

Transcript of National Company Law Tribunal (NCLT) convened meeting of the Equity Shareholders of Aditya Birla Capital Limited held on Tuesday, 07th January 2025 at <https://emeetings.kfintech.com> , deemed to be conducted at the Registered Office of the Company – i.e. Indian Rayon Compound, Veraval - 362 266, Gujarat through video conferencing (“VC”) / other audio-visual means (“OAVM”) which commenced at 11:00 a.m. (IST) and concluded at 12:06 p.m. (IST)

Hon’ble Justice Akil Kureshi, NCLT appointed Chairman:

Good Morning, Ladies and Gentlemen, I have great pleasure in welcoming you to this meeting of equity shareholders of Aditya Birla Capital Limited (“**Aditya Birla Capital**”/“**the Company**”) convened as per Notice dated 02 December 2024.

I am Akil Kureshi, former Chief Justice of the High Courts of Rajasthan and Tripura. I am the Chairman appointed by the Hon’ble National Company Law Tribunal, Ahmedabad Bench (“**NCLT**”) to conduct the proceedings of the meeting. I would like to inform you that this meeting is being convened under the order dated 29 November 2024, passed by the NCLT, for the purpose of considering the Scheme of Amalgamation of Aditya Birla Finance Limited with Aditya Birla Capital Limited and their respective shareholders and creditors (“**Scheme**”).

The Alternate Chairman, Mr. Unmesh Shukla, Senior Advocate, is attending the meeting in person.

Let me introduce the Directors of the Company who are attending the meeting through VC/OAVM:

- Mrs. Vijayalakshmi Iyer, Independent Director, Chairperson of the Audit and Stakeholders Relationship Committee and member of Nomination, Remuneration and Compensation Committee (“**NRC**”) as authorised by the Chairman of NRC to attend on his behalf;
- Mr. P. H. Ravikumar, Independent Director.
- Mr. Sushil Agarwal, Non-Executive Non-Independent Director; and
- Mr. Romesh Sobti, Non-Executive Non-Independent Director (Nominee).

Mr. Kumar Mangalam Birla, Chairman of the Company and Mr. Arun Adhikari, Independent Director, Chairman of the NRC have not been able to attend the meeting due to some personal commitments.

I would like to welcome Mrs. Vishakha Mulye, Chief Executive Officer, Mrs. Pinky Mehta, Chief Financial Officer and Mr. Santosh Haldankar, Company Secretary of Aditya Birla Capital who

are also attending this meeting. Since the Meeting is being held through VC/OAVM, the deemed venue of the Meeting shall be the Registered Office of the Company.

I thank all the shareholders for joining the meeting this morning.

I would like to remind all the shareholders that this meeting has been convened under the order of the NCLT, only to discuss the Scheme and is not for any other business of Aditya Birla Capital.

This meeting is being held through Video Conference (“**VC**”)/Other Audio Visual Means (“**OAVM**”), pursuant to the order passed by the NCLT, read with various Circulars of Ministry of Corporate Affairs (“**MCA**”) and SEBI.

The senior officials of Aditya Birla Capital, representatives of the Statutory Auditors & Secretarial Auditors, Legal and Transaction Counsels and Scrutinizers, are attending the meeting through VC.

I also thank the Directors of Aditya Birla Capital, Chief Executive Officer, Chief Financial Officer, Company Secretary, senior officials of the Company, representatives of the Auditors, Scrutinizers and legal and transaction counsels, for joining this Meeting.

In terms of MCA circulars and the Companies Act, 2013, participation of members through VC/OAVM is being reckoned for the purpose of quorum. I have been informed that more than 30 members are present, the quorum required in terms of the order of NCLT, and hence I am calling this meeting to order.

As this Meeting is being held through VC/OAVM, the facility for appointment of proxies by the equity shareholders is not applicable and hence the register of proxies is not required to be maintained and therefore, the question for inspection does not arise.

Aditya Birla Capital has received two authorizations from institutional/corporate shareholders holding 1,40,34,11,072 shares representing 53.84 % of the paid-up share capital of Aditya Birla Capital.

The copies of various documents, as detailed in the Explanatory Statement annexed to the Notice of the Meeting, are also available for inspection electronically on the website of Aditya Birla Capital during the conduct of the Meeting.

The Notice convening the meeting, the Explanatory Statement under Sections 230 - 232 read with Section 102 of the Companies Act, 2013 and the Scheme, having been circulated to the equity shareholders by the permissible mode, are being taken as read and I trust you are

aware of the resolution proposed to be passed at this meeting. The said documents are also available on the website of Aditya Birla Capital.

Aditya Birla Capital has made all feasible efforts to enable the equity shareholders to participate and vote on the matter being considered at this meeting. Equity shareholders may note that this meeting is being recorded. Please do not disclose any sensitive personal information or personally identifiable information belonging to you.

The facility of joining the meeting and live webcast has been made available on a first-come-first-serve basis. To avoid disturbances, all the equity shareholders who have joined the meeting have, by default, been placed on 'mute' mode. Equity shareholders who have registered themselves as speakers, will be unmuted by the Moderator on their names being called out for speaking.

Equity shareholders seeking any technical assistance during the meeting may reach out to the helpline numbers provided in the Notice.

Aditya Birla Capital has engaged Kfin Technologies Limited, Registrar and Transfer Agent of the Company for providing the facility of joining this meeting through video conference and the facility for remote e-voting and e-voting (Insta Poll) at this meeting.

In accordance with the circulars issued by Ministry of Corporate Affairs and SEBI, the Companies Act, 2013 read with the rules framed thereunder and SEBI Listing Regulations, the facility of remote e-voting as well as e-voting during this meeting has been provided to all the equity shareholders. The remote e-voting facility commenced on Thursday, 02 January 2025 (9.00 a.m. IST) and ended on Monday, 06 January 2025 (5.00 p.m. IST).

Those members who have not cast their vote through remote e-voting may vote during the meeting by clicking on the "Vote" tab which will be visible on their screens, once the voting begins. The voting shall commence after the conclusion of the Q&A session. Members who have already voted through the remote e-voting mechanism may attend the meeting, though they will not be able to vote again.

Mr. Dilip Bharadiya, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting (Insta Poll) and the remote e-voting process, to ensure that they are conducted in a fair and transparent manner.

The resolution proposed for adoption by the equity shareholders at this meeting relates to approval of the Scheme of Amalgamation of Aditya Birla Finance Limited with Aditya Birla Capital Limited and their respective shareholders and creditors.

The rationale for proposing the above matter and other necessary information including salient features of the Scheme is mentioned in the explanatory statement appended to the Notice convening this Meeting, which has been circulated to all the members. I am sure you must have read it.

I put forth the matter for your consideration.

In the Notice dated 02 December 2024, the resolution proposed for adoption by the equity shareholders is mentioned. I take the same to have been read by the equity shareholders.

Since the resolution forming part of the Notice has already been voted on through remote e-voting, and as provided in the Secretarial Standards relating to general meetings, there will be no proposing and seconding of resolution. Further, there will be no voting on the resolution by show of hands.

Before the resolution is put to vote, the equity shareholders who have registered themselves as speakers can express their views. The Moderator will call out the speaker's name, one at a time and will simultaneously unmute the audio. Speakers may also turn on their videos while speaking. Once the speaker finishes, the Moderator will again activate the 'mute' mode.

If someone is unable to use the video mode, they may still use the audio mode alone. Please use earphones and do not be connected to any other device while speaking. If for any reason, there is a connectivity issue at the speaker's end, the speaker will be disconnected and the next speaker will be invited to speak. Once connectivity is restored, the earlier speaker will be asked to resume after all the other speakers.

I request the equity shareholders to keep their questions brief and specific. To avoid repetition, the answers to all the questions will be provided towards the end.

Before the Moderator begins calling out the names, may I, in the interest of time, request the speaker shareholders to restrict their queries to the matter under consideration at this meeting and not repeat questions asked by earlier speakers.

I request the Company Officials to make a note of the points made by the Speakers and call upon the Company Secretary to open the floor for questions

Company secretary: Thank you, Chairman Sir. Before I call upon the moderator to call out the speaker shareholders, I would like to once again reiterate and request the members that this meeting has been convened to discuss the Scheme. Accordingly, the members may restrict their queries to the Scheme only.

I now request the Moderator to call out the name of speaker shareholders in order of their registrations.

The Moderator called out the Speaker Members.

Vaijyanthi C from Chennai, Kamal Kishore Jhawar from Hyderabad, Bimal Kumar Agarwal from Mumbai, Sushma Chanda from Rohtak, Deepanshu Singhal from Ghaziabad, Lekha Satish Shah from Mumbai, Dinesh Gopaldas Bhatia from Mumbai, Sarvjeet Singh from Delhi, Ramesh Mandabhai Pandit from Veraval ad Yogesh Ramesh Bhanusali.

The shareholders had some queries and clarification inter alia on the Scheme of the Company.

The Chairman then handed over proceedings and requested Mrs. Vishakha Mulye, Chief Executive Officer of Aditya Birla Capital to address the queries.

Mrs., Mulye summarized her responses to the queries raised by the shareholders.

Justice (Retd.) Akil Kureshi: I now request equity shareholders who have not voted so far to cast their votes now. Equity shareholders may note that the e-voting window will remain open for another thirty minutes.

I request the Moderator to turn on the timer screen.

This being the NCLT convened meeting, the results will be reported to the Hon'ble National Company Law Tribunal, Ahmedabad Bench. I authorize Mr. Santosh Haldankar, Company Secretary of Aditya Birla Capital, to receive and declare the voting results alongwith the scrutinizer's report, intimate the stock exchanges where the shares of Aditya Birla Capital are listed and place the same on the website of Aditya Birla Capital. The resolution, as set forth in the Notice, shall be deemed to be passed today subject to receipt of the requisite number of votes.

Also, Aditya Birla Capital will put up the results on its Notice Board at the registered office and at the corporate office; and on the website of Kfin on or before close of business hours on Thursday, 09 January 2025.

The business of the meeting is now complete, and I declare the meeting closed. I thank you all for co-operating with me in the smooth conduct of the meeting.

Thank you.

The Meeting concluded at 12:06 p.m. (IST).
