices.nsd.com either on a personal computer or on a mobile.</p> <p>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.</p> <p>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.</p> <p>iv. Click on company name i.e. ‘Aditya Birla Capital Limited’ or ESP i.e. KFin.</p> <p>v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</p>
	<p>3. Those not registered under IDeAS:</p> <p>i. Visit https://eservices.nsd.com for registering.</p> <p>ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-voting website of NSDL https://www.evoting.nsd.com.</p> <p>iv. 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.</p> <p>v. 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.</p> <p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name i.e ‘ABCAPITAL’ or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Home/Login for registering or www.cdslindia.com.</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to Myeasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p>

	<p>2. User not registered for Easi/ Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Home/Login for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p>
	<p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p> <p>ii. Provide demat account number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Aditya Birla Capital Limited' or select KFin.</p> <p>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
Individual Members login through their demat accounts / website of DPs	<p>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, Members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against 'Aditya Birla Capital Limited' or 'KFin'.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</p>

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

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

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

DETAILS ON STEP 2 ARE MENTIONED BELOW:

I) Login method for remote e-Voting for Members other than Individuals holding shares in demat mode and Members holding equity shares in physical mode

(A) Members whose email IDs are registered with the Company / DPs, will receive an email from KFinTech which will include details of EVEN, User ID and Password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, 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" i.e., 'Aditya Birla Capital Limited' and click on "Submit".
- vii. On the voting page, enter the number of shares on the cut-off date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the Member as on the cut-off date. A Member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
 - ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
 - x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- (B) Members whose email IDs are not registered with the Company/DPs and consequently the Notice of EoGM and e- Voting instructions cannot be serviced, will have to follow the following process:
- i. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with KFinTech (in case of Shares held in physical form) by sending KYC Documents prescribed under SEBI Circular SEBI/HO/MIRSD/MIRSD PoD-1/P/ CIR/2023/37 dated 16th March 2023 read with Master Circular HO/38/13/(4)2026-MIRSD-POD//4298/2026 dated February 06, 2026 at KFin Technologies Limited, Unit - Aditya Birla Capital Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or by sending digitally signed documents at einward.ris@kfintech.com.
 - ii. Upon updation of e-mail ID, Shareholders may send a request to einward.ris@kfintech.com for procuring user ID and password for e-voting.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

II) Instructions for Members for attending the EoGM of the Company through VC / OAVM and e-Voting during the EoGM:

- i. Members will be able to attend the EoGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-Voting login credentials provided in the email received from the Company / KFinTech.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the User id and password for e-Voting or have forgotten the same may retrieve them by following the remote e-Voting instructions mentioned above.

E-VOTING DURING THE EoGM:

- i. Facility to cast vote through e-voting (Insta Poll) at EoGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta Poll) is announced at EoGM.
- ii. The 'Vote Now Thumb sign' on the left-hand corner of the video screen shall be activated. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolution.
- iii. Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolution through remote e-Voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-Voting are eligible to attend the Meeting. However, those Members will not be entitled to cast their vote again at the Meeting.

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

Contact details for addressing e-Voting grievances: Mr. 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.

Other Instructions:

- i. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of EoGM and holding shares as of the cut-off date may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWDE-Voting Event Number+ Folio No. or DP ID Client ID to +91 9212993399
 Example for NSDL: MYEPWD IN12345612345678
 Example for CDSL: MYEPWD 1402345612345678
 Example for Physical: MYEPWD XXX1234567890
 - b. If email id of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFinTech toll free number 1800 309 4001.

- d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFinTech e-Voting platform, then such Member can use his / her existing User ID and password for casting the vote through remote e-Voting.
- ii. Customer service applications by KFinTech:

As an ongoing endeavor to enhance Member experience and leverage new technology, KFinTech has been continuously developing new initiatives/ applications. Below is a list of initiatives/ applications that have been developed for the Members.

Investor Support Centre: A webpage accessible via any browser enabled system. Members can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://kprism.kfintech.com/>

eSign Facility: In line with the requirements of the common and simplified norms for processing Member's service requests by RTA, KFinTech has enabled the option for Members to eSign their service requests.

URL: <https://ris.kfintech.com/>

KYC Status: Members can verify the KYC status of their folio. URL: <https://ris.kfintech.com/> KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

OTHER INFORMATION

1. Relevant documents referred to in the Notice of the EoGM will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice of the EoGM up to 5:00 p.m. (IST) on the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail to abc.secretarial@adityabirlacapital.com with the subject line "Aditya Birla Capital Limited - EOGM 2026".
2. The Scrutinizer shall, after the conclusion of e-Voting at the EoGM, scrutinize the votes cast at the EoGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or to any other person authorised by the Board, who shall counter-sign the same and declare the result of the voting forthwith. The result of e-Voting will be declared within two working days of the conclusion of the EoGM i.e. on or before Tuesday, June 16, 2026 and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.adityabirlacapital.com and on the website of KFinTech at: <https://evoting.kfintech.com> and shall be communicated to BSE and NSE, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depository Shares of the Company are listed. The Scrutinizer's decision on the validity of the vote shall be final and binding.
3. Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the EoGM, i.e., **Friday, June 12, 2026**.

INSTRUCTIONS TO FURNISH/UPDATE PAN, BANK ACCOUNT, KYC AND NOMINATION DETAILS

SEBI vide Master Circular for Registrars to an Issue and Share Transfer Agents dated 6th February 2026 has mandated all physical shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Postal address with PIN, Bank Account Details & Specimen Signature) to the Company. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT).

Shareholders can register/update the contact details by submitting the requisite ISR-1 Form along with the supporting documents.

ISR-1 Form can be obtained from the following link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- i. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- ii. Through hard copies which are self-attested, which can be shared on the address below: KFIN Technologies Limited, Unit: Aditya Birla Capital Limited Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032; or
- iii. Through electronic mode with e-sign at the following link: <https://ris.kfintech.com/clientservices/isc/default.aspx#> Detailed FAQs for the same can be found on the link: <https://kprism.kfintech.com/>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

GENERAL INSTRUCTIONS/ADVISORY

1. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Master Circular no. HO/38/13(4)2026-MIRSD-POD/1/4298/2026 dated February 06, 2026, has clarified that listed companies, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests, the format of which is available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/>. Further, to eliminate all risks associated with physical shares and for ease of portfolio management and improved liquidity, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.

2. Disputes resolution mechanism for physical shareholders: SEBI has prescribed a Standard Operating Procedures (SOP) for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Member(s)/ Investor(s). Further Members holding shares in physical form can file for arbitration with Stock Exchange in case of any dispute against the Company or KFinTech on delay or default in processing any request, as per SEBI Circular no. SEBI/HO/OIAE/2023/03391 dated 27th January 2023. The Arbitration Mechanism shall be initiated post exhausting all actions for resolution of complaints, including through SEBI SCORES Portal. For more details, please refer the websites of the Stock Exchanges - BSE - www.bseindia.com and NSE - www.nseindia.com.
Pursuant to SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated 31st July 2023, the Company has also registered on Smart Online Dispute Resolution (ODR) portal which can be accessed through the weblink <https://smartodr.in/login>
3. Members who are holding physical shares in identical order of names in more than one folio are requested to send to KFinTech, the details of such folios together with the share certificates and requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
4. Members holding shares in electronic form are requested to provide their e-mail address, details relating to nomination, mobile number and bank details to their DPs, in case the same are not updated.
5. Non-resident Indian Members are requested to inform the Company or KFinTech or to the concerned DPs, as the case may be, immediately:
 - a. The change in the residential status on return to India for permanent settlement;
 - b. The particulars of the NRE / NRO Account with a Bank in India, if not furnished earlier.
6. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical mode and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's RTA at <https://ris.kfintech.com/clientservices/isc/>. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
7. Members are requested to make all correspondence in connection with shares held by them by sending an email to the Company Secretary at abc.secretarial@adityabirlacapital.com or to KFinTech at einward.ris@kfintech.com quoting their Folio number or their Client ID and DP ID, as the case may be.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (“**Act**”) and the rules thereunder, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the following explanatory statement sets out all material facts relating to the special business(es) mentioned in the accompanying notice of the EoGM:

ITEM NO. 1, 2 AND 3

In accordance with Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI Listing Regulations, the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the equity shares having face value of Rs.10/- (Rupees Ten only) each of the Company (“**Equity Shares**”) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**DPIIT**”), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India, the Government of India, Stock Exchanges and/ or any other competent authorities (herein referred to as “**Applicable Regulatory Authorities**”), as applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, the Board has, at its meeting convened on May 20, 2026, approved the creation, offering, issue and allotment on a preferential allotment on a private placement basis of 11,23,53,236 (Eleven Crore Twenty Three Lakh Fifty Three Thousand Two Hundred And Thirty Six) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), as determined in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding Rs. 4,000 Crore (Rupees Four Thousand Crore only), to the persons mentioned below in the following manner (such persons, the “**Proposed Allottees**” and such issue, the “**Preferential Issue**”):

Sl. No.	Name of Proposed Allottee	Class (Promoter/ Non-Promoter)	Number of shares to be issued as part of the Preferential Issue
1.	Grasim Industries Limited	Promoter	8,08,94,331
2.	Suryaja Investments Pte. Ltd.	Promoter Group	56,17,661
3.	International Finance Corporation (“ Investor ” or “ IFC ”), a ‘qualified institutional buyer’ as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, pursuant to the share subscription agreement dated May 20, 2026 (“ SSA ”) entered into between the Company and IFC and the Policy Agreement dated May 20, 2026 (“ Policy Agreement ”) entered into between the Company and IFC.	Non-Promoter	2,58,41,244

The floor price for the Preferential Issue, under the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations is Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share.

The relevant disclosures in relation to the Preferential Issue, as required under the SEBI ICDR Regulations and the Act, read with the rules issued thereunder, are as set forth below:

(a) Object(s) of the Preferential Issue: The Company intends to utilize the proceeds raised through the Preferential Issue towards the following objects:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects of the Preferential Issue (Rs. in Crore)
1	Not exceeding 87.5% of the proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) for meeting the growth objectives of the Company, including augmentation of the capital base, repayment of loan(s) and funding requirements for its lending business.	3,500
2	Not exceeding 12.5% of the proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) for General Corporate Purposes, including (without limitation), investment in subsidiaries/ joint ventures/ associates of the Company (existing or future), as applicable in such a manner and proportion as may be decided by the Board from time to time and/ or any other general purposes as may be permissible under applicable laws.	500

The proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) shall be utilised in the manner as specified above, prior to the end of 2 (two) years from the date of receipt of proceeds from the Preferential Issue.

The aforementioned objects are based on management estimates and various technical, commercial and other factors which may not be within the control of the Company. The amount deployed towards any object and timing of its utilization as stated above may be modified at the discretion of the Board or its duly authorized committee, subject to compliance with applicable law.

Further, in terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 (“**NSE Circular**”) and the BSE Circular No. 20221213-47 dated December 13, 2022 (“**BSE Circular**”), the amounts specified for the objects may deviate +/-10% (ten per cent) as the fund requirements are based on management estimates, market conditions, business needs and other commercial and technical factors and the actual deployment of funds at each stage and the proposed utilization schedule will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

Interim Use of Proceeds from the Preferential Issue: Pending utilisation of the proceeds from the Preferential Issue, the Company may, in accordance with applicable laws and the policies approved by the Board from time to time, invest such proceeds: (a) in Government securities, treasury bills, money market instruments, debt market instruments (including liquid funds and mutual funds); (b) in deposit with scheduled commercial banks; (c) in any other instruments as may be permitted under applicable law; or (d) make any other investment as permitted under applicable law.

(b) Monitoring of utilization of Proceeds from the Preferential Issue:

Given that the issue size exceeds Rs. 100,00,00,000/- (Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will be required to appoint a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue. The Board has at the meeting convened on May 20, 2026, authorized the appointment of India Ratings and Research Private Limited as the monitoring agency to monitor the use of proceeds of the Preferential Issue.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (one hundred per cent) of the proceeds of the Preferential Issue have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the monitoring agency on its website and also submit the same to the Stock Exchanges.

(c) Relevant Date:

In terms of Regulation 161 of the SEBI ICDR Regulations, the “Relevant Date” for determination of the price per equity share for the Preferential Issue is May 13, 2026, i.e. being the date 30 (thirty) days prior to the date of the extra ordinary general meeting for approving the Preferential Issue.

(d) Particulars of the Preferential Issue, including the date of passing of the Board Resolution:

The Board, at its meeting convened on May 20, 2026, has subject to the approval of the Members and such other approvals as may be required, approved the issuance of 11,23,53,236 (Eleven Crore Twenty Three Lakh Fifty Three Thousand Two Hundred And Thirty Six) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), as determined in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding Rs. 4000 Crore (Rupees Four Thousand Crore only) on a preferential allotment on private placement basis to the Proposed Allottees, for cash consideration, payable in full on or before the date of the allotment of the Equity Shares to the Proposed Allottees. Additionally, the Board also approved the execution of the SSA and Policy Agreement between the Company and IFC respectively, and pursuant to such approval, the SSA and the Policy Agreement have been executed on May 20, 2026. Pursuant to the Policy Agreement, the Company has agreed to comply with certain customary provisions that IFC, as a multilateral development finance institution requires from investee companies.

(e) Kind of Security being Offered and the Maximum Number of Securities being offered:

11,23,53,236 (Eleven Crore Twenty Three Lakh Fifty Three Thousand Two Hundred And Thirty Six) Equity Shares, having a face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share including a premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), as determined in accordance with the applicable provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding Rs. 4,000 Crore (Rupees Four Thousand Crore only) are proposed to be issued by the Company.

(f) Basis on which price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchanges, i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and are frequently traded in accordance with the SEBI ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date i.e. May 13, 2026 has been considered for determining the floor price in accordance with the Chapter V of the SEBI ICDR Regulations.

In terms of Chapter V of the SEBI ICDR Regulations, the Board at its meeting convened on May 20, 2026, has fixed the issue price for the Preferential Issue at Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) per Equity Share (“Issue Price”) including premium of Rs. 346.02 (Rupees Three Hundred Forty-Six and Paise Two only), being the higher of the following: (i) 90 (ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date - which is Rs. 341.95 (Rupees Three Hundred Forty One and Paise Ninety Five only); and (ii) 10 (ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date - which is Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only).

Further, the Investor is a 'qualified institutional buyer' as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. In terms of Regulation 164(4) of the SEBI ICDR Regulations, a preferential issue of specified securities to qualified institutional buyers, not exceeding 5 (five) in number, shall be made at a price not less than the 10 (ten) trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date. As stated above, the Issue Price of Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only) is not less than the 10 (ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE preceding the Relevant Date, which is Rs. 356.02 (Rupees Three Hundred Fifty-Six and Paise Two only).

The certificate from M/s. Mukund M. Chitale & Co., Chartered Accountants (firm registration no. 106655W), certifying the computation of price in accordance with Chapter V of SEBI ICDR Regulations is available on the Company's website at link: <https://www.adityabirlacapital.com/investor-relations/announcements-and-updates>

(g) Amount which the Company intends to raise by way of issue of the Equity Shares as part of the Preferential Issue:

The Company intends to raise an aggregate amount of consideration not exceeding Rs. 4,000 Crore (Rupees Four Thousand Crore only) from the Proposed Allottees.

(h) Intention of Promoters / Directors / Key Managerial Personnel/ Senior Management of the Company to subscribe to the Preferential Issue:

The Company has received a letter of intent from Grasim Industries Limited, the Promoter of the Company, indicating its intention to subscribe to such number of Equity Shares up to an amount not exceeding Rs. 2,880 Crore (Rupees Two Thousand Eight Hundred and Eighty Crore only) to be issued by way of Preferential Issue.

The Board at the meeting convened on May 20, 2026 has resolved to issue: (a) 8,08,94,331 (Eight Crore Eight Lakh Ninety Four Thousand Three Hundred and Thirty One) Equity Shares to Grasim Industries Limited; and (b) 56,17,661 (Fifty Six Lakh Seventeen Thousand Six Hundred and Sixty One) Equity Shares to Suryaja Investments Pte. Ltd.

Apart from the Grasim Industries Limited and Suryaja Investments Pte. Ltd., none of the Promoter Group, Directors or Key Managerial Personnel or Senior Management Personnel or their relatives intend to subscribe to the Preferential Issue.

(i) The Percentage of Post Preferential Issue share capital that would be held by the Proposed Allottees and Change in Control, if any, in the Company consequent to the Preferential Issue:

The percentage of shareholding of the Proposed Allottees post allotment shall be as follows:

Sr. No.	Name of the Proposed Allottees	% shareholding post allotment
A)	Category: Promoter- Bodies Corporate	
1.	Grasim Industries Limited	53.08%
B)	Category: Member of the Promoter Group of the Company	
2.	Suryaja Investments Pte. Ltd.	0.21%
C)	Category: Non-Promoter	
3.	International Finance Corporation ("Investor" or "IFC"), a 'qualified institutional buyer' as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, pursuant to the SSA entered into between the Company and IFC and the Policy Agreement entered into between the Company and IFC	0.95%

There will be no change in composition of the Board nor any change in control of the Company consequent to the Preferential Issue.

(j) Contributions being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

As part of the Preferential Issue: (a) Grasim Industries Limited shall be making an aggregate contribution not exceeding Rs. 2,880 Crore (Rupees Two Thousand Eight Hundred and Eighty Crore only); and (b) Suryaja Investments Pte. Ltd. shall be making an aggregate contribution not exceeding Rs. 200 Crore (Rupees Two Hundred Crore only). Thereby, the aggregate contribution of the Promoter and Promoter Group shall be an amount not exceeding Rs. 3,080 Crore (Rupees Three Thousand Eighty Crore only).

(k) Proposed time within which the Preferential Issue shall be completed

In accordance with Regulation 170 of Chapter V of the SEBI ICDR Regulations, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 (fifteen) days from the date of passing of the resolution by the members at the extra ordinary general meeting convened to approve the Preferential Issue or where the approval of any statutory or regulatory authority is pending or required for the issuance or allotment of Equity Shares to the respective Proposed Allottee, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of the approvals required in respect of such Proposed Allottee.

(l) Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Particulars	Pre-Preferential Issue Shareholding (as of May 15, 2026)		Post-Preferential Issue Shareholding (after allotment of equity shares)	
		Nos.	%	Nos.	%
	Category				
A	Promoter/ Promoter Group Holding's				
	Individual	34,36,624	0.13	34,36,624	0.13
	Bodies Corporate (incl. GDR)	1,79,13,63,328	68.35	1,87,78,75,320	68.71
	Sub Total Promoter/ Promoter Group (A)	1,79,47,99,952	68.48	1,88,13,11,944	68.83
B	Non-Promoters Holding				
	Mutual Funds	17,74,98,071	6.77	17,74,98,071	6.49
	Alternate Investment Funds	10,13,67,010	3.87	10,13,67,010	3.71
	Foreign Portfolio Investors/ Foreign Institutional Investors	18,77,55,871	7.16	21,35,97,115	7.82
	Financial Institutions/ Banks/ QIB/QPF	1,58,33,948	0.60	1,58,33,948	0.58
	Insurance Companies	7,23,24,632	2.76	7,23,24,632	2.65
	Others: Foreign Bodies Corporate	6,108	0.00	6,108	0.00
	Government of India	13,593	0.00	13,593	0.00
C	Non-Institution:				0.00
	Bodies Corporate	2,67,40,536	1.02	2,67,40,536	0.98
	Directors and Relatives	9,54,951	0.04	9,54,951	0.03
	Indian Public	18,69,64,739	7.13	18,69,64,739	6.84
	Hindu Undivided Families	63,35,188	0.24	63,35,188	0.23
	Foreign Nationals, NRI - Repat and Non- Repat	1,22,27,742	0.47	1,22,27,742	0.45
	Clearing Members	62,820	0.00	62,820	0.00
	Trusts	15,39,864	0.06	15,39,864	0.06
	NBFCs	1,28,066	0.00	1,28,066	0.00
	Overseas Corporate Bodies	1,83,61,303	0.70	1,83,61,303	0.67
	Overseas Depositories (holding DRs) (balancing figure)	1,79,00,504	0.68	1,79,00,504	0.65
	Sub Total (B)	82,60,14,946	31.52	85,18,56,190	31.17
	Grand Total (A+ B)	2,62,08,14,898	100.00	2,73,31,68,134	100.00

(m) Principle terms of assets charged as securities

Not applicable.

(n) Material terms for issuance and allotment of the Equity Shares

The Preferential Issue of Equity Shares to the Proposed Allottees shall be subject to the terms and conditions set out in Item No. 1, Item No. 2 and Item No. 3 of this Notice, as applicable, and as prescribed under applicable laws.

(o) Lock-in Requirements

The Equity Shares allotted pursuant to the Preferential Issue shall be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of Chapter V of the SEBI ICDR Regulations.

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

Name of Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners	Percentage of pre-Preferential Allotment Capital held	Percentage of post-Preferential Allotment capital to be held
A) Category - Promoter				
Grasim Industries Limited	Promoter	Grasim Industries Limited is a listed company with its equity shares listed on BSE Limited and National Stock Exchange of India Limited	52.27%	53.08%
B) Category - Promoter Group of the Company				
Suryaja Investments Pte. Ltd.	Promoter Group	Mr. Kumar Mangalam Birla	Nil	0.21%
C) Category - Non-Promoter				
International Finance Corporation	Non-Promoter	There are no natural person(s) who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/ or who ultimately control IFC	Nil	0.95%

- (q) **Certificate from Practising Company Secretary:**

A certificate from M/s Dilip Bharadiya & Associates (firm registration no. P2005MH091600), Practising Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the Meeting and will also be made available on the Company's website and will be accessible at link: <https://www.adityabirlacapital.com/investor-relations/announcements-and-updates>.

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

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

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

The Company has not made any allotments of Equity Shares or Securities convertible into Equity Shares of the Company on a preferential allotment basis during the current financial year (i.e. FY 2026-2027).

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

The allotment is proposed to be made to Grasim Industries Limited (the promoter of the Company), Suryaja Investments Pte. Ltd. (an Aditya Birla Group entity and promoter group of the Company) and International Finance Corporation. International Finance Corporation is a 'qualified institutional buyer' as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, pursuant to the SSA and the Policy Agreement.

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

Not applicable as the Preferential Issue will be undertaken for cash consideration.

- (v) **Current and proposed status of the Proposed Allottees post the Preferential Issue:**

Grasim Industries Limited is the promoter of the Company and such status will continue to remain the same post the Preferential Issue.

Suryaja Investments Pte. Ltd., did not hold any Equity Shares of the Company prior to the Preferential Issue and post the Preferential Issue, would acquire 56,17,661 (Fifty-Six Lakh Seventeen Thousand Six Hundred And Sixty One) Equity Shares of the Company aggregating to 0.21% (Zero Point Two One Per Cent) of the paid-up equity share capital of the Company. Suryaja Investments Pte. Ltd. is an Aditya Birla Group entity and promoter group of the Company and such status will continue to remain the same post the Preferential Issue.

International Finance Corporation, did not hold any Equity Shares of the Company prior to the Preferential Issue and post the Preferential Issue, would acquire 2,58,41,244 (Two Crore Fifty Eight Lakh Forty One Thousand Two Hundred And Forty Four) Equity Shares of the Company aggregating to 0.95% (Zero Point Nine Five Per Cent) of the paid-up equity share capital of the Company. Post the Preferential Issue, International Finance Corporation shall not be the categorized as the Promoter or a person acting in concert with the promoter of the Company.

- (w) **Undertakings:**

The Company hereby undertakes that:

- Neither the Company nor its promoter or directors have been declared as 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations, and none of its directors or promoters is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations;
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;

- iii. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- iv. As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) governing re-computation of the price of shares, shall not be applicable;
- v. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of the SEBI ICDR Regulations where it is required to do so;
- vi. In the event it is applicable, if the amount payable on account of the re-computation of the price is not paid within the time stipulated under the SEBI ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

(x) Other Disclosures:

- i. The Allottees have confirmed that they have not sold or transferred any Equity Shares of the Company held by them during the 90 (ninety) trading days preceding the Relevant Date. The Allottees have further confirmed that they are eligible under the SEBI ICDR Regulations, to subscribe to the Equity Shares to be allotted pursuant to the Preferential Issue.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item no.1, Item no. 2 and Item no. 3 of the Notice for approval of the Members.

None of the directors/ key managerial personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1, Item no. 2 and Item no. 3 of the Notice except to the extent of their respective shareholding in the Company, if any.

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

Date: May 21, 2026
Place: Mumbai

Santosh Haldankar
Company Secretary
ACS 19201

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE EOGM FOR REFERENCE:

Sr. No	Particulars	Details of access
1	Link for participation through Video Conferencing (VC) at the EoGM	https://emeetings.kfintech.com by using e-Voting credentials and clicking on video conference
2	Speaker registration and period of registration	https://emeetings.kfintech.com by using e-Voting credentials and clicking on "Speaker registration" as the case may be Period of registration: Tuesday, June 09, 2026 to Thursday, June 11, 2026
3	Link for posting EoGM queries	https://emeetings.kfintech.com by using e-Voting credentials and clicking on "post your queries" as the case may be Period of registration: Tuesday, June 09, 2026 to Wednesday, June 10, 2026
4	Link for remote e-Voting	Members may refer to the instructions provided under "Procedure and Instructions for E-Voting" section of this Notice
5	Username and password for VC	Members may attend the EoGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-Voting credentials. Please refer the instructions provided in the Notice
6	Helpline number for VC participation and e-Voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at evoting@kfintech.com
7	Cut-off date for e-Voting	Friday, June 05, 2026
8	Time period for remote e-Voting	Commencement of remote e-Voting: 9.00 a.m Tuesday, June 09, 2026 End of remote e-Voting: 5:00 p.m. on Thursday, June 11, 2026
9	Last date for publishing results of remote e-Voting and e-Voting during the EoGM	On or before Tuesday, June 16, 2026
10	Registrar and Transfer Agent - Contact details	M/s KFin Technologies Limited Unit: Aditya Birla Capital Limited Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 Tel: +91 40 6716 1630 Toll Free no: 1800-309-4001. WhatsApp: +91 910 009 4099 E-mail id- einward.ris@kfintech.com Website: https://www.kfintech.com/
11	Aditya Birla Capital Limited - Contact details	Corporate Office: Aditya Birla Capital Limited, One World Centre, Tower I, 18th Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013. Tel: +91 22 6723 9101 Email: abc.secretarial@adityabirlacapital.com Registered Office: Indian Rayon Compound, Veraval- 362 266, Gujarat, India Tel: +91 2876 243257