

Aditya Birla Capital Limited

(Formerly known as Aditya Birla Financial Services Limited)



PROTECTING INVESTING FINANCING ADVISING

CIN: L67120GJ2007PLC058890

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

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NOTICE

Notice is hereby given that the 12th (Twelfth) Annual General Meeting of the Members of Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited) ("the Company") will be held on Monday, 19th August, 2019 at 11.00 a.m. at the Registered Office of the Company at The Club Auditorium, Indian Rayon Compound, Veraval - 362 266, Gujarat, to transact the following business:-

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements (Consolidated and Standalone).

To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors' thereon.

Item No. 2 - Appointment of a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813) who retires from office by rotation and, being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 - Issuance of Securities for an aggregate consideration of up to ₹ 3,500 Crore only (Rupees Three Thousand Five Hundred Crore only).

To consider and, if thought fit, to pass the following resolution(s) as a Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies 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), the 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 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 BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") on which the equity shares having face value of Rs.10/- each of the Company ("**Equity Shares**") are listed and Luxembourg Stock Exchange ("**LSE**") on which the global depository Shares of the Company are listed (BSE, NSE and LSE shall collectively be referred to as the "**Stock Exchanges**"), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed there under, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), the relevant Registrar of Companies, Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Government of India ("**Gol**"), Stock Exchanges and / or any other competent authorities (herein referred to as "**Applicable Regulatory Authorities**"), from time to time and to the extent 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 or all of them while granting any such approvals,

permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company ("**Board**", which term shall include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent, authority and approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons, including employees, as may be permitted) such number of equity shares and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), global depository receipts ("**GDRs**"), American depository receipts ("**ADRs**"), foreign currency convertible bonds ("**FCCBs**") (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/ or domestic offerings, in one or more foreign markets and/or domestic markets, through public and/ or private offerings and/ or by way of qualified institutions placement, or any combination thereof, through issue of prospectus and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with the SEBI Regulations, or otherwise, including foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors (collectively called the "**Investors**"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to ₹ 3,500 Crore only (Rupees Three Thousand Five Hundred Crore only) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation

with book running lead manager(s) and/or underwriter(s) and/ or other advisor(s) appointed and/or to be appointed, as the Board in its absolute discretion may deem fit and appropriate."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement ("**QIP**") in terms of Chapter VI of the SEBI Regulations,

- (a) the allotment of the Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the Members or such other time as may be allowed under the SEBI Regulations from time to time;
- (b) the Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or such other time as may be permitted under the SEBI Regulations;
- (c) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations;
- (d) in the event that convertible securities and/or warrants which are convertible into Equity Shares are issued along with NCDs to qualified institutional buyers under Chapter V of the SEBI Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with NCDs and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations; and
- (e) the Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the

purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Securities to be created, offered, issued and allotted in terms of this resolution (including issuance of the Equity Shares pursuant to conversion of any Securities as the case maybe in accordance with the terms of the offering), shall rank *pari passu* in all respects with the existing Securities of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue and allotment of Securities, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities, including application to Stock Exchanges for obtaining in-principle approval, listing of Securities, filing of requisite documents with the Registrar of Companies, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in

draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the creation, offer, issue and allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby severally authorized to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised 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 Issue and settle any questions or difficulties that may arise in regard to the Issue.”

Item No. 4 – To approve continuation of directorship of Mr. S. C. Bhargava (DIN: 00020021) as an Independent Director of the Company, up to 31st August, 2021.

To consider, and if thought fit, to pass, the following resolution(s) as a Special Resolution:-

“RESOLVED THAT pursuant to the Resolution passed by the Members at the 10th Annual General Meeting of the Company and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 150 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and other rules, if any, made thereunder {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. S. C. Bhargava (DIN: 00020021), aged 74 years, as an Independent Director of the Company, up to 31st August, 2021, not being liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 5 – To approve delivery of documents through a particular mode as may be sought by the Members.

To consider, and if thought fit, to pass, the following resolution(s) as a Special Resolution:-

“RESOLVED THAT pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as ‘Companies Act’), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.”

“RESOLVED FURTHER THAT upon specific request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s)

through that particular mode and, whenever applicable, charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.”

“RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the Member in advance to the Company, before dispatch of such document.”

“RESOLVED FURTHER THAT the Board of Directors including a Committee thereof, be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors
For Aditya Birla Capital Limited
(Formerly known as Aditya Birla Financial Services Limited)

Sailesh Kumar Daga
Company Secretary
FCS 4164

Date: 4th May, 2019
Place: Mumbai

NOTES FOR MEMBERS' ATTENTION:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out material facts relating to the special business to be transacted at the Annual General Meeting (“Meeting”) under item nos. 3 to 5 of the Notice as set out above is annexed hereto.
2.
 - (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
 - (b) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**
 - (c) If a single person is appointed as a Proxy by more than 50 (Fifty) Members, such person shall choose any 50 (Fifty) Members and confirm the same to the Company in not less than 48 (Forty eight) hours before the commencement of the Meeting. In case he fails to do so, only the first 50 (Fifty) proxies received by the Company shall be considered as valid.
 - (d) A proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company.
 - (e) An instrument for appointment of proxy is valid only if it is duly filled, properly stamped and signed. Incomplete, blank, undated proxy or proxy form which does not state the name of the proxy will not be considered valid.
 - (f) If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
 - (g) Members, proxies and authorised representatives are requested to bring the attendance slip, attached herewith, duly filled and signed, mentioning therein

- details of their DP ID and Client ID/ Folio number, and are requested to hand over the same at the entrance.
- (h) During the period beginning 24 (Twenty Four) hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days of notice in writing is given to the Company.
3. The Annual Report of the Company for the year 2018-19, circulated to the Members of the Company, is available on the Company's website viz. www.adityabirlacapital.com.
 4. The Company is providing facility for voting by electronic means ("e-voting") through an electronic voting system which will include remote e-voting and the business set out in the Notice may be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
 5. Additional information pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2"), in respect of the Director(s) seeking re-appointment / continuation of their term at the Meeting, is also furnished as Annexure-I to this Notice.
 6. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the venue of the Meeting.
 7. The Company has fixed Monday, 12th August, 2019, as the cut-off date for determining entitlement of Members for attending the Meeting. Members whose name appears on the Company's Register of Members on the cut-off date shall be entitled to attend the Meeting and cast their vote on the said Resolution.
 8. All the documents referred to in the Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days during office hours (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 12 noon upto the date of the Meeting and also at the venue of the Meeting.
 9. Members are requested to read the "Shareholder Information" section of the Annual Report for useful information.
 10. (a) Members are requested to notify immediately any change of address:
 1. to their Depository Participants ("DPs") in respect of the shares held in electronic form;
 2. to the Company; and
 3. Registrar and Transfer Agents viz. Karvy Fintech Private Limited ("Karvy"), in respect of the shares held in physical form together with a proof of address viz. electricity bill, telephone bill, aadhar card, voter ID card, passport, etc.
 (b) In case the mailing address mentioned on this Annual Report is without the PIN code, Members are requested to kindly inform their PIN code immediately.
 11. Non-resident Indian Members are requested to inform the Company or Karvy 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.
 12. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the "Secretarial Department" of the Company or Karvy quoting their Folio number or their Client ID with DP ID, as the case may be.
 13. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
 14. Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The said details will be considered, as will be furnished by National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") to the Company.
 15. Depository System
The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are

encouraged to convert their holdings to electronic form. In terms of amendments w.e.f 1st April, 2019 requests for effecting transfers of securities held in physical form shall not be entertained unless the securities are held in dematerialised form.

16. As per the provisions of Section 72 of the Act, facility for making nominations 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 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 cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or Karvy or can download the form from the Company's website i.e. www.adityabirlacapital.com. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
17. Pursuant to amendment to Regulation 40 of SEBI (LODR) Regulations read along with BSE Circular dated 5th July, 2018 and dated 1st February, 2019, wherein with effect from 1st April, 2019 request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialised form with the depository. Therefore, the RTA of the Company will not be accepting any request for transfer of shares in physical form with effect from 1st April, 2019 except in case of request received for transmission or transposition of physical shares. The shareholders are therefore requested to dematerialize the said shares at the earliest to avoid any inconvenience in future for transferring those shares.
18. SEBI vide Circular dated 20th April, 2018, has mandated the submission of Permanent Account Number (PAN) by every participant transacting in the securities market, irrespective of the amount of such transactions. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to Karvy. Members may further note that SEBI has also made it mandatory for submission of PAN in the following cases, viz., (i) deletion of name of the deceased shareholder(s), (ii) transmission of shares to the legal heir(s) and (iii) transposition of shares.
19. SEBI, vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, read along with SEBI Circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th July, 2018, has mandated the Registrar and Transfer Agents to send a letter under Registered / Speed post seeking PAN and bank details and two reminders thereof by ordinary post/courier.
20. Pursuant to the provisions of Sections 101 and 136 of

the Act, read with the relevant rules made there under and to support the 'Green Initiative' taken up by Ministry of Corporate Affairs, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with their DPs or the Company. The Notice of this Meeting, along with the Annual Report for the financial year ended 31st March, 2019, is being sent by electronic mode to those Members whose e-mail address are registered with the DPs/Company/RTA, unless a Member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their e-mail addresses. The Annual Report for the financial year ended 31st March, 2019, circulated to the Members is also available on the Company's website i.e. www.adityabirlacapital.com.

21. Members holding shares in physical mode are requested to register their e-mail address with Karvy/Company and Members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.
22. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to Karvy, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
23. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
- 24. Instructions for Remote e-voting**
 1. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing its Members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means, and the business may be transacted through remote e-voting platform, provided by Karvy. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
 2. The facility for voting through electronic voting system or polling paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
 3. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

4. The remote e-voting period commences on Friday, 16th August, 2019 (9:00 a.m. IST) and ends on Sunday, 18th August, 2019 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Monday, 12th August, 2019, may cast their vote electronically.

The process and manner for remote e-voting are as follows:

- A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depository Participants):
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person, and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT", i.e. Aditya Birla Capital Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN.
 - viii. Shareholders 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 you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your 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 you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: scrutinizer.abcl@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

- B. In case a Member receives physical copy of the Notice of the Meeting (for Members whose e-mail IDs are not registered with the Company/ Depository Participant or requesting physical copy):

- i. Initial Password is provided, as below, at the bottom of the Attendance Slip for the Meeting.

User ID	Password
-	-

- ii. Please follow all steps from Sr. No. (i) to Sr. No. (xii) above in (A), to cast your vote.

- C. Other Instructions:

- i. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on cut-off date, i.e., Monday, 12th August, 2019.
- ii. 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 voting, either through remote e-voting or voting at the Meeting.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the cut-off date, i.e., Monday, 12th August, 2019 may obtain the login ID and password by sending a request at evoting@karvy.com.
- iv. Members can retrieve/obtain their password through the following three options:
 - (a) Easy SMS: If the mobile number of the member is registered against Folio No./ DP ID-Client ID, the member may send SMS: MYEPWD E-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) E-Voting Website: If e-mail address of the Member is registered against Folio No./ DP-ID Client ID, then on the home page of Karvy i.e. <https://evoting.karvy.com>, the Member may click "Forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (c) Investor Care: Members may call Karvy's toll-free number 1800-3454-001 for related services such as to reset password, unlock the account, register new e-mail ID, mobile no., etc. or send an email to Karvy at evoting@karvy.com.
- v. The remote e-voting period commences on Friday, 16th August, 2019 (9:00 a.m. IST) and ends on Sunday, 18th August, 2019 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Monday, 12th August, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
- vi. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- vii. The Board of Directors of the Company, by resolution dated 4th May, 2019, has appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries or failing him, Mr. Makarand M. Joshi (FCS No.:5533/ COP No.:3662), or failing him Ms. Kumudini Bhalariao (FCS No.:6667/ COP No.:6690) or failing her, Mr. Omkar Dhindhokar (ACS No.:43029) - M/s. Makarand M. Joshi & Co., Practicing Company Secretary as the Scrutinizer ("Scrutinizer"), to scrutinize the remote e-voting process and the voting at the Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and that they will be available for the same purpose.
- viii. At the Meeting, at the end of discussion on the resolutions on which voting is to be held, the Chairman will order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- ix. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by the Chairman in writing, who shall counter-sign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- x. The results on resolutions shall be declared on or after the Meeting and the resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favor of the resolution.
- xi. The results declared by the Chairman of the Meeting or a person authorised by him, along with the Scrutinizer's Report, shall be placed on the Company's website at www.adityabirlacapital.com and on the website of Karvy at <https://evoting.karvy.com> and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depository Shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office & the Corporate Office of the Company for at least three days.
- xii. The Audited Accounts of the Company and its Subsidiary Companies shall be available on the Company's website i.e. www.adityabirlacapital.com. The annual accounts of the Company's Subsidiary Companies and the related detailed information shall be made available to Members of the Company seeking such information at any point of time.
- xiii. As per the requirement of SS-2 the route map showing directions to reach the venue of the Meeting along with an indication of the prominent landmark is annexed to the Notice.
25. Members are requested to send their queries, if any, relating to the Annual Report to the Company Secretary/ Chief Financial Officer at the Registered Office of the Company, on or before Monday, 12th August, 2019, so that the details can be made readily available at the Meeting.
26. In case of any queries or grievances relating to remote e-voting, Members are requested to contact Mr. Ananda Moolya, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Tel. No. +91 40 67161627, Fax No. +91 40 2342 0814, E-mail ID: adityacapital@karvy.com. Alternatively, you can also visit the Help and Frequently Asked Questions (FAQs) section available at Karvy's website at <https://evoting.karvy.com/public/Faq.aspx>.

By order of the Board of Directors
For Aditya Birla Capital Limited
(Formerly known as Aditya Birla Financial Services Limited)

Sailesh Kumar Daga
Company Secretary
FCS 4164

Date: 4th May, 2019
Place: Mumbai

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

Item No. 3 - Issuance of Securities for an aggregate consideration of up to ₹ 3,500 Crore only (Rupees Three Thousand Five Hundred Crore only)

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding *inter alia* to augment its long term resources including for servicing and/or repayment of short term and long term debt, capital expenditure, investment in subsidiaries/joint ventures for various purposes, including but not limited to, funding their business growth, capital adequacy, business purposes and general corporate purposes as per the Company's growth and business related plans. At its meeting held on 4th May, 2019, the Board has approved raising further capital of the Company up to an aggregate amount of ₹ 3,500 Crore only (Rupees Three Thousand Five Hundred Crore only), *inter alia*, by way of issuance of Equity Shares and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") (all of which are hereinafter collectively referred to as "Securities"), combination of any of the aforementioned securities in one or more tranches through one or more public and/or private offerings, qualified institutions placement and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors.

In case of qualified institutions placement, the price at which Securities shall be allotted to qualified institutional buyers shall not be less than the price determined in accordance with the pricing formula in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI Regulations"). The Board may, in its absolute discretion, decide the pricing for the Equity Shares to be issued upon exercise of the warrants in the qualified institutions placement, subject to the SEBI Regulations.

In case of issuance of ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

In case of issuance of FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

The relevant date for minimum issue price for issuance of Equity Shares upon exercise of the warrants shall be the date of the meeting in which the Board or a Committee of the Board decides to open the issue of warrants.

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to the SEBI Regulations and other applicable laws, regulations, rules and guidelines.

The Equity Shares issued, if any, shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend.

The proceeds of the proposed issue of Securities shall be utilised for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue, allotment and conversion would be subject to the availability of regulatory approvals, if any.

The detailed terms and conditions of the issue, offer or allotment of the Securities as and when made will be determined by the Board in consultation with the merchant bankers, lead managers, advisors, underwriters and other experts, in accordance with the applicable provisions of the law.

As the issue may result in the issue of Securities to investor(s) who may or may not be Members of the Company, consent of the Members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations.

The Promoter of the Company and any person related to the Promoter will not subscribe to the issue, if made, under Chapter VI of the SEBI Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice. In the opinion of the Board, the above proposal as set out in Item No. 4 of the Notice is in the interest of the Company and accordingly the Board recommends the same for approval by the members.

Item No. 4 - To approve continuation of directorship of Mr. S. C. Bhargava (DIN: 00020021) as an Independent Director of the Company, up to 31st August, 2021

At the 10th Annual General Meeting of the Company held on 19th July, 2017, the shareholders had appointed Mr. S. C. Bhargava (DIN: 00020021) as an Independent Director of the Company, for a term of 5 (five) years, effective 1st September, 2016.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity effective 1st April, 2019, shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect. Accordingly, approval of the Shareholders is sought for continuation of the remaining term of Mr. S. C. Bhargava, aged 74 years, as a Non-Executive Independent Director of the Company, i.e., up to 31st August, 2021, not being liable to retire by rotation.

The Board of Directors considers that with his rich experience and vast knowledge, Mr. Bhargava's continued association with the Board will be valuable to the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. S. C. Bhargava are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice. In the opinion

of the Board, the above proposal as set out in Item No. 4 of the Notice is in the interest of the Company and accordingly the Board recommends the same for approval by the Members.

Item No. 5 - To approve delivery of documents through a particular mode as may be sought by the Members

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the Members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Special Resolution at Item no. 5 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no.5 of the accompanying Notice.

By order of the Board of Directors
For Aditya Birla Capital Limited
(Formerly known as Aditya Birla Financial Services Limited)

Date: 4th May, 2019
Place: Mumbai

Sailesh Kumar Daga
Company Secretary
FCS 4164