

Ref: No. ABCL/SD/MUM/2026-27/JULY/53

17 July 2026

BSE Limited

Corporate Relations Department
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 540691

Scrip ID: ABCAPITAL

The National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor,
Plot. C/1, G-Block, Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Symbol: ABCAPITAL

Dear Sir/ Madam,

Sub: Intimation under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") - Notice of the 19th (Nineteenth) Annual General Meeting

Pursuant to Regulation 30 and 50 of the SEBI Listing Regulations, please find enclosed the Notice of the 19th (Nineteenth) Annual General Meeting ("AGM") of the Members of Aditya Birla Capital Limited ("the Company") to be held on Friday, 14 August 2026 at 11:00 a.m. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

In compliance with relevant circulars issued by Ministry of Corporate Affairs and SEBI, the Notice of the 19th (Nineteenth) is being dispatched electronically to the Members whose email addresses are registered with the Company / Registrar & Share Transfer Agent ("RTA") / Depository Participant(s) ("DPs"), and is also uploaded on the Company's website: <https://www.adityabirlacapital.com/investor-relations/financial-reports>.

The details such as (i) manner of registering/updating - email addresses, (ii) casting vote through e-voting and (iii) attending the AGM through VC / OAVM are set out in the Notice convening the 19th AGM.

We request you to take the aforesaid on records.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**

Santosh Haldankar

Company Secretary & Compliance Officer

Cc:

Luxembourg Stock Exchange

Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg

Citi Bank N.A.

Custodial Services
FIFC, 11th Floor, C-54 & 55, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Citi Bank N.A.

Depository Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013

Listing Agent

Banque Internationale à Luxembourg SA
69 route d'Esch
L - 2953 Luxembourg
Grand Duchy of Luxembourg

Aditya Birla Capital Limited

Corporate Office:

One World Center, Tower 1, 18th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013
Tel: +91 22 6723 9101 | abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com
For customer care and other queries : care.finance@adityabirlacapital.com
Toll-free no.: 1800-270-7000

Registered Office:

Indian Rayon Compound,
Veraval, Gujarat - 362 266
Tel: +91 28762 43257
CIN: L64920GJ2007PLC058890

Aditya Birla Capital Limited

Regd. Office: Indian Rayon Compound, Veraval – 362 266, Gujarat | Tel: +91 2876 243257
CIN: L64920GJ2007PLC058890 | www.adityabirlacapital.com | abc.secretarial@adityabirlacapital.com

ADITYA BIRLA CAPITAL LIMITED

Corporate Office : One World Centre, Tower I, 18th Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013. **Telephone No.:** +91 22 6723 9101; **CIN:** L64920GJ2007PLC058890

Website: www.adityabirlacapital.com **Email id:** abc.secretarial@adityabirlacapital.com

NOTICE

NOTICE is hereby given that the **19th (Nineteenth)** Annual General Meeting (“AGM”) of Aditya Birla Capital Limited (“the Company” or “your Company”) will be held on **Friday 14th August 2026 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:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Board of Directors’ and Auditors thereon, and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Board of Directors’ and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Auditors thereon, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. To appoint a 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, to consider and, if thought fit, to 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.”

4. To appoint a Director in place of Mr. Sushil Agarwal (DIN: 00060017), who retires by rotation and, being eligible, offers himself for re-appointment, and in this regard, to consider and, if thought fit, to 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. Sushil Agarwal (DIN: 00060017), 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.”

SPECIAL BUSINESS:

5. To consider an increase in the borrowing powers of the Company and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, in supersession of the special resolution passed by the members by way of Postal Ballot on 20th June 2025 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow such sum or sums of money in any manner from time to time, with or without security and upon such terms and conditions as the Board may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, securities premium and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 2,00,000 Crore (Rupees Two Lakh Crore Only).”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

6. To consider the creation of charge/security on the Company's assets and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, in supersession of the special resolution passed by the members by way of Postal Ballot on 20th June 2025 and pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such security, mortgages, charges and hypothecation as may be necessary on such assets of the Company, both present and future, in such manner as the Board / Committee may direct, to or in favour of the Security Trustee(s), financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on a private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds to be entered into by the Company in respect of the borrowings such that the outstanding amount of debt at any point of time does not exceed Rs. 2,00,000 Crore (Rupees Two Lakh Crore Only).”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to finalize with the Lending Agencies/ Trustees, the documents for creating the aforesaid security, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

7. To approve Issuance of Non-Convertible Debentures (NCDs) on a private placement basis and, in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, in supersession of the special resolution passed by the members by way of Postal Ballot on 26th March 2026 and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), other applicable rules under Companies Act, 2013 and SEBI Regulations/ Guidelines, Reserve Bank of India Directions / Guidelines, and such other consents as may be required, if any, the approval of the Members be and is hereby accorded to the Board of Directors to borrow funds through issuances of:

- a. Secured Debentures / bonds such that outstanding amount at any point of time does not exceed ₹ 1,05,000 Crore (Rupees One Lakh Five Thousand Crore Only);
- b. Unsecured Debentures qualifying as Tier II (sub-debt) such that the outstanding amount at any point of time does not exceed ₹ 10,000 Crore (Rupees Ten Thousand Crore only);
- c. Unlisted Secured Debentures / bonds such that outstanding amount at any point of time does not exceed ₹ 10,000 Crore (Rupees Ten Thousand Crore Only);
- d. Unsecured Debentures/ bonds (not qualifying as perpetual/ sub-debt, but senior to these debentures) such that outstanding amount at any point of time does not exceed ₹ 5,000 Crore (Rupees Five Thousand Crore only);
- e. Unsecured Debentures qualifying as Tier I (perpetual debt instruments) such that the outstanding amount at any point of time does not exceed ₹ 5,000 Crore (Rupees Five Thousand Crore only);

from time to time, in one or more tranches, by making offer(s), or invitation(s), to subscribe to the Debenture(s), to be listed on the Wholesale Debt Market Segment of National Stock Exchange of India Limited and / or BSE Limited, or unlisted, on a private placement basis, on such terms and conditions as the Board may from time to time determine and consider proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual or expedient to give effect to the aforesaid resolution.”

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

Date: 17th July 2026
Place: Mumbai

Santosh Haldankar
Company Secretary
ACS 19201

NOTES FOR MEMBERS' ATTENTION:

1. The explanatory statement, as required under Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts and reasons in respect of the Special Business set out under item 5 to 7 is annexed and form part of this Notice.
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 03/2025 dated 22nd September 2025, read with Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020, and the Securities Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued in this regard, (collectively referred to as the "relevant circulars"), have permitted convening the general meetings through VC or OAVM without physical presence of the Members. 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 Annual General Meeting ("AGM" or "the Meeting") of the Company is being held through VC / OAVM.
3. The deemed venue for the AGM shall be the Registered Office of the Company i.e., Indian Rayon Compound, Veraval - 362 266, Gujarat.
4. The Company has appointed M/s. KFin Technologies Limited ("KFinTech"/"KFin"), 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.
5. Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a. Members can attend the AGM through login credentials provided to them for this purpose. The physical attendance of the Members at the AGM venue is not required, and accordingly, attendance slip is not annexed to this Notice.
 - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.
 - c. However, 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.
6. Since this AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed to this Notice.
7. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
8. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, 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 ("insta poll"). More details are provided under the section "Procedure and instructions for remote e-Voting and e-Voting during the AGM" of this Notice.
9. In terms of the provisions of Section 152 of the Act, Mr. Kumar Mangalam Birla and Mr. Sushil Agarwal, Directors of the Company, retire by rotation at the Meeting.

In this regard, the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company recommended their respective re-appointments.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 3 to 4 of this Notice.

Further, as required under Regulation 36(3) of the SEBI Listing Regulations and the provisions of the Secretarial Standard on General Meetings, the details of the directors proposed to be re-appointed are annexed hereto.

10. DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:

Pursuant to the relevant Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email address are registered with the KFinTech / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL").

Members may note that the Notice and Annual Report for the financial year 2025-26 is also available on the Company's website at <https://www.adityabirlacapital.com/investor-relations>, on the websites of the Stock Exchanges, i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's RTA, KFinTech at <https://evoting.kfintech.com/>

a. Shareholders who have not registered their e-mail address:

As per Regulations 36 and 58 of the Listing Regulations, a letter providing the web link, including the exact path, where the complete details of Annual Report are available along with a static Quick Response code is being sent to the Members who have not registered their email address with Company/RTA/ Depository Participants (DPs).

b. Physical copy of Notice and Annual Report:

Shareholders may request for a physical copy of the Notice and Annual Report for financial year 2025-26 by sending a request via e-mail to abc.secretarial@adityabirlacapital.com.

Members are requested to register/update their E-mail ID with their relevant Depository Participant(s) ('DPs'). We urge the Members to support this Green Initiative effort of the Company and get their E-mail IDs registered.

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

- i. Members will be able to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com> by using their e-Voting login credentials.
- ii. 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.
- iii. 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.
- iv. 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 Chairperson 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.
- v. 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.
- vi. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox.
- vii. Members are requested to use an internet connection with good speed to avoid any disturbance during the meeting. Members connecting through 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 to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- viii. Members will be required to grant access to their camera and microphone to enable two-way video conferencing.
- ix. Members who require assistance before or during the AGM, may contact KFinTech at einward@kfintech.com or call on toll free number 1800 309 4001. Members are requested to kindly quote their name, DP ID-Client ID / Folio no. and E-Voting Event Number ("EVEN") in all communications.
- x. 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.
- xi. 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. In case they are already registered with KFinTech for remote e-Voting, they may use their existing User ID and password for voting.

B. Submission of Questions/Queries prior to AGM:

Members holding shares as on the cut-off date i.e., **Friday, 7th August 2026**, 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>.

C. Speaker Registrations for AGM:

Members of the Company holding shares as on the cut-off date i.e. **Friday 7th August 2026**, and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting <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 **Tuesday, 11th August 2026 to Thursday, 13th August 2026**. Only those Members who have registered themselves will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time, as appropriate for smooth conduct of the AGM.

D. Procedure and instructions for remote e-Voting and e-Voting during the AGM:

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

Commencement of remote e-Voting:	9:00 a.m. on Tuesday, 11 th August 2026
End of remote e-Voting:	5:00 p.m. on Thursday, 13 th August 2026

- iii. The remote e-Voting shall not be allowed beyond the aforesaid date and time, and the remote e-Voting module shall be forthwith blocked by Scrutinizer upon expiry of the aforesaid period.
- iv. The voting rights of a Member / Beneficial Owner (in case of shares held in demat form) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the **cut-off date i.e., Friday, 7th August 2026**.
- v. The Board of Directors at their meeting held on 04th May 2026 have appointed Mr. Vaibhav Dandawate (ACS No: 51538), failing him, Ms. Deepti Kulkarni (ACS No: 34733), Partners of M/s. Makarand M. Joshi & Co. (Firm Registration No. P2009MH007000), as the scrutinizer to scrutinize the entire process of e-Voting during the AGM and remote e-Voting in a fair and transparent manner.

- vi. Information and instructions for e-Voting during the AGM (Insta-Poll): The 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.
- vii. 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).
- viii. 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 shall only 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.
- ix. Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 (now part of SEBI Master Circular dated 30th January 2026) on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/ Depository Participants (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility. 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 for 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 cast vote during the meeting.

DETAILS ON STEP 1 ARE MENTIONED BELOW:

Login for remote e-Voting for Individual shareholders holding equity shares in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility: - Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. - A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. - Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Investors may select the “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of NSDL: - Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. - A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. - Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Members holding securities in demat mode with CDSL	A. Existing users who have opted for Easi/Easiest: 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi. 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.	

Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and 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 evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

DETAILS ON STEP 2 ARE MENTIONED BELOW:

Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details, click on LOGIN.
- You will reach the password change menu wherein, you are required to mandatorily change your password. The new

password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and 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, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
- xi. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at scrutinisers@mmjc.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format '**Aditya Birla Capital Limited_EVENT NO.**'

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 KFin on 1-800-309-4001 (toll free).

DETAILS ON STEP 3 ARE MENTIONED BELOW:

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.
 - 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 given in the notice.
12. Members whose email IDs are not registered with the Company/DPs and consequently the Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the following process:
- i. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with KFinTech (in case of Shares held in physical form) by sending KYC Documents prescribed under SEBI Circular SEBI/HO/MIRSD/MIRSD PoD-1/P/ CIR/2023/37 dated 16th March 2023 read with SEBI Master Circular SEBI/HO/38/13/ (4)2026-MIRSD-POD/II/4298/2026 dated 6th February, 2026 at KFin Technologies Limited, Unit – Aditya Birla Capital Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or by sending digitally signed documents at einward.ris@kfintech.com.
 - ii. Upon updation of e-mail ID, Shareholders may send a request to einward.ris@kfintech.com for procuring user ID and password for e-voting.
13. **E-VOTING INSTA-POLL DURING THE AGM:**
- i. Facility to cast vote through e-voting (Insta-Poll) at AGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta-Poll) is announced at AGM.
 - ii. The 'Vote Now Thumb sign' on the left-hand corner of the video screen shall be activated. 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 resolution.
 - iii. Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolution 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 will not be entitled to cast their vote again at the Meeting.

In case of any queries / grievances, you may refer to the Help & 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. Ganesh Patro, Deputy Vice President, KFin Technologies Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad 500 032, Telangana, India, Email Id: einward.ris@kfintech.com, Phone No.: + 91 40 67161630 and Toll Free No. 1800 309 4001.

14. Results of e-voting and e-voting during the AGM

- a. 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, prepare 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 Tuesday, 18th August 2026, and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: 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.
- b. Subject to the 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, 14th August 2026.

15. Assistance for obtaining e-Voting Login Credentials:

Any person who becomes a member of the Company after dispatch of this Notice of the Meeting and holding shares as on the Cut-off Date, may obtain / generate / the User ID and Password retrieve the same from KFinTech 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: MYEPWDE-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399
Example for NSDL: MYEPWD IN12345612345678
Example for CDSL: MYEPWD 1402345612345678
Example for Physical: MYEPWD XXXX1234567890
- b. If e-mail address 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 password.
- c. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1800 309 4001 or write to them at evoting@kfintech.com.
- d. 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.

16. Customer service applications by KFinTech:

KPRISM – WEB-BASED APPLICATION BY KFinTech:

Members are requested to note that KFinTech has a web-application – KPRISM (website: <https://kprism.kfintech.com>) providing online service to Members. Members can register themselves for availing host of services viz., view of consolidated portfolio serviced by KFin, dividend status, requests for change of address, change/update bank mandate. Through the application, members can download annual reports, standard forms and keep track of upcoming General Meetings and dividend disbursements.

17. Procedure for registering the email addresses:

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:

- a. **Members holding shares in physical mode:**
Members holding shares in physical form may register their email address and mobile number with KFin by sending Form ISR-1 and other relevant forms to KFin Technologies Limited at Plot No. 31 & 32, Selenium Building, Tower B, Financial District, Nanakramguda, Gachibowli, Hyderabad, Telangana - 500 032.
- b. **Members holding shares in dematerialised mode:**
Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
- c. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- d. Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com>.
- e. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/KFin to enable servicing of notices/ documents/Annual Reports electronically to their e-mail address in future.

18. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The following documents/certificate/registers will be available for inspection by the Members electronically from the date of circulation of this Notice up to the date of AGM and also at the AGM:

- a. Certificate from M/s. N L Bhatia & Associates, Secretarial Auditors (Firm Registration No: P1996MH055800) of the Company for the financial year 2025-26, 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, if any, 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; and
- d. All the aforesaid document and any other document referred to in the Notice will be available electronically for inspection on all working days, without any fee, by the Members. Members seeking to inspect such documents can send an email to abc.secretarial@adityabirlacapital.com with the subject line "Aditya Birla Capital Limited - 19th AGM".

19. General Information

- a. The Annual Report of the Company and the Financial Statements of the Subsidiaries of the Company for the financial year 2025-26 are available on the Company's website i.e. www.adityabirlacapital.com. The same shall also be made available to Members of the Company seeking such information at any point of time.
- b. Members are requested to send their queries, if any, relating to the Annual Report to abc.secretarial@adityabirlacapital.com with the subject line "Aditya Birla Capital Limited - 19th AGM" or send a letter to the Company Secretary at the Registered Office of the Company, on or before **Wednesday, 12th August 2026**.
- c. 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.
- d. Members holding shares in demat 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.
- e. Non-resident Indian Members are requested to inform the Company or KFinTech or to the concerned DPs, as the case may be, immediately:
 - i. The change in the residential status on return to India for permanent settlement;
 - ii. The particulars of the NRE / NRO Account with a Bank in India, if not furnished earlier.
- f. The nomination facility, in terms of the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, 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 mode 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 demat form have to approach their DPs for completing the nomination formalities.

- g. Members are requested to send all correspondence in connection with shares held by them by sending an email to the Company Secretary at abc.secretarial@adityabirlacapital.com or to KFinTech at inward.ris@kfintech.com quoting their Folio number or their Client ID and DP ID, as the case may be.

h. INSTRUCTIONS TO FURNISH/UPDATE PAN, BANK ACCOUNT, KYC AND NOMINATION DETAILS

SEBI, vide Master Circular for Registrars to an Issue and Share Transfer Agents dated 6th February 2026, has mandated all physical shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Postal address with PIN, Bank Account Details & Specimen Signature) to the Company. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT).

Shareholders can register/update the contact details by submitting the requisite ISR-1 Form along with the supporting documents.

ISR-1 Form can be obtained from the following link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- i. **Through 'In Person Verification' (IPV):** The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping, alongwith date and initials; or
- ii. **Through hard copies** which are self-attested, which can be shared on the address below: KFIN Technologies Limited, Unit: Aditya Birla Capital Limited Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032; or
- iii. **Through electronic mode** with e-sign at the following link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQs for the same can be found on the link: <https://kprism.kfintech.com/>. For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

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

Date: 17th July 2026
Place: Mumbai

Santosh Haldankar
Company Secretary
ACS 19201

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

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

Item no. 5 & 6: Increase in the borrowing powers of the Company and creation of charge/security on the Company's assets in respect of borrowings

The members of the Company, vide a Special Resolution passed by way of Postal Ballot on 20th June 2025, had accorded their consent to the Board of Directors to borrow money(ies) for the purposes of the business of the Company, not exceeding Rs. 1,65,000 Crore, in terms of Section 180(1)(c) of the Companies Act, 2013 (the "Act") and to secure such borrowings up to a limit of ₹1,65,000 Crore in terms of Section 180(1)(a) of the Act.

Further, in terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the aggregate of the Company's paid up share capital, securities premium and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of the business, except with the consent of the shareholders of the Company accorded by way of a special resolution.

Considering the Company's growing business requirements, expansion of lending activities, meeting increased funding requirements for existing and new business segments, refinancing of existing borrowings, maintaining adequate liquidity buffers, and ensuring financial flexibility to capitalize on emerging opportunities, it is proposed to increase the borrowing limits of funds raised through various instruments from Bank(s), Financial Institution(s) and Other Lender(s) from time to time.

Accordingly, the Board of Directors at their meeting held on 4th May 2026, approved the increase in the borrowing limits of the Company from Rs. 1,65,000 Crore to Rs. 2,00,000 Crore, subject to the approval of the shareholders.

It is, therefore, necessary that the Members pass special resolution as set out in item no.5 of the Notice to enable the Board to borrow money in excess of the limits as permitted under Section 180(1)(c) of the Act. Accordingly, the approval of the Members is being sought to borrow money up to Rs. 2,00,000 Crore (Rupees Two Lakh Crore Only).

Further, pursuant to borrowings made/to be made, the Company may be required to create mortgage and/or charge or hypothecate all or any one or more of the moveable/immovable properties or other assets of the Company for the purpose of securing such borrowings. For the said creation of security on the assets of the Company, the approval of the Members by way of a special resolution, as set out in item no. 6, is necessary in terms of provisions of Section 180(1)(a) of the Act.

In view of above, Members are requested to pass the special resolutions pursuant to Section 180(1)(a) & (c) of the Companies Act, 2013, authorizing the Board of Directors to borrow monies and to create charge/security on assets of the Company, which are in the ordinary course of lending business of the Company.

The Board, accordingly, recommends the passing of the Special Resolutions as set out at Item No. 5 & 6 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of the Directors or KMPs, are concerned or deemed to be interested in the aforesaid resolutions.

Item no. 7: Issue of non-convertible debentures through private placement

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, issue of non-convertible debentures (secured or unsecured) and/or other instruments.

In terms of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 which deal with the offer or invitation for subscription of debt securities of the Company on a private placement basis, a company can make a private placement of its securities subject to the approval of its Members by way of a Special Resolution. Further, the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that the said Special Resolution must be passed in respect of all offers/invitations for the debt securities to be issued during a year.

The members of the Company, vide a Special Resolution passed by way of Postal Ballot on 26th March 2026, had authorised the Company to make an offer or invitation to subscribe to NCDs on a private placement basis within the overall borrowing limit i.e., Rs. 1,65,000 Crore.

In view of the Company's business growth requirements, it is now proposed to increase the overall borrowing limit from Rs. 1,65,000 Crore to Rs. 2,00,000 Crore under Section 180(1)(c) of the Act. Accordingly, it is proposed to seek fresh approval of members by way of special resolution to authorise the Board to borrow money by issuance of NCDs on a private placement basis, in the ordinary course of its business, for a period of one year commencing from 14th August 2026. Further, the amount to be raised through the issuance of such NCDs shall remain within the overall borrowing limit of Rs. 2,00,000 Crore, as may be approved by the members of the Company under Section 180(1)(c) of the Act.

The actual quantum of borrowing through the issuance of NCDs shall be determined by the Board of Directors, from time to time, within the aforesaid overall borrowing limit approved by the Members, after taking into consideration factors such as market conditions, business requirements, and other relevant considerations.

The approval of the shareholders is being sought for the issuance of debt securities as mentioned below:

Sr. No.	Particulars	Proposed Limit (Rs. In Crore)
1	Listed secured non-convertible debenture	1,05,000
2	Unsecured non-convertible subordinated debenture (Sub-debt)	10,000
3	Unlisted secured non-convertible debentures	10,000
4	Unsecured (not qualified as perpetual / sub-debt) non-convertible debentures	5,000
5	Perpetual debt instruments in nature of non-convertible debentures	5,000

Further, in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, it is mandatory that certain disclosures be made in the explanatory statement annexed to the notice for members approval under Section 42 of the Companies Act, 2013. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

- a. **Particulars of the offer, including date of passing of board resolution:** This Special Resolution is proposed to be passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of debt securities, from time to time. The Board of Directors, at their meeting held on **04 May 2026**, have approved issuance of various types of debt securities in one or more tranches, on a private placement basis;
- b. **Kinds of securities offered and the price at which security is being offered:** This Special Resolution is restricted to the private placement of debt securities as mentioned in the table above. The said debt securities are offered at face value of Rs. 1,00,000 each or such other denomination, as may be permitted under applicable law;
- c. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The debt securities are offered at face value of Rs. 1,00,000 each or such other denomination as may be permitted under applicable law. In case of reissuance of debt securities under existing ISINs, the same may be issued at a premium / discount, if any, depending on the rate of interest of the said debt securities and the yield offered;
- d. **Name and address of valuer who performed valuation:** Not applicable, as the debentures will be issued either at face value or at a discount or at a premium, with coupon rate and/or on zero coupon basis, in such manner as may be permissible under the Companies Act, RBI Guidelines and SEBI Regulations;
- e. **Amount which the Company intends to raise by way of such securities:** As may be determined by the Board of Directors from time to time, subject to the limits approved under Sections 42 and 179 of the Companies Act, 2013;
- f. **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:** This Special Resolution is proposed to be passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of debt securities, from time to time. The terms and conditions of the issue of Debentures, including objects of the issue, coupon rate/interest rate, tenure, repayment, security, listing, payment of interest accrued on issue/reissue of Debentures, etc. will be decided by the Board of Directors from time to time as stated in the respective Key Information Document. The current and future receivables and current assets of the Company are provided as hypothecation to the secured debt securities holders.

In view of the aforesaid, the Board of Directors, at their meeting held on 4th May 2026, have approved issuance of debt securities in one or more tranches, on a private placement basis, within the overall borrowing limit of Rs. 2,00,000 Crore under Section 180(1) (c) of the Companies Act, 2013 and within limits specified in table above.

Accordingly, the approval of the Members is being sought by way of a Special Resolution, as set out at Item No.7 of this Notice, authorizing the Board to issue non-convertible debentures on a private placement basis effective from 14th August 2026 i.e., the date of Annual General Meeting.

The Board, accordingly, recommends the passing of the Special Resolution as set out at Item No. 7 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution, except to the extent of debt securities that may be subscribed by companies/firms in which they are interested.

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

Date: 17th July 2026
Place: Mumbai

Santosh Haldankar
Company Secretary
ACS 19201

Details of Director seeking re-appointment at the 19th (Nineteenth) AGM to be held on Friday, 14th August 2026 at 11:00 a.m.

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2]

Nature of Information:

Sr. No.	Name	Mr. Kumar Mangalam Birla	Mr. Sushil Agarwal
1	Age/ Date of Birth	59 years / 14 th June 1967	63 years / 13 th June 1963
2	Director Identification Number	00012813	00060017
3	Nature of appointment/ re-appointment	Re-appointment - Director liable to retire by rotation	Re-appointment - Director liable to retire by rotation
4	Qualifications	Chartered Accountant and MBA from the London Business School	Chartered Accountant, Master's Degree in Commerce
5	Experience and expertise in specific functional area / Brief Profile	Industrialist having rich business experience. (For detailed profile, please refer company's website: https://www.adityabirlacapital.com/about-us/board-of-directors)	Group Chief Financial Officer of the Aditya Birla Group, renowned for his expertise in strategic finance, mergers & acquisitions, corporate restructuring, and governance. (For detailed profile, please refer company's website: https://www.adityabirlacapital.com/about-us/board-of-directors)
6	Terms & Conditions of appointment / re-appointment	His office shall be liable to retire by rotation	His office shall be liable to retire by rotation
7	Remuneration sought to be paid and last drawn	Apart from Sitting Fees for attending Board and Committee Meetings, no remuneration was paid during the financial year 2025-26	Apart from Sitting Fees for attending Board and Committee Meetings, no remuneration was paid during the financial year 2025-26
8	Date of appointment on the Board	26 th October 2017	26 th October 2017
9	Shareholding in the Company as on 31 st March 2026	23,94,398@	2,89,160
10	Relationship with Directors and Key Managerial Personnel	None	None
11	Details of attendance at the Board Meeting(s) during the financial year 2025-26	Attended 6 out of 10 Board Meetings held	Attended 9 out of 10 Board Meetings held
12	List of other Public Companies (in India) in which Directorships are held as on 31 st March 2026#	1. Aditya Birla Real Estate Limited 2. Grasim Industries Limited 3. Ultratech Cement Limited 4. Hindalco Industries Limited 5. Vodafone Idea Limited 6. Aditya Birla Sun Life Insurance Company Limited 7. Aditya Birla Fashion & Retail Limited	1. Grasim Industries Limited 2. Aditya Birla Health Insurance Co. Limited 3. Vodafone Idea Limited 4. Essel Mining & Industries Limited 5. Novel Jewels Limited 6. Hindalco Industries Limited
13	Chairmanships/ Memberships of the Committees of other public limited companies as on 31 st March 2026^	Nil	1. Hindalco Industries Limited - Member of Audit Committee, Stakeholder's Relationship Committee 2. Vodafone Idea Limited - Member of Stakeholder's Relationship Committee
14	Listed entities in which the person has resigned in past three years	Aditya Birla Sun Life AMC Limited (Ceased w.e.f. 19 th April 2023)	Nil

***Notes:**

@ Including shares held as Karta of HUF

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

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

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	https://emeetings.kfintech.com by using e-Voting credentials and clicking on video conference
2	Speaker registration and period of registration	https://emeetings.kfintech.com by using e-Voting credentials and clicking on “Speaker registration” as the case may be Period of registration: Tuesday, 11th August 2026 to Thursday, 13th August 2026
3	Link for posting AGM queries	https://emeetings.kfintech.com by using e-Voting credentials and clicking on “post your queries” as the case may be Period of registration: Tuesday, 11th August 2026 to Wednesday, 12th August 2026
4	Link for remote e-Voting	Members may refer to the instructions provided under “Procedure and instructions for remote e-Voting and e-Voting during the AGM” section of this Notice
5	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
6	Helpline number for VC participation and e-Voting	In case of any query on 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.kfintech.com or contact KFinTech at 1800 309 4001 or write to them at evoting@kfintech.com
7	Cut-off date for e-Voting	Friday, 7th August 2026
8	Time period for remote e-Voting	Commencement of remote e-Voting: 9:00 a.m. on Tuesday, 11th August 2026 End of remote e-Voting: 5:00 p.m. on Thursday, 13th August 2026
9	Last date for publishing results of remote e-Voting and e-Voting during the AGM	On or before Tuesday, 18th August 2026
10	Registrar and Transfer Agent - Contact details	M/s KFin Technologies Limited Unit: Aditya Birla Capital Limited Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 Tel: +91 40 6716 1630 Toll Free no: 1800-309-4001. WhatsApp: +91 910 009 4099 E-mail id- einward.ris@kfintech.com Website: https://www.kfintech.com/
11	Aditya Birla Capital Limited - Contact details	Corporate Office: Aditya Birla Capital Limited, One World Centre, Tower I, 18th Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013. Tel: +91 22 6723 9101 Email: abc.secretarial@adityabirlacapital.com Registered Office: Indian Rayon Compound, Veraval- 362 266, Gujarat, India Tel: +91 2876 243257