

CIN: L671206J2007PLC058890

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

Corporate Office: One World Centre, Tower 1, 18<sup>th</sup> 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 15<sup>th</sup> (Fifteenth) Annual General Meeting of the Members of Aditya Birla Capital Limited ("the Company" or "your Company") will be held on **Friday, 26<sup>th</sup> August 2022 at 11:00 a.m.** (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors' and Auditors, thereon and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors' and Auditors, thereon as circulated to the Members, be and are hereby considered and adopted."

- To appoint Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

**Amber Gupta**

Company Secretary  
A14091

Date: 12<sup>th</sup> May 2022  
Place: Mumbai

### NOTES FOR MEMBERS' ATTENTION:

- Considering the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, the latest being 2/2022 dated 5<sup>th</sup> May 2022 and Securities Exchange Board of India ("SEBI") vide its circulars issued in this regard, (collectively referred to as "relevant Circulars"), have permitted convening the Annual General Meeting through VC or OAVM without physical presence of the Members at a common venue. In accordance with the relevant Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 15<sup>th</sup> (Fifteenth) Annual General Meeting ("AGM" or "the Meeting") of the Company is being held through VC / OAVM.

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

- The Company has appointed M/s KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("KFinTech"), Registrar and Transfer Agents ("RTA") of the Company, to provide the facility for voting through remote e-Voting, for participating in the AGM through VC / OAVM and e-Voting (Insta Poll) during the AGM.
- Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
  - Members can attend the AGM through login credentials provided to them to connect to VC / OAVM. Physical attendance of the Members at the AGM venue is not required and accordingly attendance slip is not annexed to this Notice.
  - Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is not annexed to this Notice.
  - Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.

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4. Since the AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed hereto.
5. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
6. 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"), Regulation 44 of the SEBI Listing Regulations and applicable circulars, 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 AGM 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 AGM ("remote e-Voting") or during the AGM. More details are provided under the section "Procedure and instructions for remote e-Voting and e-Voting during the AGM" of this Notice.
7. In terms of the provisions of Section 152 of the Act, Mr. Kumar Mangalam Birla, Director is liable to retire by rotation at the Meeting. The Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company recommend his re-appointment.
8. Additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, with respect to the Director seeking re-appointment at the AGM is furnished as Annexure-I to this Notice.
9. 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 AGM through VC / OAVM on its behalf and to cast its vote through e-Voting, to the Scrutinizer at e-mail id: [scrutinizer.abcl@kfintech.com](mailto:scrutinizer.abcl@kfintech.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) with the subject line "Aditya Birla Capital Limited 15<sup>th</sup> AGM". 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 AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

Pursuant to the relevant Circulars, Notice of the AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those Members whose email address is registered with the Company / National Securities Depository Limited ("NSDL") / Central Depository Services

(India) Limited ("CDSL"). Members may note that the Notice and Annual Report for the financial year 2021-22 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Company's RTA, KFinTech at <https://evoting.kfintech.com/>.

#### A. Procedure for joining the AGM through VC / OAVM:

1. Members will be able to attend the AGM 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 AGM Notice.
3. Members may join the AGM 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 AGM and shall be kept open throughout the proceedings of the AGM.
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 Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
5. Attendance of the Members participating in the AGM 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 22.
7. Members are requested to use the 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

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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, 19<sup>th</sup> August 2022** and who would like to express their views or ask questions during the AGM 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 **Sunday, 21<sup>st</sup> August 2022 to Tuesday, 23 August 2022**. 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 AGM.
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 **3.00 p.m. (Indian Standard Time) on Tuesday, 23<sup>rd</sup> August 2022**.
11. Members who need assistance before or during the AGM, can view the instructions at <https://emeetings.kfintech.com/video/howitworks.aspx> or contact KFinTech on [emeetings@kfintech.com](mailto:emeetings@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 AGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members may note that pursuant to MCA Circulars, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the AGM (including remote e-Voting instructions) electronically, and Members may temporarily update their email address by accessing the link [www.adityabirlacapital.com/investor-relations](http://www.adityabirlacapital.com/investor-relations).
14. 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](mailto: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 AGM:**

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. 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.
3. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting:	9:00 a.m. on Tuesday, 23 <sup>rd</sup> August 2022
End of remote e-Voting:	5:00 p.m. on Thursday, 25 <sup>th</sup> August 2022

4. 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.
5. The Board of Directors of the Company has appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Company Secretaries and / or failing him Mr. Dilip Bharadiya (FCS No.:7956/ COP No.:6740), M/s Dilip Bharadiya & Associates, Company Secretaries, as Scrutinizer to scrutinize the entire e-Voting during the AGM and remote e-Voting process in a fair and transparent manner.
6. Information and instructions for e-Voting during the AGM (Insta Poll): Facility to cast vote during the AGM will be made available on the Video Conferencing screen and will be activated once the voting is announced at the AGM.
7. A Member can opt for only single mode of voting per EVENT, i.e., through remote e-Voting or e-Voting during the AGM (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-Voting shall prevail and vote(s) cast during the AGM shall be treated as "INVALID".
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 AGM. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

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9. As per circular on e-Voting Facility provided by Listed Entities, dated 9<sup>th</sup> December 2020, 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 to participating and e-Voting during the AGM:

**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 AGM through VC / OAVM on KFinTech system and to participate and casting 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
Individual Members holding equity shares in demat mode with NSDL	<b>A) Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b> <ul style="list-style-type: none"><li>i) Visit the e-services website of NSDL, <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li><li>ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li><li>iii) After successful authentication, Members will be able to see e-Voting services under ‘Value Added Services’. Please click on “Access to e-Voting” under e-Voting services.</li><li>iv) Click on Company name i.e., ‘Aditya Birla Capital Limited’ or e-Voting service provider i.e. KFinTech.</li><li>v) Members will be re-directed to KFinTech’s website for casting their vote during the remote e-Voting period and e-Voting during the AGM.</li></ul>
	<b>B. Users not registered under IDeAS e-Services:</b> <ul style="list-style-type: none"><li>i) Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li><li>ii) Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li></ul>
	<b>C. By visiting the e-Voting website of NSDL:</b> <ul style="list-style-type: none"><li>i) Visit the e-Voting website of NSDL, <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li><li>ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.</li><li>iii) Members will have to enter their User ID (i.e., the sixteen-digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li><li>iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-Voting page.</li><li>v) Click on company name i.e., Aditya Birla Capital Limited or e-Voting service provider name i.e., KFinTech after which the Member will be redirected to e-Voting service provider website for casting their vote during the remote e-Voting period and e-Voting during the AGM.</li><li>vi) Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</li></ul>

NSDL Mobile App is available on



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Type of Member	Login Method
Individual Members holding equity shares in demat mode with CDSL	<p><b>A. Existing user who has opted for electronic access to securities information (“Easi / Easiest”) facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-Voting Menu.</li> <li>vi. The Menu will have links of KFinTech e-Voting portal and will be redirected to the e-Voting page of KFinTech to cast their vote without any further authentication.</li> </ul>
	<p><b>B. Users who have not opted for Easi / Easiest:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul>
	<p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat Account Number and PAN</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>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 KFinTech.</li> <li>v. Members will be re-directed to the e-Voting page of KFinTech to cast their vote without any further authentication.</li> </ul>
Individual Members (holding equity shares in demat mode) logging through their DPs	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-Voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-Voting option.</li> <li>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.</li> <li>iv. Click on options available against Aditya Birla Capital Limited or KFinTech.</li> <li>v. Members will be redirected to e-Voting website of KFinTech for casting their vote during the remote e-Voting period without any further authentication.</li> </ul>

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

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

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

**DETAILS ON STEP 2 ARE MENTIONED BELOW:**

**II) 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 - AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the 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 Annual Report, Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM and e-Voting instructions, may temporarily submit their email address and mobile number with KFinTech by following the below steps:
  - (a) Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - (b) Select the company name i.e., Aditya Birla Capital Limited
  - (c) Select the Holding type from the drop down i.e. – NSDL / CDSL / Physical
  - (d) Enter DP ID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN
  - (e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records
  - (f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

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- (g) Enter the email address and mobile number.
  - (h) System will validate DP ID – Client ID / Folio number and PAN / share certificate number, as the case may be, and send OTP at the registered mobile number as well as email address for validation.
  - (i) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
  - (j) The Notice and e-Voting instructions along with the User ID and Password will be sent on the email address updated by the Member.
  - (k) Please note that in case the shares are held in demat form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-Voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-Voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - iii. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-Voting instructions.
  - iv. After receiving the e-Voting instructions, please follow all the above steps to cast your vote by electronic means.
- 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 AGM:**

- i. The ‘Vote Now Thumb sign’ on the left-hand corner of the video screen shall be activated upon instructions of the Chairperson during the AGM proceedings. 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 resolutions.
- ii. Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolutions 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 are not entitled to cast their vote again at the Meeting.

**In case of any queries / grievances, you may refer the 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. Rajesh Patro, Manager, M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Phone No.: + 91 40 6716 1630 Toll-free No.: 1800-309-4001 E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

**Other Instructions:**

- i. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM 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: MYEPWD<space>E-Voting Event Number+ Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPAC E> IN12345612345678

**DETAILS ON STEP 3 ARE MENTIONED BELOW:**

**III) Instructions for Members for attending the AGM of the Company through VC / OAVM and e-Voting during the AGM:**

- i. Members will be able to attend the AGM 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.

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Example for CDSL: MYEPWD<SPAC E>  
1402345612345678

Example for Physical: MYEPWD<SPACE>  
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](mailto: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. KPRISM- Mobile service application by KFinTech:

Members are requested to note that, the RTA has launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for the Members. Now Members can download the mobile app and avail host of services viz. consolidated portfolio view serviced by KFinTech, Dividends status and send requests for change of Address, updation of Mobile number, Email address. The Android mobile application can be downloaded from Play Store by searching for "KPRISM". Alternatively, Members can also scan the QR code given below and download the android application.

Website - <https://kprism.kfintech.com/>

(Android mobile application)



### PROCEDURE FOR INSPECTION OF DOCUMENTS:

The following documents will be available for inspection by the Members electronically during the AGM.

- a) Certificate from the Secretarial Auditors relating to the Company's Employee Stock Option Scheme(s) as per Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act;

- c) Details as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, with respect to information of employees.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) with the subject line "Aditya Birla Capital Limited - 15<sup>th</sup> AGM".

### OTHER INFORMATION

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 circular dated 25<sup>th</sup> January 2022, has clarified that listed companies, with immediate effect, 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/client/services/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. SEBI vide its circular dated 3<sup>rd</sup> November 2021 has mandated registration of PAN, KYC details and Nomination, by the holders of physical securities. Therefore, Members holding shares in physical form are requested to promptly notify in writing in Form ISR- 1 for any change in their address, e-mail address, change or updation of bank mandate, mobile number etc. alongwith the supporting documents to KFinTech physically or by email at the address mentioned below:

#### KFin Technologies Limited

Unit: Aditya Birla Capital Limited.  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Serilingampally  
Hyderabad – 500 032  
Tel: +91 40 6716 1630  
Toll Free no- 1800-309-4001  
E-mail id - [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)



Notice (Contd.)

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. 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](mailto:abc.secretarial@adityabirlacapital.com) or to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) quoting their Folio number or their Client ID with DP ID, as the case may be.
7. During the AGM, the Chairperson shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system.
8. 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 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.
9. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-Voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson 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 AGM i.e. on or before 30<sup>th</sup> August 2022 and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: [www.adityabirlacapital.com](http://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 Depositary Shares of the Company are listed. The Scrutinizer's decision on the validity of the vote shall be final and binding.
10. 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.
11. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e., Friday, 26<sup>th</sup> August 2022.
12. The Annual Report of the Company and the Financial Statements of its Subsidiaries for the financial year 2021-22 are available on the Company's website i.e. [www.adityabirlacapital.com](http://www.adityabirlacapital.com). The same shall also be made available to Members of the Company seeking such information at any point of time.
13. Members are requested to send their queries to [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) with the subject line "**Aditya Birla Capital Limited - 15<sup>th</sup> AGM**" if any, relating to the Annual Report or write a letter to the Company Secretary at the Registered Office of the Company, on or before Tuesday, 23<sup>rd</sup> August 2022.

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

**Amber Gupta**  
Company Secretary  
A14091

Date: 12<sup>th</sup> May 2022  
Place: Mumbai

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

Sr. No.	Particulars	Details of access
1	Link for participation through Video Conferencing (VC) at the AGM	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-Voting credentials and clicking on video conference
2	Link for posting AGM queries and speaker registration and period of registration	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-Voting credentials and clicking on “post your queries” / “Speaker registration” as the case may be <b>Period of registration:</b> Sunday, 21 <sup>st</sup> August 2022 to Tuesday, 23 <sup>rd</sup> August 2022
3	Link for remote e-Voting	Members may refer to the instructions provided under “Procedure and Instructions for E-Voting” section in the subsequent pages of this Notice
4	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-Voting credentials. Please refer the instructions provided in the Notice
5	Helpline number for VC participation and e-Voting	Contact KFin Technologies Private Limited at 1800 309 4001 or write to them at <a href="mailto:emeetings@kfintech.com">emeetings@kfintech.com</a>
6	Cut-off date for e-Voting	Friday, 19 <sup>th</sup> August 2022
7	Time period for remote e-Voting	<b>Commencement of remote e-Voting:</b> 9.00 a.m. on Tuesday, 23 <sup>rd</sup> August 2022 <b>End of remote e-Voting:</b> 5:00 p.m. on Thursday, 25 <sup>th</sup> August, 2022
8	Link for Members to update email ID	<b>Company’s website:</b> <a href="https://www.adityabirlacapital.com/investor-relations/shareholder-centre">https://www.adityabirlacapital.com/investor-relations/shareholder-centre</a> <b>KFintech website:</b> <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/</a>
9	Last date for publishing results of remote e-Voting and e-Voting during the AGM	Tuesday, 30 <sup>th</sup> August 2022
10	Registrar and Transfer Agent - Contact details	<b>M/s KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)</b> Unit: Aditya Birla Capital Limited. Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 Tel: +91 40 6716 1630 Toll Free no- 1800-309-4001 E-mail id- <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a>
11	Aditya Birla Capital Limited - Contact details	<b>Corporate Office:</b> Aditya Birla Capital Limited, One World Centre, Tower I, 18 <sup>th</sup> Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai- 400 013. Tel: +91 22 4356 7000 Email: <a href="mailto:abc.secretarial@adityabirlacapital.com">abc.secretarial@adityabirlacapital.com</a> <b>Registered Office:</b> Indian Rayon Compound, Veraval- 362 266, Gujarat, India Tel: +91 2876 243257

Notice (Contd.)

ANNEXURE-I

Details of Director seeking re-appointment at the 15<sup>th</sup> (Fifteenth) AGM to be held on Friday, 26<sup>th</sup> August 2022 at 11:00 a.m. [Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2]

**Nature of Information**

Name	<b>Mr. Kumar Mangalam Birla</b>
Age / Date of Birth	55 years / 14 <sup>th</sup> June 1967
Director Identification Number	00012813
Nature of appointment/ re-appointment	Re-appointment (pursuant to retirement by rotation)
Qualifications	Chartered Accountant and MBA from the London Business School
Experience and expertise in specific functional area	<p>Mr. Kumar Mangalam Birla is the Chairman of the Board of Directors of the Company and the Chairman of Aditya Birla Group ("Group"), which operates in 36 countries across six continents. He is a Chartered Accountant and holds an MBA degree from the London Business School.</p> <p>Mr. Birla chairs the Boards of all major Group companies in India and globally. In the 26 years that he has been at the helm of the Group, he has accelerated growth, built meritocracy, and enhanced stakeholder value. In the process he has raised the Group's turnover by over 25 times.</p> <p>He has been the architect of over 40 acquisitions in India and globally, among the highest by any Indian multinational. Under his stewardship, the Group enjoys a position of leadership in all the major sectors in which it operates, from cement to chemicals, metals to textiles, and apparels to financial services. Over the years, Mr. Birla has built a highly successful meritocratic organisation, anchored by an extraordinary force of 140,000 employees belonging to 100 different nationalities.</p> <p>Outside the Group, Mr. Birla has held several key positions on various regulatory and professional Boards. He was a Director on the Central Board of Directors of the Reserve Bank of India. He was Chairman of the Advisory Committee constituted by the Ministry of Company Affairs and also served on the Prime Minister of India's Advisory Council on Trade and Industry. As the Chairman of the Securities Exchange Board of India Committee on Corporate Governance, he framed the first-ever governance code for Corporate India.</p> <p>Over the years, Mr. Birla has been conferred several prestigious awards. In 2021, he received the TiE Global Entrepreneurship Award for Business Transformation, the first Indian business leader to receive this honour. He is also the first Indian Industrialist to be conferred an Honorary degree by the Institute of Company Secretaries of India.</p> <p>Mr. Birla is deeply engaged with Educational Institutions. He is the Chancellor of the Birla Institute of Technology &amp; Science ("BITS") with campuses in Pilani, Goa, Hyderabad and Dubai. He is also the Chairman of India's premier management institute — Indian Institute of Management, Ahmedabad.</p> <p>On the global arena, Mr. Birla is an Honorary Fellow of the London Business School. In 2019, Mr. Birla constituted a £15mn scholarship programme at the London Business School in memory of his grandfather, Mr. B. K. Birla, marking the largest ever endowed scholarship gift to a European Business School.</p> <p>A firm practitioner of the trusteeship concept, Mr. Birla has institutionalised the concept of caring and giving at the Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively enrich the lives of millions.</p>
Terms and conditions of appointment/ re-appointment	His office shall be liable to retire by rotation.

## Notice (Contd.)

### ANNEXURE-I (Contd.)

Remuneration sought to be paid and last drawn	Except sitting fees, no remuneration was paid during the financial year 2021-22 and no approval is being sought for remuneration to be paid.
Date of first appointment on the Board	26 <sup>th</sup> October 2017
Shareholding in the Company as on 31 <sup>st</sup> March 2022	2,89,585 equity shares <sup>®</sup>
Relationship with Directors and Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Number of Meetings of the Board attended during the financial year 2021-22	4
List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2022 <sup>#</sup>	Century Textiles and Industries Limited Grasim Industries Limited Aditya Birla Fashion and Retail Limited Hindalco Industries Limited Aditya Birla Sun Life AMC Limited Aditya Birla Sun Life Insurance Company Limited UltraTech Cement Limited
Listed entities from which the Director has resigned in the past three years	Vodafone Idea Limited (Ceased w.e.f. 4 <sup>th</sup> August 2021)
Chairmanships/ Memberships of the Committees of other public limited companies as on 31 <sup>st</sup> March 2022 <sup>§</sup>	
Audit Committee	Nil
Stakeholders Relationship Committee	Nil

\*Notes:

<sup>®</sup> Including shares held as Karta of HUF

<sup>#</sup> The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, private companies and positions held in companies registered under Section 8 of the Companies Act, 2013

<sup>§</sup> Pursuant to Regulation 26 of the SEBI Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered