

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

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NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of Aditya Birla Capital Limited ("the Company/your Company") will be held on Monday, 31st August, 2020 at 11:00 a.m. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements

To consider and adopt:

- a) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon and in this regard, to consider and pass the following resolutions as **Ordinary Resolutions**:
 - a) **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

NOTES FOR MEMBERS' ATTENTION:

1. In view of the outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5th May, 2020 read together with its circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, 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 AGM of the Company is being held

- b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2 - Appointment of a Director in place of Dr. Sanrupt Misra (DIN: 00013625) who retires from office by rotation and being eligible offers himself for re-appointment.

To appoint Dr. Sanrupt Misra who retires by rotation as a Director and in this regard, to consider and 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, Dr. Sanrupt Misra (DIN: 00013625), Non-Executive & Non-Independent Director, who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

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

Sailesh Kumar Daga

Company Secretary

FCS 4164

Date: 12th June, 2020

Place: Mumbai

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.

2. The Company has appointed M/s KFin Technologies Private Limited ("KFinTech"), Registrar and Transfer Agents, to provide Video Conferencing facility for the AGM, the attendant enablers for conducting the AGM, and other facilities for the conduct and voting for the resolutions proposed at the AGM .
3. Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a. Members can attend the Meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the AGM venue is not required.

- b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is not annexed hereto.
 - c. 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.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the AGM is not annexed hereto.
 5. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through KFinTech.
 6. **Voting at the AGM:** Members who could not vote through remote e-voting may avail the e-voting facility (“Insta Poll”) provided at the venue by KFinTech.
 7. Additional information pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), with respect to the Director seeking re-appointment at the Meeting, is also furnished as Annexure-I to this Notice.
 8. **A person, whose name is recorded in the Company’s Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Monday, 24th August, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll.**
 9. The Company has voluntarily provided additional information as an Explanatory Statement pursuant to Section 102(1) of the Act relating to the ordinary business to be transacted at the AGM as mentioned under item no. 2 of the Notice as set out above, which is annexed hereto.
 10. Members of the Company had approved the appointment of M/s. Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm Registration No.:117366W/W-100018, LLP Identification No.: AAB-8737) as the Statutory Auditors at the Tenth AGM of the Company, for a term of five years i.e. till the conclusion of Fifteenth Annual General Meeting of the Company. In accordance with the provisions of the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

DISPATCH OF NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

11. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the financial year 2019-20 is also available on the

Company’s website at <https://www.adityabirlacapital.com/investor-relations>, website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s Registrar and Transfer Agent, M/s KFin Technologies Private Limited (“KFinTech”) at <https://evoting.karvy.com>.

12. For receiving all communications (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at abc.secretarial@adityabirlacapital.com or to KFinTech at adityacapital@kfintech.com. with the subject line - “Aditya Birla Capital Limited -13th AGM”.
 - b) Members holding shares in dematerialised mode are requested to register / update their email address with the relevant Depository Participant.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

Members will be able to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com> by using their e-voting login credentials.

13. 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 10:45 a.m. (Indian Standard Time) i.e. 15 minutes before the time scheduled to start the AGM and shall be kept open throughout the proceedings of the AGM.
14. Members may note that the VC/OAVM Facility, provided by KFinTech, allows participation of at least 1,000 Members on a 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.
15. 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.
16. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot

may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the web-cam to enable two-way video conferencing.

17. The Company will provide VC / OAVM facility to its Members for participating at the AGM.

a) Members will be able to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:

- i. Launch internet browser (chrome/ firefox/ safari) by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password for e-voting).
- iii. After logging in, click on "Video Conference" option
- iv. Then click on camera icon appearing against AGM event of Aditya Birla Capital Limited, to attend the Meeting.

b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.

c) Members 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 Thursday, 27th August, 2020 to Saturday, 29th August, 2020. 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.

d) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.

e) 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 or call on toll free number 1-800-3454001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

f) 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. Members may post their queries from Thursday, 27th August, 2020 till Saturday, 29th August, 2020.

18. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

19. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

20. 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 Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://www.adityabirlacapital.com/investor-relations>.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

21. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its Members, facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

22. Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

23. The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email address is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	9:00 a.m. on Thursday, 27 th August, 2020
End of remote e-voting:	5:00 p.m. on Sunday, 30 th August, 2020

24. 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.

25. Voting rights of a Member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, 24th August, 2020.

26. The Board of Directors of the Company has appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries and/or failing him Mr. Dilip Bharadiya (FCS

No.:7956/ COP No.:6740), M/s Dilip Bharadiya & Associates, Practicing Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

27. The Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. 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.

28. Information and instructions for Insta Poll: Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

29. A Member can opt for only single mode of voting per EVENT, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

30. 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, i.e., Monday 24 August 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM. A person who is not a Member as on the cut-off date, should treat the Notice for information purpose only.

31. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holds shares as on the cut-off date may obtain the User ID and password from KFinTech in the manner as mentioned below:

(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./ DPID Client ID, then on the home page of KFinTech i.e. <https://evoting.karvy.com>, the Member may click "Forgot password" and enter Folio No. or DP ID and PAN to generate a password'.

(c) Investor Care: Members may call KFinTech's tollfree number 1800-572-4001 for related services such as to reset password, unlock the account, register new e-mail ID, mobile no., etc. or send an email to KFinTech at adityacapital@kfintech.com.

32. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date i.e. Monday, 24 August 2020 and who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

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

A. In case a Member receives an e-mail from the Company / KFinTech (for Members whose e-mail address is registered with the Company / Depository Participants):

- (i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- (ii) Enter the login credentials (User ID and password given in the e-mail). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use the existing password for logging in and casting your vote.
- (iii) If required, please visit <https://evoting.karvy.com> or contact toll-free number 1800-572-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- (iv) After entering these details appropriately, click on "LOGIN".
- (v) You will now reach password change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the "EVENT", i.e. Aditya Birla Capital Limited.
- (viii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" / "AGAINST" or alternatively, you may

partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and your vote(s) will not be counted under either head.

- (ix) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) 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”.
- (xi) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (xii) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- (xiii) 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).
- (xiv) 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: scrutinizer.abcl@kfintech.com with a copy marked to evoting.abcl@kfintech.com. 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 “Corporate Name_ EVENT NO.

(B) In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- (i) Members holding shares in physical mode, who have not registered / updated their email address with the Company, are requested to register / update the same by accessing the website of the Company at <https://www.adityabirlacapital.com/investor-relations> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at abc.secretarial@adityabirlacapital.com or to KFinTech at adityacapital@kfintech.com with the subject line “Aditya Birla Capital Limited - 13th AGM” on or before Thursday, 27th August, 2020. The same will be replied by the Company suitably.
- (ii) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.

- (iii) After due verification, the Company / KFinTech will forward your login credentials to your registered email address.
- (iv) Follow the instructions at (A). (i) to (xiv) above, to cast your vote.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

- 33. The following documents will be available for inspection by the Members electronically during the AGM.
 - a) Certificate from the Statutory Auditors relating to the Company’s Employee Stock Option Scheme(s) as per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - 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;
 - d) Such other documents referred to in the Notice and the Explanatory Statement.
- 34. All documents referred to in the Notice and the Explanatory Statement 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 with the subject line “Aditya Birla Capital Limited - 13th AGM” on or before Thursday, 27th August, 2020. The same will be replied by the Company suitably.

OTHER INFORMATION

- 35. 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.
- 36. In case of any query pertaining to e-voting, Members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.karvy.com> or contact KFinTech as per the details given under sub-point no. 49 below.
- 37. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (“DPs”) in respect of the shares held in electronic form;
 - (ii) to the Company; and

- (iii) Registrar and Transfer Agents viz. KFinTech 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.
38. 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.
 39. 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 KFinTech quoting their Folio number or their Client ID with DP ID, as the case may be.
 40. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or KFinTech, 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.
 41. Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The said details will be considered, as will be furnished by National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") to the Company.

42. Depository System

The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic form.

43. Nomination facility

As per the provisions of Section 72 of the Act, facility for making nominations is available to INDIVIDUALS holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel

the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or KFinTech 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.

44. Pursuant to amendment to Regulation 40 of SEBI Listing Regulations read along with BSE Circular dated 5th July, 2018 and dated 1st February, 2019, wherein with effect from 1st April, 2019 request for effecting transfer of securities are not processed unless the securities are held in the Dematerialised form with the depository. Therefore, the RTA of the Company is not accepting any request for transfer of shares in physical form with effect from 1st April, 2019 except in case of request received for transmission or transposition of physical shares. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised so as to be able to freely transfer them and participate in corporate actions.
45. SEBI vide Circular dated 20th April, 2018, has mandated the submission of Permanent Account Number (PAN) by every participant transacting in the securities market, irrespective of the amount of such transactions. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to KFinTech.

Members may further note that SEBI has also made it mandatory for submission of PAN in the following cases, viz.,

- (i) deletion of name of the deceased shareholder(s),
 - (ii) transmission of shares to the legal heir(s) and
 - (iii) transposition of shares.
46. SEBI, vide circular dated 20th April, 2018, read along with SEBI Circular dated 16th July, 2018, has mandated the Registrar and Transfer Agents to send a letter under Registered / Speed post seeking PAN and bank details and two reminders thereof by ordinary post/ courier. Further details on the same have been elaborated in "**Shareholder Information**" section of the Annual Report.
 47. Pursuant to the provisions of Sections 101 and 136 of the Act, read with the relevant rules made there under and to support the 'Green Initiative' taken up by Ministry of Corporate Affairs, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with their DPs or the Company. Accordingly, Members holding shares in physical mode are requested to register their e-mail address with KFinTech/ Company and Members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.

48. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to KFinTech, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
49. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
50. Members are requested to note the following contact details for addressing e-voting grievances: Mr. Ananda Moolya, Deputy Manager, M/s KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Phone No.: + 91 40 6716627 Toll-free No.: 1800-572-4001 E-mail: adityacapital@kfintech.com.
51. 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 AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
52. The Scrutiniser shall, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairperson or to a person authorised by the Chairperson in writing, who shall counter-sign the same and declare the result of the voting forthwith. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.adityabirlacapital.com and on the website of KFinTech at: <https://evoting.karvy.com>. The Scrutiniser's decision on the validity of the vote shall be final and binding.
53. The results declared by the Chairperson of the Meeting or a person authorised by him, along with the Scrutiniser's Report, shall be placed on the Company's website at www.adityabirlacapital.com and on the website of Karvy at <https://evoting.karvy.com> and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and Luxembourg Stock Exchange, where the Global Depository Shares of the Company are listed.
54. 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.
55. 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 Meeting, i.e., Monday, 31st August, 2020.
56. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
57. The Annual Accounts of the Company and its Subsidiary Companies are available on the Company's website i.e. www.adityabirlacapital.com.
58. 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.
59. Members are requested to send their queries to abc.secretarial@adityabirlacapital.com with the subject line "Aditya Birla Capital Limited - 13th AGM" if any, relating to the Annual Report to the Company Secretary/ Chief Financial Officer at the Registered Office of the Company, on or before Thursday, 27th August 2020, so that the details can be made readily available at the Meeting.

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

Sailesh Kumar Daga
Company Secretary
FCS 4164

Date: 12th June, 2020
Place: Mumbai

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

The following statement sets out all material facts relating to ordinary business mentioned in the accompanying Notice:

Item No. 2

Though not statutorily required, the explanatory statement to the item No.2 of the Notice of AGM is being provided as an additional information to the Members. Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation.

At the AGM of the Company held on 19th August, 2019, Mr. Kumar Mangalam Birla (DIN: 00012813), Chairman of the Board of Directors ("the **Board**") and Non-Executive and Non-Independent Director, was subject to retirement by rotation and was re-appointed by Members at the aforesaid AGM. Accordingly, Dr. Santrupt Misra (DIN: 00013625), Non-Executive and Non-Independent Director, shall retire by rotation at this AGM and being eligible, has offered himself for re-appointment. Keeping in view Dr. Santrupt Misra's rich and varied experience and contributions

in the operations of the Company since past three years since his appointment on the Board, the Board is of the opinion that it would be in the interest of the Company to re-appoint him as a Non-Executive and Non-Independent Director of the Company. Additional information with respect to Dr. Santrupt Misra, pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. In the opinion of the Board, the above proposal as set out in Item No. 2 of the Notice is in the interest of the Company and accordingly the Board recommends the same for approval by the Members by way of an ordinary resolution.

By order of the Board of Directors

For Aditya Birla Capital Limited

Sailesh Kumar Daga

Company Secretary

FCS 4164

Date: 12th June, 2020

Place: Mumbai

Annexure A

Details of Directors seeking appointment/re-appointment at the AGM to be held on 31st August, 2020 [Pursuant to Regulations 36(3) and 26(4) of the SEBI Listing Regulations and SS-2]

Nature of Information	Item No. 2
Name	Dr. Santrupt Misra
Age / Date of Birth	54 years / 15 August 1965
Director Identification Number	00013625
Father's Name	Shri Biswamohan Misra
Qualifications	<ol style="list-style-type: none">Two post graduate degrees - in Political Science and in Personnel Management and Industrial RelationsTwo PhDs from India and UK, in Public Administration and Industrial Relations respectivelyHonorary D.Sc degree from Aston University U.K.Fellow of the National Academy of Human Resources (NAHR), USAHon. Fellow of the Coaching Federation of India;Eisenhower FellowAston Business School FellowAIMA FellowCommonwealth Scholar

Experience and expertise in specific functional area	<p>Dr. Santrupt Misra, Non-Executive & Non-Independent Director of the Company, is currently the CEO, Birla Carbon; Director, Chemicals; and Director, Group Human Resources for the Aditya Birla Group.</p> <p>An HR professional and a business leader of standing for over 30 years, he has worked at Board level for close to two decades as Non-Executive Director and Executive Director in publicly listed companies, unlisted companies, 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 the Chairperson of the Board of Governors of the National Institute of Technology, Rourkela and had also served as an Independent Director on the Board of the Oil and Natural Gas Corporation Ltd., a leading Government of India enterprise. He is also on other professional bodies such as the Association of Executive Search Consultants (AESC) U.S.A. He was also on the Board of the Xavier's Institute of Management, Bhubaneswar and the Worldwide ERC. He served as a Member of the SHRM Certification Commission, USA, for a three-year term. He holds two Post Graduate degrees in Political Science and in Personnel Management & Industrial Relations. In addition, he also holds two PhDs, from India & UK, in Public Administration and Industrial Relations, respectively & an honorary D.Sc degree from Aston University, UK. He is a Fellow of the National Academy of Human Resources (NAHR), USA; Hon. Fellow of the Coaching Federation of India; also an Eisenhower Fellow, an Aston Business School Fellow, an AIMA Fellow and a Commonwealth Scholar.</p> <p>He has been awarded several professional recognitions for his contribution to Business and Human Resources over the past decades.</p>
Terms and conditions of appointment/ re-appointment	His office is liable to retire by rotation.
Remuneration sought to be paid and last drawn	Nil
Date of appointment on the Board	26 th October, 2017
Shareholding in the Company as on 31st March, 2020	Nil
Relationship with Directors and Key Managerial Personnel	Dr. Santrupt Misra is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives, in any way.
Details of attendance at the Board Meeting(s) during the financial year 2019-20	3 out of 5
List of other Public Companies (in India) in which Directorships are held	Birla Management Centre Services Limited (Unlisted Public Company)
Chairmanships/ Memberships of the Committees of other public limited companies as on 31st March, 2020*	Nil

***Notes:**

1. Pursuant to Regulation 26 of the SEBI Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered
2. The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies and position in companies under Section 8 of the Companies Act, 2013.
3. The proposal for re-appointment of Dr. Santrupt Misra has been approved by the Board pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee considering his skills, experience and knowledge and positive outcome of performance evaluation, wherever applicable.

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 live webcast of the AGM and for participation through Video Conferencing (VC)	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
2	Link for posting AGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-voting credentials and clicking on “post your queries” / “Speaker registration” as the case may be. Period of registration: From Thursday, 27 th August, 2020 to Saturday, 29 th August, 2020
3	Link for remote e-voting	https://emeetings.kfintech.com
4	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
5	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at emeetings@kfintech.com
6	Cut-off date for e-voting	Monday, 24 th August, 2020
7	Time period for remote e-voting	Commencement of remote e-voting: 9:00 a.m. on Thursday, 27 th August, 2020 End of remote e-voting: 5:00 p.m. on Sunday, 30 th August, 2020
8	Link for Members to update email ID	https://ris.kfintech.com/email_registration/
9	Last date for publishing results of remote e-voting and voting at the AGM	Wednesday, 2 nd September, 2020
10	Registrar and Transfer Agent - Contact details	M/s KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Phone No.: +91 40 67161627 Toll-free No.: 1800-572-4001 E-mail: adityacapital@kfintech.com , Website: www.kfintech.com
11	Aditya Birla Capital Limited - Contact details	Corporate Office: Aditya Birla Capital Limited 18 th Floor, Tower 1, One Indiabulls Centre, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013. Email: abc.secretarial@adityabirlacapital.com