

CIN: L67120GJ2007PLC058890

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

Corporate Office: One Indiabulls Centre, Tower-1, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

Tel: +91 22 4356 7000, Fax: +91 22 4356 7111 Email: abc.secretarial@adityabirlacapital.com Website: www.adityabirlacapital.com

NOTICE

Notice is hereby given that the Eleventh 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, 27th August, 2018 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

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors' thereon.

SPECIAL BUSINESS:

Item No. 2 - Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and applicable rules thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kumar Mangalam Birla (holding Director Identification Number: 00012813), who was appointed as an Additional (Non-Executive) Director of the Company with effect from 26th October, 2017, as per the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as a Non-Executive Director, being so eligible, be appointed as the Non-Executive Director of the Company, whose office shall be 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. 3 - Appointment of Dr. Santrupt Misra as a Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and applicable rules thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Santrupt Misra (holding Director Identification Number: 00013625), who was appointed as an Additional (Non-Executive) Director of the Company with effect from 26th October, 2017, as per the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as a Non-Executive Director, being so eligible, be appointed as a Non-Executive Director of the Company, whose office shall be 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. 4 - Appointment of Mr. Sushil Agarwal as a Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and applicable rules thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sushil Agarwal (holding Director Identification Number :00060017), who was appointed as an Additional (Non-Executive) Director of the Company with effect from 26th October, 2017, as per the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and

who qualifies for being appointed as a Non-Executive Director, being so eligible, be appointed as a Non-Executive Director of the Company, whose office shall be 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.”

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

Sailesh Kumar Daga

Date: 8th May, 2018
Place: Mumbai

Company Secretary
FCS 4164

NOTES FOR MEMBERS' ATTENTION:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the special business to be transacted at the Annual General Meeting (“Meeting”) under item nos. 2 to 4 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) Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the Registered office of the Company and addressed to the “Secretarial Department”.
 - (d) 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.
 - (e) 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.
 - (f) 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.
 - (g) 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.
 - (h) Members, proxies and authorised representatives are requested to bring the attendance slip, duly filled and signed, which is attached herewith and are requested to hand it over at the entrance.

- (i) 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. Corporate Members, intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company a duly certified true copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
 4. The Annual Report of the Company for the year 2017-18 circulated to the Members of the Company is available on the Company's website viz. www.adityabirlacapital.com.
 5. 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.
 6. The requirement to place the matter relating to appointment of Auditors' for ratification by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the Tenth Annual General Meeting of the Company held on 19th July, 2017, for a period of five years.
 7. Additional information pursuant to Regulation 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 Directors seeking appointment at the Meeting, is also furnished as Annexure-1 to this Notice. The Directors have furnished consent/declaration for their appointment as required under the Act and the rules thereunder.
 8. 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 Meeting.
 9. The Company has fixed Monday, 20th August, 2018, 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.
 10. All the documents referred to in the accompanying Notice pursuant to Section 102(1) of the Act, 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.
 11. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 21st August, 2018 to Monday, 27th August, 2018 (both days inclusive).
 12. Members are requested to read the "Shareholder Information" section of the Annual Report for useful information.
 13. (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; and
 2. to the Company or its Registrar and Share Transfer Agents viz. Karvy Computershare 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.
 14. 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.
 15. 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 number with DP ID number, as the case may be.
 16. 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.

17. 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 Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. 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.
18. **Depository System**

The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("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.
19. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding share 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.
20. The Securities and Exchange Board of India ("SEBI") has issued a Notification stating that the securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
21. SEBI vide Circular dated 20th April, 2018, has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. 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.
22. Pursuant to the aforesaid SEBI Circular dated 20th April, 2018, the Company through Karvy is in the process to collect copy of PAN and Bank Account details of all Members holding equity shares in physical form in the manner as specified in the aforesaid Circular. Members who are unable to respond to Karvy and fail to provide PAN and Bank details within 180 days of the circular or have informed that the equity shares available in their name as per the records of Karvy does not belong to them, shall be subject to enhanced due diligence by Company.
23. Pursuant to the provisions of Sections 101 and 136 of the Act, read with the relevant rules made there under, 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, 2018, is being sent by electronic mode to those Members whose e-mail address are registered with the DPs/Company, 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, 2018, circulated to the Members is also available on the Company's website i.e. www.adityabirlacapital.com.
24. Members holding shares in physical mode are requested to register their e-mail address with Karvy 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.
25. 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.
26. **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 Computershare Private Limited ("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, 24th August, 2018 (9:00 a.m. IST) and ends on Sunday, 26th August, 2018 (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, 20th August, 2018, 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, 20th August, 2018.
 - 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 remote e-voting as well as 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, 20th August, 2018 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, 24th August, 2018 (9:00 a.m. IST) and ends on Sunday, 26th August, 2018 (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, 20th August, 2018, may cast their vote electronically.
- vi. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The e-voting module shall be disabled by Karvy for voting thereafter. 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 8th May, 2018, has appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries or failing him Mr. Prakash Pandya (FCS No.:3901/ COP No.:2311), Proprietor, P. K. Pandya & 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.
- 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 declared by the Chairman of the Meeting or a person authorised by him, along with the Scrutinizer's Report, shall be displayed on the notice board at the Registered Office of the Company, and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depositary Shares of the Company are listed and the same shall simultaneously be placed on the Company's website at www.adityabirlacapital.com and on the website of Karvy at <https://evoting.karvy.com>.
- xi. The Audited Accounts of the Company and its Subsidiary Companies shall be available on the Company's website i.e. www.adityabirlacapital.com.
- xii. 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. The route map of the venue of the Meeting is annexed to the Notice. The prominent landmark for the venue is Birla Mandir.
26. 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, 20th August, 2018, so that the details can be made readily available at the Meeting.
27. In case of any queries or grievances relating to remote e-voting, Members are requested to contact Mr. Ananda Moolya, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Tel. No. +91 40 67 1627, 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>.

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

Item Nos. 2, 3 and 4:

In accordance with the relevant provisions of the Articles of Association of the Company and the provisions of the Companies Act, 2013 ("the Act"), Mr. Kumar Mangalam Birla (DIN: 00012813), Dr. Santrupt Misra (DIN: 00013625) and Mr. Sushil Agarwal (DIN: 00060017) were appointed as Additional (Non-Executive) Director(s) with effect from 26th October, 2017, to hold office upto the date of ensuing Annual General Meeting ("the Meeting").

Mr. Birla, Dr. Misra and Mr. Agarwal are not disqualified from being appointed as Director(s) of the Company in terms of Section 164 of the Act and have given their consent to act as Director(s) of the Company. Brief resume(s) in relation to the experience, functional expertise and memberships on other Companies Boards and Committees in respect of appointment of Mr. Birla, Dr. Misra and Mr. Agarwal is provided at **Annexure I** which forms part of the Notice.

Considering the rich experience and vast knowledge of the aforesaid Directors, their presence on the Board of the Directors of the Company ("the Board") will be valuable to the Company. Further, in the opinion of the Board and the Nomination, Remuneration and Compensation Committee of the Board, Mr. Birla, Dr. Misra and Mr. Agarwal fulfill the conditions of appointment as specified in the Act and the rules made there under. Accordingly, the Nomination, Remuneration and Compensation Committee of the Board has recommended their appointment as the Non-Executive Director(s) of the Company.

The resolutions set out at Item No. 2, 3 and 4 of the Notice are for seeking the approval of Members under Section 160 of the Act for considering the appointment of Mr. Birla, Dr. Misra and Mr. Agarwal as Non-Executive Director(s) of the Company whose office shall be liable to retire by rotation.

Copies of the draft letter(s) of appointment, setting out terms and conditions of their appointment, are available and open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of Meeting and will also be made available at the Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the said resolution.

The Board recommends the Ordinary Resolutions as set out at item nos. 2, 3 and 4 of this Notice for approval of the Members.

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

Date: 8th May, 2018
Place: Mumbai

Sailesh Kumar Daga
Company Secretary
FCS 4164

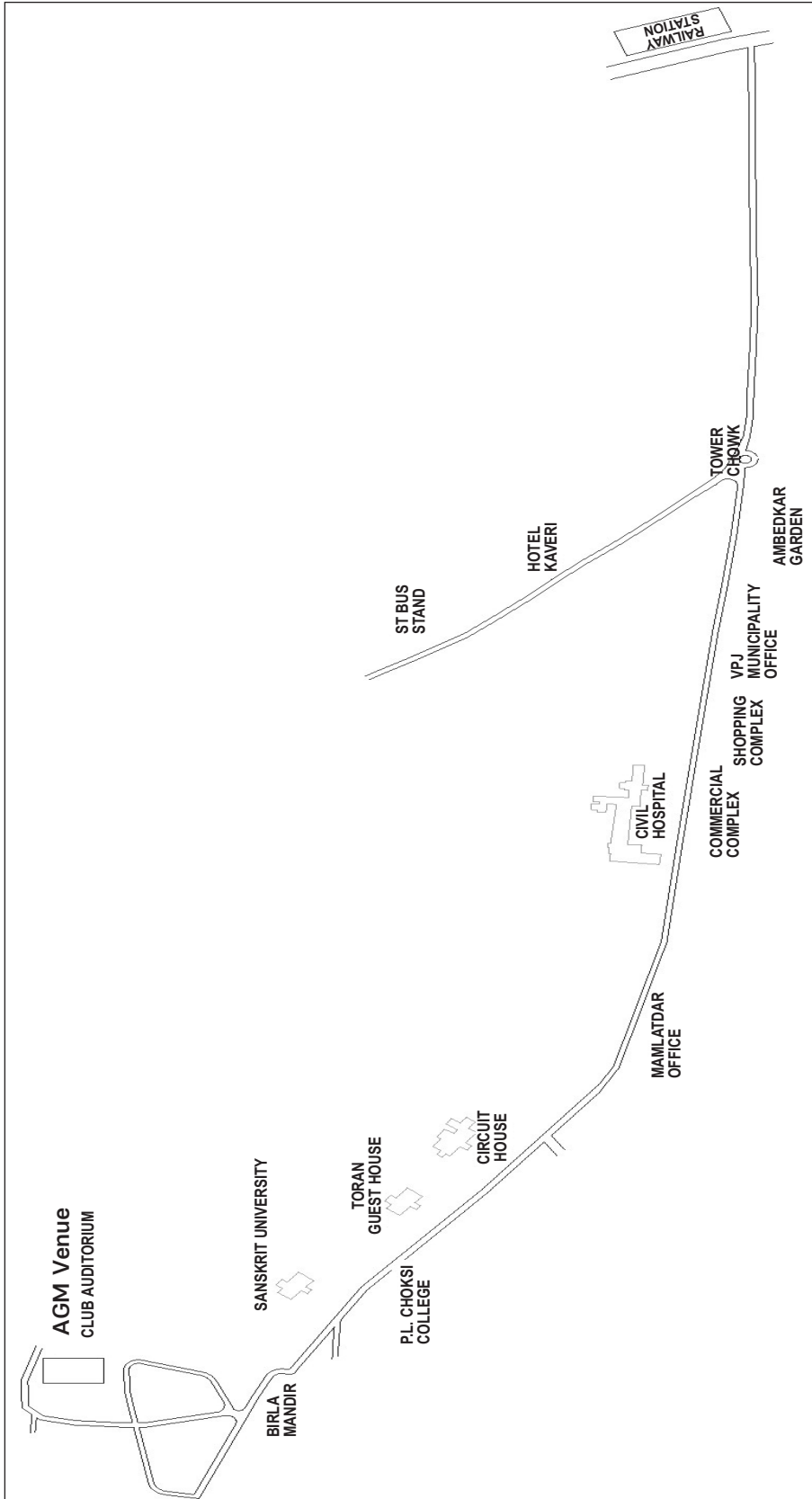
Details of Director(s) seeking appointment at the Annual General Meeting

Nature of Information	Item No. 2	Item No. 3	Item No. 4
Name	Mr. Kumar Mangalam Birla	Dr. Santrupt Misra	Mr. Sushil Agarwal
Age	51 years	53 years	55 years
Director Identification Number	00012813	00013625	00060017
Father's Name	Late Shri Aditya Vikram Birla	Shri Biswamohan Misra	Late Shri Ganesh Ram Singhal
Qualification(s)	B.Com, Chartered Accountant, MBA (London Business School)	<ol style="list-style-type: none"> 1. Two post graduate degrees - in Political Science and in Personnel Management and Industrial Relations, respectively 2. Two PHDs from India and UK, in Public Administration and Industrial Relations respectively 3. Honorary D.Sc degree from Aston University U.K. 4. Fellow of the National Academy of Human Resources (NAHR), USA 5. Hon. Fellow of the Coaching Federation of India; 6. Eisenhower Fellow 7. Aston Business School Fellow 8. AIMA Fellow 9. Commonwealth Scholar 	M.Com, Chartered Accountant
Experience and expertise in specific functional area	<p>Mr. Birla took over as the Chairman of Aditya Birla Group in 1995, at the age of 28. From a turnover of US\$ 2 billion and operations in 8 countries in 1995, today under his stewardship, the Group's revenues are in excess of US\$ 43 billion with operations straddling 35 countries. He has made 36 acquisitions globally – the highest by an Indian multinational.</p> <p>The Group's businesses are spread across a swath of industries. These include aluminium, copper, cement, textiles (pulp, fibre, yarn, fabric and branded apparel), carbon black, insulators, natural resources, power, agribusiness, telecommunications, financial services, retail and trading.</p>	<p>Dr. Misra has worked at Board level for close to two decades now, as Non-Executive Director and Executive Director in publicly listed companies, unlisted companies, JVs and not for Profit Organisations both in India and overseas. He is a Director in several companies of the Aditya Birla Group and other professional bodies. He is an Independent Director on the Board of the Oil and Natural Gas Corporation Ltd., a Government of India enterprise, and the Chairperson of the Board of Governors of the National Institute of Technology, Rourkela.</p> <p>He is also on other professional bodies such as the Managing Committee of the Aston Business School Advisory Board (UK);</p>	<p>Mr. Agarwal is the Group Chief Financial Officer for Aditya Birla Group and is also the Whole Time Director & CFO of Grasim Industries Limited (Grasim) – a leading VSF manufacturer in the world and a market leader in India in the cement and chemical sectors.</p> <p>He is also a member of the Business Review Council, which is an institutionalized mechanism for bringing in wider managerial perspectives and leadership experiences, into reviewing the development, growth and operations of the Group's businesses.</p> <p>He has worked with several businesses of the Aditya Birla Group and has richly contributed in many Restructurings, Mergers and Acquisitions initiatives of Aditya Birla Group with his</p>

	<p>An educationist, Mr. Birla is the Chancellor of Birla Institute of Technology & Science (BITS). He is the Chairman of IIT (Delhi), IIM (Ahmedabad) and Chairman of Rhodes India Scholarship Committee for Oxford University. He serves on London Business School's Asia Pacific Advisory Board and is an Honorary Fellow of the London Business School.</p>	<p>Association of Executive Search Consultants (AESC) U.S.A., He served as a member of the SHRM Certification Commission, USA, for a three years term. He was also on the Board of the Xavier's Institute of Management Bhubaneswar.</p> <p>An HR professional and a business leader, he has over 30 years of experience in Business Operations and Strategy; Organisation Development; Transformation and Change Management; Business Consulting and HR Management.</p>	<p>widely acknowledged financial acumen and analytical skills.</p> <p>Recently, he was instrumental in leading the restructuring exercise for Merger of Aditya Birla Nuvo Limited (ABNL) into Grasim to create one of India's largest and well-diversified companies & Demerger of Financial services business from Grasim and listing of the same as a part of the Scheme of Arrangement.</p>			
Terms and conditions of appointment/re-appointment	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.	His office shall be liable to retire by rotation.			
Remuneration sought to be paid and last drawn	No approval sought for remuneration	No approval sought for remuneration	No approval sought for remuneration			
Date of appointment on the Board	26 th October, 2017	26 th October, 2017	26 th October, 2017			
Shareholding in the Company (*including Equity Shares held as Karta of HUF) as on 31st March, 2018	1,77,398*	Nil	48,895*			
Relationship with other Directors, Manager and Key Managerial Personnel, of the Company	None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, related to each other.					
Details of attendance at the Board Meeting(s) during the financial year 2017-18	Held during his tenure	Attended	Held during his tenure	Attended	Held during his tenure	Attended
	2	1	2	2	2	2
Member of Committee of the Board in other Companies¹	Nil		Nil		<p>1) Grasim Industries Limited a) Stakeholders Relationship Committee-Member</p> <p>2) Aditya Birla Fashion and Retail Limited a) Stakeholders Relationship Committee-Member b) Audit Committee-Member</p>	
List of other Public Companies (in India) in which Directorships are held	<p>1. Century Textile and Industries Limited</p> <p>2. Grasim Industries Limited</p> <p>3. UltraTech Cement Limited</p> <p>4. Hindalco Industries Limited</p> <p>5. Idea Cellular Limited</p> <p>6. Aditya Birla Sun Life Insurance Company Limited</p> <p>7. Aditya Birla Sun Life AMC Limited</p> <p>8. Pilani Investment and Industries Corporation Limited</p>	<p>1. Oil And Natural Gas Corporation Limited</p> <p>2. Birla Management Centre Services Limited</p>	<p>1. Grasim Industries Limited</p> <p>2. Aditya Birla Fashion and Retail Limited</p> <p>3. Aditya Birla Health Insurance Co. Limited</p> <p>4. Living Media India Limited</p>			

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

Route Map of the Venue - Indian Rayon Compound, Veraval-362 266, Gujarat.





CIN: L67120GJ2007PLC058890

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

Corporate Office: One Indiabulls Centre, Tower-1, 18th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

Tel: +91 22 4356 7000, Fax: +91 22 4356 7111 Email: abc.secretarial@adityabirlacapital.com Website: www.adityabirlacapital.com

Form MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Member(s):
Registered Address:
Email ID:
Folio No. / DP ID and Client ID*:

*applicable in case of Shares held in electronic form.

I/We, being the Member(s) holding shares of Aditya Birla Capital Limited, hereby appoint:

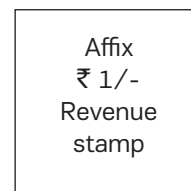
- Name :
 Address :
 Email ID :
 Signature:, or failing him/her
- Name :
 Address :
 Email ID :
 Signature:, or failing him/her
- Name :
 Address :
 Email ID :
 Signature:,

as my/our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the Eleventh Annual General Meeting of the Members of the Company, to be held on Monday, 27th August, 2018 at 11.00 a.m. at the Registered Office of the Company at the Club Auditorium, Indian Rayon Compound, Veraval - 362 266, Gujarat and at any adjournment thereof in respect of such resolutions and in such manner as are indicated overleaf:

I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Item No.	Resolution(s)	Type of resolution	For*	Against*
1	Adoption of Audited Financial Statements	Ordinary		
2	Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director.	Ordinary		
3	Appointment of Dr. Santrupt Misra as a Non-Executive Director.	Ordinary		
4	Appointment of Mr. Sushil Agarwal as a Non-Executive Director.	Ordinary		

Signed this day of2018



Signature of Member

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

*Please put a (✓) in the appropriate column against the resolution as indicated in the box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- A person can act as proxy on behalf of such number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, 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 proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the Meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.