Ref: No. ABCL/SD/MUM/2026-27/NOVEMBER/124 **20 November 2026**

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 540691 Scrip ID: ABCAPITAL

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: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In terms of Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice of the Company. The Postal Ballot Notice is being sent to the Members for seeking approval on the following item of special business:

Sr. No.	Particulars	Type of Resolution
1	Approval of Material Related Party Transactions between the Company and Grasim Industries Limited, the Holding Company	Ordinary

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Postal Ballot Notice is being sent in electronic mode to those Members, whose names appeared in the Register of Members/ Register of Beneficial Owners as received from the Depositories as on **Wednesday, 18 November, 2026** ("cut-off date") and whose e-mail IDs are registered with the Depositories.

The Company has engaged the services of KFin Technologies Limited ("KFinTech"), Registrar and Transfer Agent of the Company, for the purpose of providing remote e-voting facility to its Members. The remote e-voting period shall commence from 9.00 a.m. (IST) on **Saturday, 21 November, 2026** and ends at 5.00 p.m. (IST) on **Sunday, 20 December, 2026.** The instructions for remote e-voting have been provided in the 'Notes' section of the enclosed Postal Ballot Notice. The results of the Postal Ballot will be announced on or before 5:00 p.m. IST on **Tuesday, 22 December, 2026**.

The Postal Ballot Notice along with explanatory statement and instructions for e-voting is available on the website of the Company https://www.adityabirlacapital.com/ and on the website of KFinTech at https://evoting.kfintech.com.

Thanking you,

Yours sincerely,
For **Aditya Birla Capital Limited**

Santosh Gurudas Haldankar
Digitally signed by Santosh Gurudas Haldankar
Date: 2026.11.20 15:16:26 +05'30'

Santosh Haldankar
Company Secretary & Compliance Officer
ACS-19201

Encl.: As above

Cc:

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

Citi Bank N.A.
Depositary Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013

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

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

Aditya Birla Capital Limited

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

ADITYA BIRLA CAPITAL LIMITED

Corporate Office : One World Centre, Tower 1, 18th Floor, Jupiter Mill Compound, 841 Senapati Bapat Marg, Prabhadevi, Mumbai - 400 013; **Telephone No.:** +91 22 6723 9101
Website: www.adityabirlacapital.com; **Email id:** abc.secretarial@adityabirlacapital.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Secretarial Standard-2 on General Meetings (the "SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/ conducting postal ballot process through remote e-voting vide General Circular Nos. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020, read with other relevant circulars including General Circular No. 03/2025 dated 22 September 2025 (the "MCA Circulars") and any other applicable laws, rules and regulations as amended from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Resolution set out below is proposed to be passed by the Members of Aditya Birla Capital Limited (the "Company") through Postal Ballot by way of voting through electronic means ("remote e-voting") only.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the notes to register the same.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts pertaining to the resolution mentioned in this Postal Ballot Notice, is annexed hereto. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company have appointed Mr. Vaibhav Dandawate (ACS No: 51538), failing him, Ms. Deepti Kulkarni (ACS.: 34733), Designated Partners of M/s. Makarand M. Joshi & Co. (Firm Registration No. P2009MH007000), Practicing Company Secretaries as the 'Scrutinizer' to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited ("KFinTech"), the Company's Registrar and Share Transfer Agent ("RTA") as the agency to provide remote e-voting facility.

The remote e-voting period commences from **9.00 a.m. (IST) on Saturday, 21 November 2026 and ends at 5.00 p.m. (IST) on Sunday, 20 December 2026**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him or by the Board upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Tuesday, 22 December 2026**.

The said results along with the Scrutinizer's Report will be placed on the website of the Company at https://www.adityabirlacapital.com/investor-relations and on the website of KFinTech at https://evoting.kfintech.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 Depositary Shares of the Company are listed.

SPECIAL BUSINESS:

Item No. 1

Approval of Material Related Party Transactions between the Company and Grasim Industries Limited, the Holding Company

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time; the applicable provisions of the Companies Act, 2013 and rules made thereunder; other applicable laws / provisions, if any; the Company's Policy on Related Party Transactions and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted/ to be constituted by the Board), approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue related party transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Grasim Industries Limited, the Holding Company of

the Company and accordingly, a related party within the meaning of Regulation 2(1)(zb) of the Listing Regulations, for an amount aggregating upto ₹ 4,950 Crore (Rupees Four Thousand Nine Hundred Fifty Crore Only) for the financial year 2026-27 (hereinafter referred to as "RPT Period") and on such terms and conditions as detailed in the explanatory statement to this resolution, provided such transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved and confirmed in all respects."

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

Sd/-
Santosh Haldankar
Company Secretary
Membership No. A19201

Place: Mumbai
Date: 20 November 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.

2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in this regard. The Resolution, if passed by requisite majority, shall be deemed to have been passed on **Sunday, 20 December 2026,** the last day of remote e-Voting.

3. **A. Dispatch of Postal Ballot Notice through electronic mode**

   In compliance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Company / Depositories respectively as at close of business hours on **Wednesday, 18 November 2026**, (the '**cut-off date**') and whose e-mail IDs are registered with the Company / Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has specified the documents to be provided to the Registrar and Share Transfer Agent of the Company ("RTA") i.e., KFin Technologies Limited ("KFinTech") hereunder.

   Members may note that the Postal Ballot Notice will be available on the Company's website 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 KFinTech at https://evoting.kfintech.com.

   B. Registration of e-mail ID

   Members who have not yet registered their e-mail ID may register the same as under:

   a. Members holding shares in physical mode are requested to register / update their e-mail ID and other KYC details, if applicable, by sending request at einward.ris@kfintech.com (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhaar Copy, Form ISR-1 and other relevant forms and documents at below address:

      KFin Technologies Limited
      Unit: **Aditya Birla Capital Limited**
      Selenium Building, Tower-B, Plot No. 31 & 32,
      Financial District, Nanakramguda, Serilingampally,
      Rangareddy, Hyderabad 500 032, Telangana, India.

      The format of Form ISR-1 is available on the website of KFinTech at https://ris.kfintech.com/clientservices/investors/isrs.aspx and on the website of the Company at https://www.adityabirlacapital.com/investor-relations/shareholder-centre

   b. Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.

   c. In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.

   C. Members whose names appear in the Register of Members / Register of Beneficial Owners as on the cut-off date only i.e., **Wednesday, 18 November 2026** shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

4. **Instructions for remote e-voting**

   i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ('remote e-voting') on the e-voting platform provided by KFinTech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

   ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Saturday, 21 November 2026 (9:00 a.m. IST)	Sunday, 20 December 2026 (5:00 p.m. IST)

   The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by Scrutinizer for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

   iii. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Wednesday, 18 November 2026** i.e., cut-off date, may cast their vote by remote e-voting in proportion to their shares in the paid-up equity share capital of the Company. Members cannot exercise votes by proxy on Postal Ballot.

iv. Mr. Vaibhav Dandawate (ACS No: 51538), failing him, Ms. Deepti Kulkarni (ACS.: 34733), Designated Partners of M/s. Makarand M. Joshi & Co. (Firm Registration No. P2009MH007000), Practicing Company Secretaries, have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.

v. The process and manner for remote e-voting is as under:

a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to 'e-voting facility provided by listed entities', the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the resolution set forth in this Notice. The instructions for remote e-voting are given herein below.

b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

c. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

d. The process and manner of remote e-voting is explained below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

II. Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I) Access to Depositories e-voting system in case of individual Members holding shares:

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	**A. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:** i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on Company name i.e. 'Aditya Birla Capital Limited' or e-voting service provider i.e. KFinTech. v. Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period. **B. Users not registered under IDeAS e-Services:** i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Point No. A above to cast your vote. **C. By visiting the e-voting website of NSDL:** i. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. iii. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. v. Click on company or e-voting service provider name i.e. KFinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Type of Member	Login Method
	vi. Members can also download the NSDL Mobile App "NSDL Speed-e" 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 equity shares in demat mode with CDSL	**A. Existing user who have opted for Electronic Access to Securities Information ("Easi / Easiest") facility:** i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com ii. Click on New System Myeasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication. **B. Users who have not opted for Easi/Easiest:** i. Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. A above to cast your vote. **C. By visiting the e-voting website of CDSL:** i. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin. ii. Provide demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, or select KFinTech. v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.
Individual Members (holding equity shares in demat mode) logging through their depository participants	i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Company's name or KFinTech. v. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

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

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 102 0990 and 1800 22 4430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43.

II. Login method for remote e-voting for Members other than Individual's holding shares in demat mode and Members holding equity shares in physical mode.

Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID, etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

v. Members would need to login again with the new credentials.

vi. On successful login, the system will prompt the Member to select the "EVEN" for Aditya Birla Capital Limited and click on "Submit".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.

x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

5. The report of the Scrutinizer shall be submitted to the Chairman or any person authorized by him or by the Board, after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairman or any person authorized by him or by the Board, on or before **5.00 p.m. (IST) on Tuesday, 22 December 2026**. These results will also be displayed along with the Scrutinizer Report on the noticeboard of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company https://www.adityabirlacapital.com/investor-relations , website of KFinTech at https://evoting.kfintech.com, and will also be intimated to the National Stock Exchange of India Limited and BSE Limited.

6. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, 20 December 2026** i.e. the last date specified for receipt of votes through the remote e-voting process.

7. The relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date of the remote e-voting process. Members seeking to inspect such documents can send an email at abc.secretarial@adityabirlacapital.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID with the subject line "Postal Ballot 2026". Further, the weblink for accessing the external report is www.adityabirlacapital.com and the QR code is provided below:

8. Members of the Company including Institutional Investors are encouraged to vote on the resolution proposed in this Notice.

General Guidelines for Members:

1. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
2. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to einward.ris@kfintech.com.
3. In case of any queries, please visit Help and FAQs section available at KFinTech website https://evoting.kfintech.com. For any grievances related to remote e-voting, please contact 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.
4. Members may please note that SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6 February 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
5. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
6. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
7. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by submitting the following form with RTA:
    a. Form ISR - 3: For opting out of nomination by shareholder(s)
    b. Form SH - 14: For cancellation or variation to the existing nomination of the shareholder(s)
8. SEBI vide its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 20 December 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at https://smartodr.in/login and also on Company's Website at https://www.adityabirlacapital.com.

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the item of special business mentioned in this Postal Ballot Notice dated 20 November 2026 :

Item No. 1

Material Related Party Transactions between the Company and Grasim Industries Limited, the Holding Company

Grasim Industries Limited ("Grasim") is the Holding Company of Aditya Birla Capital Limited ("the Company" or "ABCL") and a related party of the Company in terms of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company enters into transactions with Grasim in the ordinary course of business and on an arm's length basis as part of its regular business operations. Such transactions are undertaken to support the Company's regular operational and business requirements.

Pursuant to Regulation 23(4) of the Listing Regulations, as amended, all material related party transactions ("RPTs") and subsequent material modifications require prior approval of the shareholders through ordinary resolution.

As per the prescribed thresholds under Schedule XII of the Listing Regulations, where the annual consolidated turnover of the Company exceeds ₹ 40,000 Crore, a RPT is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 3,000 Crore plus 2.5% of the annual consolidated turnover of the listed entity above ₹ 40,000 Crore, or ₹ 5,000 Crore, whichever is lower. Accordingly, the materiality threshold for the financial year 2026-27 for seeking shareholders' approval for material RPTs of the Company is ₹ 3,137 Crore. The said limits are applicable even if the transactions are in the ordinary course of business and at an arm's length basis.

Since, the aggregate value of the transactions proposed to be entered into between the Company and Grasim exceeds the above-mentioned threshold, such transactions qualify as material RPTs and approval of the Members is being sought by way of an Ordinary Resolution.

The Company is inter-alia engaged in the business of lending, factoring, assignment of receivables (AOR) and other financing activities. The proposed arrangement enables ABCL to provide receivables financing and working capital facilities to Grasim through AOR, factoring, reverse factoring and related financing arrangements. Under these arrangements, ABCL may acquire or finance trade receivables arising from the sale of goods or services by Grasim and provide liquidity against such receivables, thereby generating financing income and expanding ABCL's trade finance and receivables financing portfolio. These facilities are without any recourse to Grasim.

Since ABCL, being a Non-Banking Financial Company, is engaged in the business of lending, factoring and other financing activities, the proposed transactions form part of their ordinary course of business. Based on current estimates and business requirements, approval is sought for a cumulative transaction limit of up to ₹ 4,950 Crore for the financial year 2026-27 ("RPT Period"). The transactions are proposed to be undertaken on an arm's length basis and in ordinary course of business, in accordance with ABCL's credit evaluation, underwriting and risk management frameworks, and on terms comparable to similar transactions undertaken with unrelated parties.

The Management has placed before the Audit Committee all relevant details of the proposed RPTs, as required under applicable laws, including material terms, rationale, justification, independent external review report and the basis of pricing. An independent external review was conducted covering the proposed transactions with Grasim. The review exercise concluded that the pricing policy governing the proposed transactions adheres to the arm's length principle. The Audit Committee has reviewed the certificate provided by the Managing Director & CEO and Chief Financial Officer of the Company confirming that the terms of RPTs proposed to be entered into with Grasim are in the ordinary course of business and on an arm's length basis, and in the interest of the Company. The Members of the Audit Committee, who are independent directors, after reviewing all necessary information, accorded their approval for entering into material RPTs with Grasim for an aggregate value of up to ₹ 4,950 Crore for the RPT period.

The details of the proposed transactions with Grasim, including the information pursuant to the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions" read with the SEBI Master Circular dated 30 January 2026, as amended from time to time and applicable provisions of the Companies Act, 2013, if any, while seeking prior approval of the proposed Related Party Transactions are provided below:

Part A: Minimum information of the proposed RPT, applicable to all RPTs

Sr. No.	Particulars of the Information	Information provided by the Management
A(1)	**Basic details of the related party:**	
1.	Name of the Related Party	Grasim Industries Limited ("Grasim")
2.	Country of incorporation	India
3.	Nature of business of the related party	Diversified conglomerate with operations across viscose staple fibre, chemicals, paints, cement and financial services through its subsidiaries.

<table>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the Company and the related party including nature of its concern (financial or otherwise) and the following:</td><td>Promoter and Holding Company</td></tr>
<tr><td></td><td>➢ Shareholding of the Company whether direct or indirect, in the related party.</td><td>NIL</td></tr>
<tr><td></td><td>➢ Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company.</td><td>Not Applicable</td></tr>
<tr><td></td><td>➢ Shareholding of the related party, whether direct or indirect, in the Company.</td><td>Grasim holds 52.99% of the paid-up equity share capital of the Company as on 30 September 2026.</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the Company or subsidiary with the related party during the last financial year.</td><td><u>Amount of the transactions undertaken by the Company with Grasim</u>
<table>
<tr><th>Sr No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ in Crore)</th></tr>
<tr><td>1.</td><td>Undertaking Assignment of receivables/factoring/reverse factoring</td><td>2,543.75</td></tr>
<tr><td>2.</td><td>Non-Convertible Debentures</td><td>100.00</td></tr>
<tr><td>3.</td><td>Interest Expenses on Non-Convertible Debentures (NCD)</td><td>17.75</td></tr>
<tr><td>4.</td><td>Referral Fees/Commission</td><td>5.17</td></tr>
<tr><td>5.</td><td>Recovery of expenses</td><td>0.21</td></tr>
<tr><td>6.</td><td>Reimbursement of Expenses / Transfer of Employee Liability</td><td>2.06</td></tr>
<tr><td>7.</td><td>Sale/Purchase of Fixed Assets</td><td>0.04</td></tr>
<tr><td>8.</td><td>MF/FD/Alt Asset Commission received on behalf of investment done by Related Party</td><td>0.83</td></tr>
<tr><td colspan="2">Total</td><td>2,669.81</td></tr>
</table>
<u>Amount of the transactions undertaken by Aditya Birla Sun Life Insurance Limited (Subsidiary) with Grasim</u>
<table>
<tr><th>Sr No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ in Crore)</th></tr>
<tr><td>1.</td><td>Group Insurance Premium</td><td>6.58</td></tr>
<tr><td>2.</td><td>Interest Income on Non-Convertible Debentures (NCD)</td><td>1.80</td></tr>
<tr><td colspan="2">Total</td><td>8.38</td></tr>
</table>
<u>Amount of the transactions undertaken by Aditya Birla Housing Finance Limited (Subsidiary) with Grasim</u>
<table>
<tr><th>Sr No.</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ in Crore)</th></tr>
<tr><td>1.</td><td>Interest Expenses on Non-Convertible Debentures (NCD)</td><td>1.89</td></tr>
<tr><td colspan="2">Total</td><td>1.89</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the Company or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>
<u>Amount of the transactions undertaken by the Company with Grasim</u>
<table>
<tr><th>Sr No.</th><th>Nature of Transactions</th><th>FY 2026-27 (₹ in Crore) till Q2FY27</th></tr>
<tr><td>1.</td><td>Undertaking Assignment of receivables/factoring/reverse factoring</td><td>2,287.51</td></tr>
<tr><td>2.</td><td>Interest Expenses on Non-Convertible Debentures (NCD)</td><td>11.28</td></tr>
<tr><td>3.</td><td>Referral Fees/Commission</td><td>4.73</td></tr>
<tr><td>4.</td><td>MF/FD/Alt Asset Commission received on behalf of investment done by Related Party</td><td>0.35</td></tr>
<tr><td>5.</td><td>Reimbursement of Expenses / Transfer of Employee Liability</td><td>0.17</td></tr>
<tr><td>6.</td><td>Non-Convertible Debentures</td><td>-</td></tr>
<tr><td>7.</td><td>Recovery of expenses</td><td>-</td></tr>
<tr><td>8.</td><td>Sale/Purchase of Fixed Assets</td><td>-</td></tr>
<tr><td colspan="2">Total</td><td>2,304.04</td></tr>
</table>
<u>Amount of the transactions undertaken by Aditya Birla Sun Life Insurance Limited (Subsidiary) with Grasim</u>
<table>
<tr><th>Sr No.</th><th>Nature of Transactions</th><th>FY 2026-27 (₹ in Crore) till Q2FY27</th></tr>
<tr><td>1.</td><td>Group Insurance Premium</td><td>6.20</td></tr>
<tr><td>2.</td><td>Interest Income on Non-Convertible Debentures (NCD)</td><td>0.90</td></tr>
<tr><td colspan="2">Total</td><td>7.10</td></tr>
</table>
<u>Amount of the transactions undertaken by Aditya Birla Housing Finance Limited (Subsidiary) with Grasim</u>
<table>
<tr><th>Sr No.</th><th>Nature of Transactions</th><th>FY 2026-27 (₹ in Crore) till Q2FY27</th></tr>
<tr><td>1.</td><td>Interest Expenses on Non-Convertible Debentures (NCD)</td><td>1.00</td></tr>
<tr><td colspan="2">Total</td><td>1.00</td></tr>
</table>
</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.</td><td>No</td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the shareholders.</td><td>
<table>
<tr><th>Sr No.</th><th>Nature of Proposed Transactions</th><th>Value of Proposed Transactions (₹ in Crore)</th></tr>
<tr><td>1.</td><td>Undertaking Assignment of receivables/factoring/reverse factoring</td><td>4,782.00</td></tr>
<tr><td>2.</td><td>Non-Convertible Debentures</td><td>100.00</td></tr>
<tr><td>3.</td><td>Interest Expenses on Non-Convertible Debentures (NCD)</td><td>40.00</td></tr>
<tr><td>4.</td><td>Referral Fees/Commission</td><td>20.00</td></tr>
<tr><td>5.</td><td>Reimbursement of Expenses / Transfer of Employee Liability</td><td>4.00</td></tr>
<tr><td>6.</td><td>Recovery of expenses</td><td>2.00</td></tr>
<tr><td>7.</td><td>Sale/Purchase of Fixed Assets</td><td>1.00</td></tr>
<tr><td>8.</td><td>MF/FD/Alt Asset Commission received on behalf of investment done by Related Party</td><td>1.00</td></tr>
<tr><td colspan="2">Total</td><td>4,950.00</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year (FY 2025-26)</td><td>10.88%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available (FY 2025-26)</td><td>2.82%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><th>Particulars</th><th>FY 2025-26 (₹ in Crore)</th></tr>
<tr><td>Turnover</td><td>41,039.48</td></tr>
<tr><td>Profit After Tax</td><td>348.39</td></tr>
<tr><td>Net worth</td><td>55,277.00</td></tr>
</table>
</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction</td><td>As per Sr. No. A(4)1 above</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>As per Sr. No. A(4)1 above</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction</td><td>Approval is being sought for the financial year 2026-27</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.</td><td>₹ 4,950 Crore</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td><u>Undertaking Assignment of receivables / factoring / reverse factoring</u>

The proposed arrangement enables ABCL to provide receivables financing and working capital funding solutions through assignment of receivables (AOR), factoring and reverse factoring transactions. Under these arrangements, ABCL provides funding against receivables or facilitates supplier financing thereby assisting Grasim in optimising cash flows and working capital management.

The transactions are undertaken in the ordinary course of ABCL’s financing business and generate financing income while supporting the growth of its lending and trade finance portfolio. These facilities are without recourse to Grasim in respect of the underlying receivables.</td></tr>
</table>

Sr. No.	Particulars of the Information	Information provided by the Management
		Non-Convertible Debentures The proposed arrangement enables ABCL to raise funds from Grasim through issuance of NCDs to support its business operations, lending activities and liquidity requirements. The arrangement provides ABCL with an additional source of funding, thereby supporting diversification of its funding base, liquidity management and capital planning in the ordinary course of business. Further, the terms of NCDs will be identical to those extended to unrelated third-party investors. Interest Expenses on Non-Convertible Debentures (NCD) The interest expense represents the cost associated with funds raised by ABCL through issuance of NCDs to Grasim. Such borrowings provide ABCL access to an additional source of funding to support its business operations, lending activities and liquidity requirements, with interest payable in accordance with the terms of the relevant NCD issuance. Referral Fees / Commission The proposed arrangement enables Grasim to refer prospective customer leads to ABCL for various financial products and services offered by ABCL to its customers. Such referrals support customer acquisition and business origination opportunities for ABCL, while all credit appraisal, underwriting, sanctioning and risk assessment decisions are undertaken independently by ABCL in accordance with its internal policies and applicable regulatory requirements. The arrangement is expected to facilitate growth in business volumes, enhance customer outreach and expand ABCL's lending and financial services portfolio. It also creates opportunities to strengthen market penetration and increase fee and financing income in the ordinary course of ABCL's business. Reimbursement of Expenses / Transfer of Employee Liability During the course of business, employees may be transferred between ABCL and Grasim group entities based on organisational and business requirements. In connection with such transfers, employee-related liabilities and benefits attributable to the transferred employees, including accrued leave encashment, gratuity and other employment benefits, may be transferred or settled between the respective entities on a cost-to-cost basis. The arrangement facilitates seamless transfer of personnel and efficient deployment of talent across the group, while ensuring appropriate allocation of employee-related costs and liabilities to the entity to which the employee is transferred. The proposed arrangement also enables reimbursement of expenses incurred by Grasim on behalf of ABCL in the ordinary course of business on cost basis. Such reimbursement ensures that the expenses are appropriately borne by ABCL, being the entity to which the underlying goods, services or resources relate. Recovery of expenses The proposed arrangement enables recovery of expenses incurred by ABCL on behalf of Grasim in the ordinary course of business. Such recovery ensures that expenses are appropriately borne by the entity to which the underlying goods, services or resources relate, and facilitates efficient management of shared business activities without any additional cost being borne by ABCL. The expenses will be recovered on an actual cost basis, without any mark-up.

<table>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td></td><td></td><td><u>Sale / Purchase of Fixed Assets</u>

As the Company operates in the financial services sector and does not engage in the manufacturing or trading of goods, any sale or purchase of assets is reported under this category. Sale / Purchase of assets will be undertaken from time to time in case of transfer of employees to ensure administrative convenience and optimize asset utilization, and streamline asset management, while minimizing operational disruptions. Such transactions will be carried out at cost or written down value (WDV). This approach helps avoid incremental capital expenditure and reduces operating costs.

<u>MF/FD/Alt Asset Commission received on behalf of investment done by Related Party</u>

The proposed arrangement enables Grasim to invest in mutual funds, fixed deposits, alternative investment funds and other investment products through ABCL's distribution platform. In connection with the distribution of such investment products, ABCL may earn distribution and trail commissions from the respective product providers, thereby generating fee-based income from their distribution activities in the ordinary course of business.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</td><td>
<table>
<tr><th>Name of Promoter/Director/ KMP</th><th>Shareholding whether direct or indirect in the related party</th></tr>
<tr><td>Grasim Industries Limited (Promoter of the Company)</td><td>52.99% holding in the Company</td></tr>
<tr><td>Mr. Kumar Mangalam Birla (Chairman and Non-Executive Director)</td><td>0.26% holding in Grasim</td></tr>
<tr><td>Mr. Arun Adhikari (Independent Director)</td><td>0.00023% holding in Grasim</td></tr>
<tr><td>Mr. Sushil Agarwal (Non-Executive Director)</td><td>0.022% holding in Grasim</td></tr>
<tr><td>Mr. Krishna Kishore Maheshwari (Non-Executive Director)</td><td>0.036% holding in Grasim</td></tr>
<tr><td>Mr. Rakesh Singh (Executive Director & CEO - NBFC)</td><td>0.00014% holding in Grasim</td></tr>
<tr><td>Mr. Sunil Srivastav (Independent Director)</td><td>0.00001% holding in Grasim</td></tr>
<tr><td>Ms. Pinky Mehta (Chief Financial Officer)</td><td>0.0063% holding in Grasim</td></tr>
</table>
Mr. Kumar Mangalam Birla is the Chairman and Non-Executive Director of ABCL and Grasim.

Mr. Sushil Agarwal is the Non-Executive Director of ABCL and Grasim.

Except to the extent of their shareholding / Directorship in Grasim, none of the Promoter(s) / Director(s) / Key Managerial Personnel of the Company have any interest in the transaction, whether directly or indirectly.</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>An independent external review was conducted covering the proposed transactions with Grasim. The review exercise concluded that the pricing policy of the transactions are adhering to the arm's length principle.

The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of this Notice.</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>All relevant information forms part of this disclosure setting out the requisite facts.</td></tr>
</table>

Part B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part-A

Sr. No.	Particulars of the Information	Information provided by the Management
B(1)	**Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances -** Undertaking Assignment of Receivables/factoring/reverse factoring	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	For Assignment of Receivables, the pricing is benchmarked against comparable arrangements entered into by ABCL with unrelated parties, having regard to the relevant commercial, credit and risk characteristics. For Factoring of Receivables, the pricing is benchmarked against comparable factoring arrangements with unrelated parties, with appropriate adjustments for functional differences, where applicable.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of Trade advance Tenure Whether same if self-liquidating	Not Applicable
B(1)	**Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances -** Referral Fees/Commission	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	The pricing is evaluated having regard to the net returns generated by ABCL from comparable arrangements with unrelated parties, after considering the applicable referral fee / payout.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of Trade advance Tenure Whether same if self-liquidating	Not Applicable
B(1)	**Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances -** Reimbursement of Expenses / Transfer of Employee Liability	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	The reimbursement is determined on an actual cost-to-cost basis, without any mark-up or profit element.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of Trade advance Tenure Whether same if self-liquidating	Not Applicable
B(1)	**Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances -** Recovery of Expenses	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	The recovery is determined on an actual cost-to-cost basis, without any mark-up or profit element.

Sr. No.	Particulars of the Information	Information provided by the Management
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of Trade advance Tenure Whether same if self-liquidating	Not Applicable
B(1)	**Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances -** Sale/Purchase of Fixed assets	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	At Cost or Written Down Value
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of Trade advance Tenure Whether same if self-liquidating	Not Applicable
B(1)	**Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances -** MF/FD/Alt Asset Commission received on behalf of investment done by Related Party	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	Arm's length basis determined based on the publicly available rate card of the respective AMC and, in certain cases, may be negotiated at a higher rate having regard to the size / value of the underlying investment.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: Amount of Trade advance Tenure Whether same if self-liquidating	Not Applicable
B(5)	**Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary* -** (1) Non-Convertible Debentures (2) Interest Expenses on Non-Convertible Debentures	
1.	Material covenants of the proposed transaction	The NCDs shall be issued in accordance with the terms and conditions specified in the relevant issue documents governing the issue.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest shall be payable at a coupon rate determined based on prevailing market conditions and shall be comparable to rates offered in similar transactions with unrelated parties.
3.	Cost of borrowing *Note: This includes all costs associated with the borrowing*	The cost of borrowing would comprise the applicable coupon / interest rate and other costs associated with the borrowing, including applicable issuance and other related charges, and will be determined at the time of issuance based on the prevailing market conditions.
4.	Maturity / due date	Up to 10 Years from the date of allotment.
5.	Repayment schedule & terms	Annually & on Maturity
6.	Whether secured or unsecured	Secured / Unsecured, as applicable

Sr. No.	Particulars of the Information	Information provided by the Management
7.	If secured, the nature of security & security coverage ratio	In case of secured NCDs, the debentures may be secured by a charge over identified receivables and/or such other assets as may be specified in the issuance documents.
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The proceeds shall be utilized for general corporate purposes, including funding and financing activities undertaken in the ordinary course of business.

**Note: The interest rates, maturity and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate will be determined based on the prevailing market conditions.*

Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(4)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary -** Non-Convertible Debentures	
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.* Before Transaction After Transaction	Not Applicable, as the Company is a Non-Banking Financial Company (NBFC-ICC) registered with the Reserve Bank of India.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.* Before Transaction After Transaction	Not Applicable, as the Company is a Non-Banking Financial Company (NBFC-ICC) registered with the Reserve Bank of India.

Para 5 Minimum Information to be provided to the shareholders for approval of material RPTs : All information covered in explanatory statement.

The Policy on Related Party Transactions is available on the website of the Company, at https://www.adityabirlacapital.com/investor-relations/policies-and-code.

None of the disclosure requirements have been redacted from this explanatory statement. The afore-mentioned details provide all the necessary information to the shareholders for informed decision-making.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution of the Notice. Thus, the said proposal is being placed before the non-related party shareholders for their approval.

The Board after considering the recommendation and approval of the Audit Committee and the reasons set out in this Explanatory Statement, is of the opinion that the proposed related party transactions are in the best interest of the Company and its shareholders. Accordingly, the Board recommends the Ordinary Resolution as set out in this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, directly or indirectly concerned or interested, in this transaction, except to the extent of their shareholding, if any, in Grasim Industries Limited and the Company.

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

Sd/-
Santosh Haldankar
Company Secretary
Membership No. A19201

Place: Mumbai
Date: 20 November 2026