Aditya Birla Money Ltd.

ADITYA BIRLA CAPITAL
STOCKS & SECURITIES

Ref: SECTL/2026 – 354

November 19, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East)
MUMBAI – 400 051

Scrip Code: BSE – 532974

NSE – BIRLAMONEY

Sub: Notice of the Extra-Ordinary General Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir / Madam,

This is further to our letter dated November 14, 2026, and pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby submit the Notice convening the Extra-ordinary General Meeting (`EOGM') of the Company scheduled to be held on **Friday, December 11, 2026,** at **12:00 noon** (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

The said Notice having instructions to attend EoGM through Video Conferencing / Other Audio Visual Means & instruction for E-voting is available on the Company's website https://stocksandsecurities.adityabirlacapital.com/investor/Announcements

This is for your information and record.

Thanking you,

Yours faithfully,
For **Aditya Birla Money Limited**

RAVINDERA NAHAR
Digitally signed by RAVINDERA NAHAR
Date: 2026.11.19 17:35:11 +05'30'

Ravindera Nahar

Chief Financial Officer

Encl: a/a

Aditya Birla Money Ltd.

ADITYA BIRLA CAPITAL
STOCKS & SECURITIES

Aditya Birla Money Limited

Registered Office: Indian Rayon Compound, Veraval - 362266, Gujarat
Corporate Office: Sai Sagar, 2nd & 3rd Floor, Plot No. M-7, Thiru-Vi-Ka (SIDCO) Industrial Estate, Guindy, Chennai - 600032
Tel: +91 44 4949 0000; Fax: +91 44 2250 1095; Email: abml.investorgrievance@adityabirlacapital.com
CIN: L65993GJ1995PLC064810; Website: https://stocksandsecurities.adityabirlacapital.com

NOTICE is hereby given that the **Extra-Ordinary General Meeting ("EoGM")** of the Shareholders (**"Members"**) of **ADITYA BIRLA MONEY LIMITED ("the Company")** will be held on **Friday, December 11, 2026, at 12:00 Noon** (Indian Standard Time) through Video Conferencing (**"VC"**) / Other Audio-Visual Means (**"OAVM"**) to transact the following business:

SPECIAL BUSINESS:

1. Approval of Material Related Party Transaction between the Company and Aditya Birla Capital 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 (**"Act"**) and rules made thereunder; other applicable laws/provisions, if any, and the Company's Policy on Related Party Transaction(s) and pursuant to the recommendation and approval of the Audit Committee and 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 transaction or otherwise) with Aditya Birla Capital Limited (**"ABCL"**), the holding Company of the Company and accordingly, a related party within the meaning of Regulation 2(1)(zb) of the Listing Regulations, and Section 2(76) of the Act for an amount aggregating upto ₹ 290 Crore (Rupees Two Hundred Ninety 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 for Item No. 1 to the notice of EoGM, 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 authorized 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 authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Executive Officer 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 authorized by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects, without requiring the Board to secure any further consent or approval of the Members of the Company."

2. Issuance of 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 1 on a private placement basis to Aditya Birla Capital Limited for an aggregate consideration upto ₹140 Crore

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to 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), to create, offer, issue and allot on a private placement basis, in one or more tranches, upto 1,40,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 1 of nominal

value of ₹100/- each (**"Series 1 Preference Shares"**), aggregating upto ₹1,40,00,00,000 (Rupees One Hundred Forty Crore Only) at an issue price of ₹100 per Series 1 Preference Share to Aditya Birla Capital Limited, Promoter and Holding Company, the proceeds of which are proposed to be utilized towards redemption of the existing Redeemable Preference Shares of the Company and for the business operations of the Company, on the terms and conditions as enumerated and set out in the explanatory statement for Item No. 2 of this Notice."

"**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the Series 1 Preference Shares are as under:

a) the Series 1 Preference Shares shall carry a preferential right vis-à-vis the equity shares of the Company with respect to the payment of dividend, if any, declared by the Board and repayment of capital on winding up;

b) the Series 1 Preference Shares shall be non-participating in surplus funds;

c) the Series 1 Preference Shares shall be non-participating in surplus assets and profits on winding up which may remain after the entire capital has been repaid;

d) dividend payable on the Series 1 Preference Shares shall be cumulative;

e) the Series 1 Preference Shares shall not be convertible into equity shares;

f) the Series 1 Preference Shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013 or any amendment or re-enactment thereof;

g) the Series 1 Preference Shares will not be listed on any of the recognized stock exchanges;

h) the Series 1 Preference Shares shall be redeemable at a redemption price of ₹127.02 per Series 1 Preference Share, including a premium of ₹27.02 per Series 1 Preference Share, aggregating upto ₹177.83 Crore upon maturity at the end of five years, or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the holders of the Series 1 Preference Shares under Section 48 of the Companies Act, 2013 and other applicable provisions, if any, but not later than a period exceeding ten years from the date of allotment; and

i) the Company shall have the right, exercisable at its sole discretion, to redeem the Series 1 Preference Shares upon completion of three years from the date of issuance, at a redemption price of ₹115.43 per Series 1 Preference Share, aggregating upto ₹161.60 Crore."

"**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of Aditya Birla Capital Limited in Form PAS-5 and the Board be and is hereby authorized to make an offer to Aditya Birla Capital Limited through Private placement offer letter cum application letter in Form PAS-4 or such other form as prescribed under the Act."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including any modification to the terms of the issue), entering into contracts, arrangements, agreements and documents (including for appointment of agencies, intermediaries and advisors for the issuance of Series 1 Preference Shares on a private placement basis), and to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board may in its absolute discretion shall deem fit, without being required to seek any fresh approval of the Members, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Series 1 Preference Shares as appropriate and utilisation of such proceeds on a private placement basis , open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the issuance of the Series 1 Preference Shares on a private placement basis, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of the Series 1 Preference Shares as may be required by any regulatory or other authorities, without being required to seek any further consent or approval of the Members."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issuance of Series 1 Preference Shares on a private placement basis and to settle any questions or difficulties that may arise in this regard."

"**RESOLVED FURTHER THAT**, the Board and/ or the Key Managerial Personnel of the Company be and are hereby authorized severally to sign, modify, alter, certify and file the necessary e-forms with the Registrar of Companies, within such time as may be prescribed and provide certified copies of the same, as may be deemed necessary."

3. Issuance of 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 on a private placement basis to Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates for an aggregate consideration upto ₹50 Crore.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to 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), to create, offer, issue and allot on a private placement basis, in one or more tranches, upto 50,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 of nominal value of ₹100/- each (**"Series 2 Preference Shares"**), aggregating upto ₹50,00,00,000 (Rupees Fifty Crore Only) at an issue price of ₹100 per Series 2 Preference Share to Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates the proceeds of which are proposed to be utilized towards redemption of the existing Redeemable Preference Shares of the Company and for the business operations of the Company, on the terms and conditions as enumerated and set out in the explanatory statement for Item No. 3 of this Notice."

"**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the Series 2 Preference Shares are as under:

a) the Series 2 Preference Shares shall carry a preferential right vis-à-vis the equity shares of the Company with respect to the payment of dividend, if any, declared by the Board and repayment of capital on winding up;

b) the Series 2 Preference Shares shall be non-participating in surplus funds;

c) the Series 2 Preference Shares shall be non-participating in surplus assets and profits on winding up which may remain after the entire capital has been repaid;

d) dividend payable on the Series 2 Preference Shares shall be cumulative;

e) the Series 2 Preference Shares shall not be convertible into equity shares;

f) the Series 2 Preference Shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013 or any amendment or re-enactment thereof;

g) the Series 2 Preference Shares will not be listed on any of the recognized stock exchanges;

h) the Series 2 Preference Shares allotted under this resolution shall be redeemable at a redemption price of ₹127.02 per Series 2 Preference Share, including a premium of ₹27.02 per Series 2 Preference Share, aggregating upto ₹63.51 Crore upon maturity at the end of five years, or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the holders of the Series 2 Preference Shares under Section 48 of the Companies Act, 2013 and other applicable provisions, if any, but not later than a period exceeding ten years from the date of allotment;

i) the Company shall have the right, exercisable at its sole discretion, to redeem the Series 2 Preference Shares allotted under this resolution upon completion of three years from the date of issuance, at a redemption price of ₹115.43 per Series 2 Preference Share, aggregating upto ₹57.72 Crore."

"**RESOLVED FURTHER THAT**, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates in Form PAS-5 and the Board be and is hereby authorized to make an offer to Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates through a private placement offer letter cum application letter in Form PAS-4 or such other form as prescribed under the Act."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements and documents (including for appointment of agencies, intermediaries and advisors for the issuance of Series 2 Preference Shares on a private placement basis), and to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board may in its absolute discretion shall deem fit, without being required to seek any fresh approval of the Members, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Series 2 Preference Shares as appropriate and utilisation of such proceeds on a private placement basis, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the issuance of the Series 2 Preference Shares on a private placement basis, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of the Series 2 Preference Shares as may be required by any regulatory or other authorities, without being required to seek any further consent or approval of the Members."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issuance of Series 2 Preference Shares on a private placement basis and to settle any questions or difficulties that may arise in this regard."

"**RESOLVED FURTHER THAT**, the Board and/ or the Key Managerial Personnel of the Company be and are hereby authorized severally to sign, modify, alter, certify and file the necessary e-forms with the Registrar of Companies, within such time as may be prescribed and provide certified copies of the same, as may be deemed necessary."

4. Issuance of 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 on a private placement basis to West Coast Paper Mills Limited for an aggregate consideration upto ₹5 Crore

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to 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), to create, offer, issue and allot on a private placement basis, in one or more tranches, upto 5,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 of nominal value of ₹100/- each (**"Series 2 Preference Shares"**), aggregating upto ₹5,00,00,000 (Rupees Five Crore Only) at an issue price of ₹100 per Series 2 Preference Share to West Coast Paper Mills Limited, the proceeds of which are proposed to be utilized towards redemption of the existing Redeemable Preference Shares of the Company and for the business operations of the Company, on the terms and conditions as enumerated and set out in the explanatory statement for Item No. 4 of this Notice."

"**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the Series 2 Preference Shares are as under:

a) the Series 2 Preference Shares shall carry a preferential right vis-à-vis the equity shares of the Company with respect to the payment of dividend, if any, declared by the Board and repayment of capital on winding up;

b) the Series 2 Preference Shares shall be non-participating in surplus funds;

c) the Series 2 Preference Shares shall be non-participating in surplus assets and profits on winding up which may remain after the entire capital has been repaid;

d) dividend payable on the Series 2 Preference Shares shall be cumulative;

e) the Series 2 Preference Shares shall not be convertible into equity shares;

f) the Series 2 Preference Shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013 or any amendment or re-enactment thereof;

g) the Series 2 Preference Shares will not be listed on any of the recognized stock exchanges;

h) the Series 2 Preference Shares allotted under this resolution shall be redeemable at a redemption price of ₹127.02 per Series 2 Preference Share, including a premium of ₹27.02 per Series 2 Preference Share, aggregating upto ₹6.35 Crore upon maturity at the end of five years, or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the holders of the Series 2 Preference Shares under Section 48 of the Companies Act, 2013 and other applicable provisions, if any, but not later than a period exceeding ten years from the date of allotment; and

i) the Company shall have the right, exercisable at its sole discretion, to redeem the Series 2 Preference Shares allotted under this resolution upon completion of three years from the date of issuance, at a redemption price of ₹115.43 per Series 2 Preference Share, aggregating upto ₹5.77 Crore."

"**RESOLVED FURTHER THAT**, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of West Coast Paper Mills Limited in Form PAS-5 and the Board be and is hereby authorized to make an offer to West Coast Paper Mills Limited through Private placement offer letter cum application letter in Form PAS-4 or such other form as prescribed under the Act."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements and documents (including for appointment of agencies, intermediaries and advisors for the issuance of Series 2 Preference Shares on a private placement basis), and to authorize all such persons as may be necessary in connection therewith and

incidental thereto as the Board may in its absolute discretion shall deem fit, without being required to seek any fresh approval of the Members, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Series 2 Preference Shares as appropriate and utilisation of such proceeds on a private placement basis, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the issuance of the Series 2 Preference Shares on a private placement basis, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of the Series 2 Preference Shares as may be required by any regulatory or other authorities, without being required to seek any further consent or approval of the Members."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the private placement and to settle any questions or difficulties that may arise in this regard."

"**RESOLVED FURTHER THAT**, the Board and/ or the Key Managerial Personnel of the Company be and are hereby authorized severally to sign, modify, alter, certify and file the necessary e-forms with the Registrar of Companies, within such time as may be prescribed and provide certified copies of the same, as may be deemed necessary."

5. Issuance of 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 on a private placement basis to Andhra Paper Limited for an aggregate consideration upto ₹5 Crore

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to 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), to create, offer, issue and allot on a private placement basis, in one or more tranches, upto 5,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 of nominal value of ₹100/- each (**"Series 2 Preference Shares"**), aggregating upto ₹5,00,00,000 (Rupees Five Crore Only) at an issue price of ₹100 per Series 2 Preference Share to Andhra Paper Limited, the proceeds of which are proposed to be utilized towards redemption of the existing Redeemable Preference Shares of the Company and for the business operations of the Company, on the terms and conditions as enumerated and set out in the explanatory statement for Item No. 5 of this Notice."

"**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the Series 2 Preference Shares are as under:

a) the Series 2 Preference Shares shall carry a preferential right vis-à-vis the equity shares of the Company with respect to the payment of dividend, if any, declared by the Board and repayment of capital on winding up;

b) the Series 2 Preference Shares shall be non-participating in surplus funds;

c) the Series 2 Preference Shares shall be non-participating in surplus assets and profits on winding up which may remain after the entire capital has been repaid;

d) dividend payable on the Series 2 Preference Shares shall be cumulative;

e) the Series 2 Preference Shares shall not be convertible into equity shares;

f) the Series 2 Preference Shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013 or any amendment or re-enactment thereof;

g) the Series 2 Preference Shares will not be listed on any of the recognized stock exchanges;

h) the Series 2 Preference Shares allotted under this resolution shall be redeemable at a redemption price of ₹127.02 per Series 2 Preference Share, including a premium of ₹27.02 per Series 2 Preference Share, aggregating upto ₹6.35 Crore upon maturity at the end of five years, or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the holders of the Series 2 Preference Shares under Section 48 of the Companies Act, 2013 and other applicable provisions, if any, but not later than a period exceeding ten years from the date of allotment; and

i) the Company shall have the right, exercisable at its sole discretion, to redeem the Series 2 Preference Shares allotted under this resolution upon completion of three years from the date of issuance, at a redemption price of ₹115.43 per Series 2 Preference Share, aggregating upto ₹5.77 Crore."

"**RESOLVED FURTHER THAT**, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of Andhra Paper Limited in Form PAS-5 and the Board be and is hereby authorized to make an offer to Andhra Paper Limited through Private placement offer letter cum application letter in Form PAS-4 or such other form as prescribed under the Act."

"**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements and documents (including for appointment of agencies, intermediaries and advisors for the issuance of Series 2 Preference Shares on a private placement basis), and to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board may in its absolute discretion shall deem fit, without being required to seek any fresh approval of the Members, and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Series 2 Preference Shares as appropriate and utilisation of such proceeds on a private placement basis, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the issuance of the Series 2 Preference Shares on a private placement basis, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of the Series 2 Preference Shares as may be required by any regulatory or other authorities, without being required to seek any further consent or approval of the Members."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the private placement and to settle any questions or difficulties that may arise in this regard."

"**RESOLVED FURTHER THAT**, the Board and/ or the Key Managerial Personnel of the Company be and are hereby authorized severally to sign, modify, alter, certify and file the necessary e-forms with the Registrar of Companies, within such time as may be prescribed and provide certified copies of the same, as may be deemed necessary."

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

Ravindera Nahar
Chief Financial Officer

Place: Mumbai
Date: November 14, 2026

A] CONDUCT OF EXTRA-ORDINARY GENERAL MEETING AND ATTENDANCE

1. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms 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 Securities Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 read with SEBI Master Circular SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 issued in this regard, (collectively referred to as "Relevant Circulars"), have permitted convening the General Meeting through VC or OAVM without physical presence of the Members. In accordance with the Relevant Circulars, applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Extra-Ordinary General Meeting ("EoGM") of the Company is being held through VC / OAVM.

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

4. Since this EoGM is being held through VC / OAVM, pursuant to the relevant Circulars:

   a) Members can attend the EoGM through Login Credentials provided to them for this purpose. Physical attendance of the Members at the EoGM 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 Authorized Representatives to attend the EoGM through VC / OAVM and participate thereat and cast their votes through e-Voting.

5. A Corporate Member intending to attend the EoGM through its Authorized Representatives is requested to send to the Scrutinizer and the Company at abml.investorgrievance@adityabirlacapital.com a certified copy of the Board Resolution authorizing such representatives to attend and vote on its behalf at the Meeting.

6. Further, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Members who are attending the EoGM through VC / OAVM can cast their votes through e-Voting.

7. Attendance of the Members attending the EoGM through VC / OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Companies Act, 2013.

8. Since the EoGM will be held through VC/OAVM, the route map of the venue of the EoGM is not Annexed to this Notice.

9. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.

10. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and applicable circulars, the Company is pleased to provide to its Members the facility to exercise their right to vote on Resolutions proposed to be considered at the EoGM by electronic means ("e-Voting") and the business may be transacted through e-Voting services facilitated by CDSL. Members shall have the option to vote electronically either before the EoGM ("remote e-Voting") or during the EoGM.

11. Regulation 40 of the SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in demat mode. Further, SEBI, vide its Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has clarified that listed companies, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above-mentioned service requests, the format of which is available on the Company's website i.e. https://stocksandsecurities.adityabirlacapital.com/investor/Announcements. Further, to eliminate all risks associated with physical shares and for ease of portfolio management and improved liquidity, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.

12. SEBI, via its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/195 dated 28 December 2023 (as amended), requires shareholders to first submit grievances directly to the listed entity. If unresolved, complaints can be escalated via the SCORES 2.0 portal. Only after exhausting these options can disputes be taken to the Online Dispute Resolution ("ODR") Portal, in line with SEBI requirements. The Master Circular is available at: https://www.sebi.gov.in/legal/master-circulars/dec-2023/master-circular-for-online-resolution-of-disputes-in-the-indian-securities-market_80236.html

13. Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in, signed, and sent to the Company or RTA.

14. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchange. Considering the advantages of scrip less/demat trading, Shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.

15. 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 dematerialised form.

16. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the Cut-off Date will be entitled to vote during the EoGM.

B] REMOTE E-VOTING FACILITY

1. In Compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EoGM.

2. The Board of Directors has appointed Mr. Dilip Bharadiya, Partner at M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries (Firm's Registration No. P2005MH091600), as the Scrutinizer for scrutinizing the e-Voting process in a fair and transparent manner.

3. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the EoGM will be provided by CDSL.

4. **Friday, 4th December 2026** shall be the **Cut-off Date** as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.

5. **The e-Voting period begins on Tuesday, 8th December 2026 at 9.00 a.m. and will end on Thursday, 10th December 2026 at 5.00 p.m.** During this period, Shareholders of the Company holding shares either in physical or dematerialized form, as on the cut-off date (record date) of 4th December 2026 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

6. Pursuant to SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders / Retail Shareholders is at a negligible level.

7. Members who wish to express their views or ask questions during the EOGM may register themselves as Speakers by sending the request at least 10 days prior to the meeting mentioning their Name, Demat Account Number/Folio Number, email Id, Mobile Number at abml.investorgrievance@adityabirlacapital.com.

   Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the EoGM.

8. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their Demat Accounts / websites of Depositories / Depository Participants. Demat Account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

C] REGISTRATION OF EMAIL ID AND MOBILE NUMBER

Processes for those Shareholders whose email id/mobile number are not registered with the Company/Depositories:

1. **For Physical Shareholders** - Please provide necessary details like folio number, name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self- attested scanned copy of PAN Card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to abml.investorgrievance@adityabirlacapital.com.

2. **For Demat Shareholders** - Please update your email id and mobile number with your respective Depository Participant (DP).

3. **For Individual Demat Shareholders** - Please update your email id and mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

D] ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE

In terms of SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual Shareholders holding securities in demat mode CDSL / NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	**If registered for NSDL IDeAS facility** a) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. b) Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. c) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. d) A new screen will open. e) You will have to enter your User ID and Password. f) After successful authentication, you will be able to see e-Voting services. g) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. h) Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **If not registered for NSDL IDeAS facility** a) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com b) Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp c) Visit the e-Voting website of NSDL. d) Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a personal computer or on a mobile. e) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

Type of Shareholders	Login Method
	f) A new screen will open. g) You will have to 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. h) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. i) Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the **company name or e-Voting service provider name** and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. a) After Successful login, you will be able to see e-Voting option. b) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. c) Click **on the Company name or e-Voting service provider name** and you will be redirected to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for 'Individual Shareholders holding securities in demat mode' for any technical issues related to login through Depository i.e. CDSL and NSDL is given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by: • sending a request at helpdesk.evoting@cdslindia.com or • call at Toll Free No.: 1800 21 09911
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by: • sending a request at evoting@nsdl.co.in or • call at Toll Free No.: 022 - 4886 7000 and 022 - 2499 7000

E] ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE

(i) INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND

(ii) SHAREHOLDERS OTHER THAN INDIVIDUALS VIZ. INSTITUTIONS / CORPORATE SHAREHOLDERS holding in Demat form.

i) The Shareholders should log on to the e-Voting website www.evotingindia.com

ii) Click on "Shareholders" module.

iii) Enter your User ID

a. **For CDSL**: 16 digits Beneficiary ID,

b. **For NSDL**: 8-character DP ID followed by 8 digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any Company, then your existing password is to be used.

vi) If you are a first-time user, follow the steps given below:

(For Physical shareholders and other than individual shareholders holding shares in Demat.)

PAN	Enter your 10-digit alpha-numeric * PAN issued by Income Tax Department (**Applicable for both demat Shareholders as well as physical Shareholders**) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA/Company or contact RTA/Company.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field.

vii) After entering these details appropriately, click on "**SUBMIT**" tab.

viii) Shareholders holding shares in Physical Form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your Password Confidential.

ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for the Aditya Birla Money Limited on which you choose to vote.

xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii) There is also an option provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification

xviii) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A Scanned Copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; abml.investorgrievance@adityabirlacapital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

F] INSTRUCTIONS FOR ATTENDING THE EoGM THROUGH VC / OAVM AND VOTING AT THE EoGM

1) The procedure for Attending Meeting and e-Voting on the day of the EoGM is same as the instructions mentioned above for e-Voting.

2) The link for VC/OAVM to attend the meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.

3) The Members can join the EoGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

4) Members may note that VC/OAVM facility, provided by CDSL, will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EoGM without restriction on account of first come first served basis.

5) Members may join the EoGM through Laptops, Smartphones, Tablets or iPads for a better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the EoGM. Members will need the latest version of their Web Browser.

6) Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

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

8) Only those Shareholders, who are present in the EoGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the EoGM.

9) If any Votes are cast by the Shareholders through the e-Voting available during the EoGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.

10) Shareholders who have voted through Remote e-voting will be eligible to attend the EoGM. However, they will not be eligible to vote at the EoGM.

G] GENERAL INSTRUCTIONS

1) Statutory Registers and all documents referred to in the Notice and the Explanatory Statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of EoGM. Members seeking to inspect such documents can send an email to abml.investorgrievance@adityabirlacapital.com with the subject line "Aditya Birla Money Limited - EoGM".

2) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can: email to helpdesk.evoting@cdslindia.com or contact at Toll free No. 1800 21 09911

3) All grievances connected with the facility for voting by electronic means may be addressed to:

   Mr. Rakesh Dalvi, Assistant Vice President, Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futurex Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013.or email to helpdesk.evoting@cdslindia.com or call Toll free No.1800 21 09911

4) The Special Resolution(s), if any, shall be declared as passed if the number of votes cast in favour of the Special Resolution(s) are not less than three times the number of votes cast against the Special Resolution(s) and the Ordinary Resolution(s) shall be declared as passed if the number of votes cast in favour of the Ordinary Resolution(s) exceed the number of votes cast against the said Resolution(s).

5) The Scrutinizer shall, after the Conclusion of e-voting at the EoGM, scrutinize the votes cast at the EoGM and votes cast through remote-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or the Chief Financial Officer, who shall counter-sign the same and declare the result of the voting forthwith.

6) The result of e-voting will be declared within two working days of the conclusion of the EoGM and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: https://stocksandsecurities.adityabirlacapital.com/investor/Announcements and on the website of CDSL at: www.evotingindia.com and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

7) The Scrutinizer's decision on the validity of the vote shall be Final & Binding.

8) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the EoGM, i.e.11th December 2026.

9) Members may also write to Manisha Lakhotia - Company Secretary and Compliance Officer in case of grievances connected with voting by electronic means at the mail id: abml.investorgrievance@adityabirlacapital.com

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

Ravindera Nahar
Chief Financial Officer

Place: Mumbai
Date: November 14, 2026

EXPLANATORY STATEMENT

As required under Section 102(1) of the Companies Act, 2013 and the rules thereunder, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**), the following explanatory statement sets out all material facts relating to the special business(es) mentioned in the accompanying notice of the EoGM:

Item No. 1:

Approval of Material Related Party Transaction between the Company and Aditya Birla Capital Limited, the Holding Company:

Aditya Birla Capital Limited ("ABCL") is the promoter and holding company of Aditya Birla Money Limited ("the Company") and a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations. ABCL is a listed systemically important non-deposit taking upper layer Non-Banking Financial Company (NBFC). ABCL holds investments in its subsidiaries and associate companies engaged in diverse financial services, including insurance, asset management, housing finance etc.,

In order to strengthen its capital base and support its business objectives, capital requirements and future growth initiatives, the Board of Directors of the Company has inter-alia proposed to raise funds from its promoter and holding company, Aditya Birla Capital Limited, by way of issuance of 5% Cumulative Non-Convertible Redeemable Preference Shares – Series 1 ("Series 1 Preference Shares") on a private placement basis, subject to the approvals of the shareholders and other regulatory approvals, as may be required. ABCL, proposes to subscribe to the Series 1 Preference Shares of the Company proposed to be issued on a private placement basis for an amount upto ₹140 Crore, along with other proposed investors. Further, the Company proposes to redeem the existing preference share investment of ₹16 Crore, together with the redemption premium thereon, aggregating upto ₹110 Crore. In addition, other business transactions already approved by the Board amounts upto ₹40 Crore. Accordingly, the aggregate value of the proposed transactions with ABCL is upto ₹290 Crore.

Since ABCL is a related party of the Company, the proposed transaction is a related party transaction under the applicable provisions of the Companies Act, 2013 and the Listing Regulations. In compliance with Regulation 23(4) read with Schedule XII of the Listing Regulations, where the annual consolidated turnover of a listed company is upto ₹20,000 Crore, a related party transaction is considered material, if the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds the prescribed materiality threshold, i.e. 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements. Accordingly, the materiality threshold for the Company as per its last audited financial statements (i.e., FY 2025-26) is ₹46.86 Crore, being 10% of the annual consolidated turnover of the Company, i.e. ₹468.59 Crore.

As the value of the proposed transactions with ABCL is expected to cross the applicable materiality threshold specified under Regulation 23 of the Listing Regulations, approval of the members by way of an Ordinary Resolution is being sought.

The transaction is proposed to be undertaken on an arm's length basis and in the ordinary course of business. All related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The members of the Audit Committee, who are independent directors, at their meeting held on 14th November 2026, after reviewing the terms and conditions including necessary information, of the proposed transaction and considering the rationale and benefits thereof, has accorded their approval for entering into material related party transaction with ABCL for an aggregate value upto ₹290 Crore. The Audit Committee has reviewed the certificate provided by the Chief Executive Officer and Chief Financial Officer of the Company confirming that the terms of related party transaction proposed to be entered into with ABCL are in the ordinary course of business and on an arm's length basis, and in the interest of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations, Securities and Exchange Board of India (**"SEBI"**) Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and last updated on January 30, 2026, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and other relevant circulars issued by SEBI from time to time along with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 are set forth below:

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	Aditya Birla Capital Limited (ABCL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	ABCL is a listed systemically important non-deposit taking upper layer Non-Banking Financial Company (NBFC).

<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:
➢ Shareholding of the Company whether direct or indirect, in the related party.
➢ 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
➢ Shareholding of the related party, whether direct or indirect, in the Company.</td><td>Promoter and Holding Company

NIL

Not Applicable

ABCL holds 73.53% of the paid-up equity share capital of the Company as on September 30, 2026, and 100% of the existing preference share capital of the Company.</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>
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (₹ in Crore)</th></tr>
<tr><td>1.</td><td>Cost / charges to the Company pursuant to exercise of Options under the Aditya Birla Employees Stock Option Scheme 2017 of ABCL</td><td>2.25</td></tr>
<tr><td>2.</td><td>Interest on existing preference shares</td><td>6.56</td></tr>
<tr><td>3.</td><td>Management Support, Business Advisory Support services, Infrastructure facilities / services and other Transactions</td><td>1.48</td></tr>
<tr><td>4.</td><td>Recovery of Cost - Infrastructure, Manpower and other allied expenses</td><td>4.54</td></tr>
<tr><td>5.</td><td>Management Fees / Brokerage/ Commission / Custodian Fees (As a Client)</td><td>5.05</td></tr>
<tr><td></td><td>Total</td><td>19.88</td></tr>
</table>
</td></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 upto the quarter immediately preceding the quarter in which the approval is sought.</td><td>
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>April to September 2026 (₹ in Crore)</th></tr>
<tr><td>1.</td><td>Cost / charges to the Company pursuant to exercise of Options under the Aditya Birla Employees Stock Option Scheme 2017 of ABCL</td><td>2.18</td></tr>
<tr><td>2.</td><td>Interest on existing preference shares</td><td>3.89</td></tr>
<tr><td>3.</td><td>Management Support, Business Advisory Support services, Infrastructure facilities / services and other Transactions</td><td>2.36</td></tr>
<tr><td>4.</td><td>Recovery of Cost - Infrastructure, Manpower and other allied expenses</td><td>-</td></tr>
<tr><td>5.</td><td>Management Fees / Brokerage/ Commission / Custodian Fees (As a Client)</td><td>3.78</td></tr>
<tr><td></td><td>Total</td><td>12.21</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>Issuance of Series 1 Preference Shares</td><td>140</td></tr>
<tr><td>2.</td><td>Redemption of existing preference shares</td><td>110</td></tr>
<tr><td>3.</td><td>Cost / charges to the Company pursuant to exercise of Options under the Aditya Birla Employees Stock Option Scheme 2017 of Aditya Birla Capital Limited</td><td>10</td></tr>
<tr><td>4.</td><td>Management Support, Business Advisory Support services, Infrastructure facilities / services and other Transactions</td><td>10</td></tr>
<tr><td>5.</td><td>Recovery of Cost - Infrastructure, Manpower and other allied expenses.</td><td>10</td></tr>
<tr><td>6.</td><td>Management Fees / Brokerage/ Commission / Custodian Fees (As a Client).</td><td>10</td></tr>
<tr><td></td><td>Total</td><td>290</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 (FY2026)</td><td>61.89%</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.</td><td>0.64%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year (FY 2025-26):</td><td>
<table>
<tr><th>Particulars</th><th>FY 2025-26 (₹ in Crore)</th></tr>
<tr><td>Standalone Turnover</td><td>17,473</td></tr>
<tr><td>Profit After Tax</td><td>3,109</td></tr>
<tr><td>Net worth</td><td>28,701</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 (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</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 (tenure in number of years or months to be specified)</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>₹290 Crore</td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th colspan="2">Information provided by the Management</th></tr>
<tr><td rowspan="6">6.</td><td rowspan="6">Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>Issuance of Series 1 Preference Shares</td><td>➢ The proposed infusion of funds by ABCL through subscription to the Series 1 Preference Shares will strengthen the capital base of the Company and support its long-term growth strategy.
➢ The additional capital will provide financial flexibility to the Company for meeting its business requirements, supporting expansion initiatives, maintaining regulatory capital adequacy, and pursuing growth opportunities in its existing and emerging business segments.
➢ Availability of long-term capital will enable the Company to efficiently manage its capital structure, enhance operational resilience and support sustainable business growth.
➢ The proposed funding demonstrates the continued commitment of the promoter and Holding Company, towards the growth, stability and long-term success of the Company.</td></tr>
<tr><td>Redemption of existing preference shares</td><td>The proposed arrangement enables the Company to discharge its repayment obligations towards its redemption of existing preference shares and streamline its capital structure, thereby ensuring efficient management of its financial resources.</td></tr>
<tr><td>Cost / charges to the Company pursuant to exercise of Options under the Aditya Birla Employees Stock Option Scheme 2017 of Aditya Birla Capital Limited</td><td>The ESOP arrangement is intended to attract, retain and motivate talent, particularly in a competitive employment market.</td></tr>
<tr><td>Management Support, Business Advisory Support services, Infrastructure facilities / services and other Transactions</td><td rowspan="3">The Company would undertake these transactions in furtherance of its business and operational activities which will help in generating revenue and enhancing business operations of the Company.</td></tr>
<tr><td>Recovery of Cost - Infrastructure, Manpower and other allied expenses.</td></tr>
<tr><td>Management Fees / Brokerage/ Commission / Custodian Fees (As a Client).</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>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>Aditya Birla Capital Limited (Promoter of the Company)</td><td>73.53% of equity shares in Aditya Birla Money Limited
100% of preference shares in Aditya Birla Money Limited</td></tr>
<tr><td>Ms. Pinky Mehta (Chief Financial Officer of ABCL)</td><td>0.0203% of equity shares in Aditya Birla Capital Limited</td></tr>
<tr><td>Mr. Shriram Jagetiya
Non-Executive Director of ABML</td><td>0.0004% of equity shares in Aditya Birla Capital Limited</td></tr>
<tr><td>Mr. Tushar Shah
Non-Executive Director of ABML</td><td>0.0242% of equity shares in Aditya Birla Capital Limited</td></tr>
<tr><td>Mr. Ashok Suvarna
Chief Executive Director of ABML</td><td>0.0034% of equity shares in Aditya Birla Capital Limited</td></tr>
<tr><td>Mr. Sharadkumar Bhatia
Independent Director of ABML</td><td>0.0000% of equity shares in Aditya Birla Capital Limited</td></tr>
<tr><td>Mr. Gopi Krishna Tulsian
Non-Executive Director of ABML</td><td>0.0016% of equity shares in Aditya Birla Capital Limited</td></tr>
</table>
Except to the extent of their shareholding in ABCL, 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>Audit Committee has approved the appointment of Registered Valuer at its meeting held on 14th October 2026 under Section 247 of the Companies Act, 2013. Valuation Report for Pricing of Series 1 and Series 2 5% Cumulative Non-Convertible Redeemable Preference Shares shared by Bansi S. Mehta Valuers LLP having Registration No. IBBI/RV-E/06/2022/172 was placed before the members of Audit Committee at its meeting held on 14th November 2026. The report is available for inspection by the members and can also be accessed on the company's website https://stocksandsecurities.adityabirlacapital.com/investor/Announcements and QR code provided here.</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>
<tr><td>B(1)</td><td colspan="2">Disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances - Cost / charges to the Company pursuant to exercise of Employee Stock Options under the Aditya Birla Employees Stock Option Scheme 2017 of Aditya Birla Capital Limited</td></tr>
<tr><td>1.</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td>No</td></tr>
<tr><td>2.</td><td>Basis of determination of price.</td><td>The pricing is determined based on the fair value of ESOPs computed in accordance with the applicable Indian Accounting Standards. The corresponding cost is recharged on a cost-to-cost basis, without any markup.</td></tr>
<tr><td>3.</td><td>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:
<table>
<tr><td>Amount of Trade advance</td></tr>
<tr><td>Tenure</td></tr>
<tr><td>Whether same is self-liquidating?</td></tr>
</table>
</td><td>Not Applicable</td></tr>
</table>

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 -** Management Support, Business Advisory Support services, Infrastructure facilities / services and other Transactions	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2.	Basis of determination of price.	Cost to cost basis
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 is 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 Cost - Infrastructure, Manpower and other allied expenses	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2.	Basis of determination of price.	Cost to cost basis
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 is 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 -** Management Fees / Brokerage/ Commission / Custodian Fees (As a Client	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No
2.	Basis of determination of price.	The fees payable to the related party determined on an arm's length basis. Pricing is established after considering the scope of services rendered, complexity of transactions, time and effort involved, and prevailing market rates for similar services. The fee structure is performance-linked and benchmarked against comparable transactions with unrelated parties to ensure market alignment and fairness.
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 is self-liquidating?	Not Applicable

Para 5 of RPT Industry Standards i.e. Minimum Information to be provided to the shareholders for approval of material RPTs: All other relevant information has been covered in the Explanatory Statement of Item No. 2, 3, 4 and 5.

The Policy on Related Party Transactions is available on the website of the Company, at https://stocksandsecurities.adityabirlacapital.com/investor/Announcements.

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.

Other than as mentioned hereinabove, 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 Aditya Birla Capital Limited and the Company.

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 set out at Item No. 1 of the Notice. Thus, the said proposal is being placed before the non-related party shareholders for their approval.

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.

Item No. 2,3,4 & 5:

Issuance of 5% Cumulative Non-Convertible Redeemable Preference Shares, on a private placement basis for an aggregate consideration upto ₹200 Crore

The Board of Directors at its meeting held on 14th November 2026 *inter-alia* approved creation, offering, issue and allotment on a private placement basis upto 2,00,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares, at a price of ₹100 each, aggregating upto ₹200 Crore (Rupees Two Hundred Crore Only) to the persons mentioned below in the following manner (such persons, the **"Proposed Allottees"** and such issue, the **"Private Placement"**).

No	Name of Proposed Allottee	Class (Promoter/Non-Promoter)	Number of shares to be issued as part of the Issue
1	Aditya Birla Capital Limited	Promoter	Upto 1,40,00,000
2	Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates	Non-Promoter	Upto 50,00,000
3	West Coast Paper Mills Limited	Non-Promoter	Upto 5,00,000
4	Andhra Paper Limited	Non-Promoter	Upto 5,00,000
	Total		**Upto 2,00,00,000**

In terms of Sections 23,42 and 55 of the Companies Act, 2013 ('the Act') read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an offer and issue of preference shares on private placement basis is required to obtain the approval of the Members by way of a Special Resolution for such offer.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 23, 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company to make a private placement of upto 2,00,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares of nominal value of ₹100/- each (**"Preference Shares"**), comprising upto 1,40,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 1 proposed to be issued to Aditya Birla Capital Limited (**"Series 1 Preference Shares"**) and upto 60,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 proposed to be issued to Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates, West Coast Paper Mills Limited and Andhra Paper Limited (**"Series 2 Preference Shares"**), aggregating upto ₹200 Crore (Rupees Two Hundred Crore Only) at an issue price of ₹100 per share on a private placement basis, on the terms and conditions as enumerated and set out hereunder:

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the said issue of Preference Shares are as follows:

a.	The size of the issue and number of preference shares to be issued and nominal value of each share	Upto 2,00,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares of nominal value of ₹100/- each, aggregating upto ₹200 Crore (Rupees Two Hundred Crore Only) at an issue price of ₹100 per share (Series 1 and Series 2 Preference Shares)
b.	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Series 1 and Series 2 Preference Shares will be cumulative, non-participating and non-convertible.
c.	The objectives of the issue	The proposed infusion of funds through subscription to the Series 1 and Series 2 Preference Shares will strengthen the capital base of the Company and support its long-term growth strategy. The additional capital will provide financial flexibility to the Company for meeting its business requirements, supporting expansion initiatives, maintaining regulatory capital adequacy, and pursuing growth opportunities in its existing and emerging business segments. The proposed arrangement enables the Company to discharge its repayment obligations towards its redemption of existing preference shares along with redemption premium and streamline its capital structure, thereby ensuring efficient management of its financial resources.

<table>
<tr><td>d.</td><td>The manner of issue of shares</td><td>The Preference Shares are proposed to be issued on private placement basis as follows:<table><tr><th>Series 1 Preference Shares</th><th>Series 2 Preference Shares</th></tr><tr><td rowspan="3">Aditya Birla Capital Limited, Promoter and Holding Company</td><td>Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates</td></tr><tr><td>West Coast Paper Mills Limited</td></tr><tr><td>Andhra Paper Limited</td></tr></table></td></tr>
<tr><td>e.</td><td>The price at which such shares are proposed to be issued</td><td>Series 1 and Series 2 Preference Shares of nominal value of ₹100 each are proposed to be issued at an issue price of ₹100 per share</td></tr>
<tr><td>f.</td><td>The basis on which the price has been arrived at</td><td>Valuation Report for Pricing of Preference Shares shared by Bansi S. Mehta Valuers LLP having Registration No. IBBI/RV-E/06/2022/172 was placed before the members of Audit Committee at its meeting held on 14th November 2026. The report is available for inspection by the Members and can also be accessed on the company's website https://stocksandsecurities.adityabirlacapital.com/investor/Announcements and QR code provided here.</td></tr>
<tr><td>g.</td><td>The terms of issue, including terms and rate of dividend on each share etc.</td><td>Series 1 and Series 2 Preference Shares are proposed to be issued for a period of 5 (Five) years from the date of allotment with a call option of 3 years. Holder(s) of Series 1 and Series 2 Preference Shares shall be paid dividend at the rate of 5% p.a. on a cumulative basis.</td></tr>
<tr><td>h.</td><td>The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion</td><td>Series 1 and Series 2 Preference Shares shall be redeemable at a redemption price of ₹127.02 per share, including premium of ₹27.02 per share, aggregating upto ₹254.04 Crore upon maturity at the end of five years or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the holders of the Preference Shares under Section 48 of the Companies Act, 2013 and other applicable provisions, if any, but not later than a period exceeding ten years from the date of allotment. The Company shall also have a call option to redeem the Preference Shares at the end of three years from the date of issuance at a price of ₹115.43 per share, aggregating upto ₹230.86 Crore.</td></tr>
<tr><td>i.</td><td>The manner and modes of redemption and proposed time within which the allotment shall be completed</td><td>5% Cumulative Non-Convertible Redeemable Preference Shares in Series 1 and Series 2 shall be redeemable at a redemption price of ₹127.02 per share, including premium of ₹27.02 per share, aggregating upto ₹254.04 Crore upon maturity at the end of five years or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the holders of the Preference Shares under Section 48 of the Companies Act, 2013 and other applicable provisions, if any, but not later than a period exceeding ten years from the date of allotment. The Company shall also have a call option to redeem the 5% Cumulative Non-Convertible Redeemable Preference Shares in Series 1 and Series 2 at the end of three years from the date of issuance at a price of ₹115.43 per share, aggregating upto ₹230.86 Crore.

The allotment of 5% Cumulative Non-Convertible Redeemable Preference Shares in Series 1 and Series 2 is proposed to be completed within the prescribed time under the provisions of the Companies Act, 2013.</td></tr>
<tr><td>j.</td><td>The change in control, if any, in the company that would occur consequent to the preferential offer/ private placement.</td><td>Not Applicable</td></tr>
<tr><td>k.</td><td>The current shareholding pattern of the Company</td><td>The shareholding pattern of the Company as on 30th September 2026 is annexed to this Notice (Annexure A)</td></tr>
<tr><td>l.</td><td>The expected dilution in equity share capital upon conversion of preference shares</td><td>Not applicable since the Preference Shares are proposed to be issued on non-convertible basis.</td></tr>
<tr><td>m.</td><td>The number of persons to whom allotment on preferential basis/private placement have already been made during the year, in terms of number of securities as well as price</td><td>None</td></tr>
</table>

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

a.	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on 14th November 2026 approved the issuance of upto 1,40,00,000 Series 1 - Preference Shares of nominal value of ₹100/- each aggregating upto ₹1,40,00,00,000 (Rupees One Hundred Forty Crore Only) at an issue price of ₹100 per share, to Aditya Birla Capital Limited and upto 60,00,000 Series 2 - Preference Shares of nominal value of ₹100/- each aggregating upto ₹ 60,00,00,000 (Rupees Sixty Crore Only) at an issue price of ₹100 per share to Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates, West Coast Paper Mills Limited, and Andhra Paper Limited.
b.	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue redeemable, cumulative, non-convertible, non-participating Series 1 and Series 2 preference shares at an issue price of ₹100 per share
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	An independent valuation report has been obtained to arrive at the price. The issue price of ₹100 per share, the dividend rate of 5% p.a., and the redemption price of ₹127.02 per share have been determined on the basis of the valuation report of Bansi S. Mehta Valuers LLP, Registered Valuer, wherein the valuer has arrived at the value of the Straight Instrument as of the Valuation Date by considering the present value of dividend payments and redemption proceeds, including a redemption premium of INR 27.02 per RNCPS, considering a tenure of 5 years. To arrive at the value of the redemption option, the valuer has considered the Black Model of option pricing, considering that the option under consideration is a European option (i.e., it can be exercised at the end of the specified tenure) after an initial period of 3 years. The Valuation report can be accessed by the Members on the company's website https://stocksandsecurities.adityabirlacapital.com/investor/Announcements and QR code provided here.
d.	Name and address of valuer who performed valuation	M/s Bansi S. Mehta Valuers LLP, Address: 11/13, Botawala Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400001
e.	Amount which the Company intends to raise by way of such securities	The Company intends to raise upto ₹200 Crore by way of issue of Preference Shares.

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.	Material terms of raising such securities: Series 1 Preference Shares: Upto 1,40,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 1 of nominal value of ₹100/- each, aggregating upto ₹1,40,00,00,000 (Rupees One Hundred Forty Crore Only) at an issue price of ₹100 per Series 1 Preference Share to Aditya Birla Capital Limited, Promoter and Holding Company. Series 2 Preference Shares: Upto 60,00,000 5% Cumulative Non-Convertible Redeemable Preference Shares - Series 2 of nominal value of ₹100/- each, aggregating upto ₹60,00,00,000 (Rupees Sixty Crore Only) at an issue price of ₹100 per Series 2 Preference Share to Alpha Alternatives Fund Advisors LLP (Fund Schemes) and/or its affiliates, West Coast Paper Mills Limited and Andhra Paper Limited. Proposed Time Schedule: Members are requested to refer to point (i) of the table, which sets out the details required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014. Purposes or Objects of offer: Members are requested to refer to point (c) of the table, which sets out the details required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects Kindly refer the resolution no. 2 for the contribution by the promoter. Principle terms of assets charged as securities: Not Applicable

Other than as mentioned hereinabove, none of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, in the proposed transactions, except to the extent of their shareholding, if any, in Aditya Birla Capital Limited and the Company.

The proposed related party transactions are in the best interest of the Company and its shareholders. Accordingly, the Board recommends the Special Resolution set out at Item Nos. 2, 3, 4 and 5 of the Notice for approval by the Members.

Annexure A

The current Equity Shareholding Pattern of the Company as on 30th September 2026, is as follows:

Sr. No.	Category	No. of Shares	% of holding
1.	Promoter / Promoter Group	4,15,50,000	73.53%
2.	Bodies Corporate	6,88,154	1.22%
3.	Individuals - holding upto ₹2 Lakh	1,21,84,019	21.56%
4.	Individuals - holding in excess of ₹2 Lakh	3,50,000	0.62%
5.	Clearing Members	362	0.00%
6.	HUF	6,03,201	1.07%
7.	FPI	34,656	0.06%
8.	NRIs	3,12,471	0.55%
9.	LLP	7,72,771	1.37%
10.	Employees	13,545	0.02%
11.	KMP	22	0.00%
	Total	**5,65,09,201**	**100.00%**

The pre and post equity shareholding pattern of the Company will remain same as there is no issue being made to Equity Shareholders.

Pre and Post Preference Shareholding Pattern of the Company:

Sr. No.	CATEGORY	PRE-ISSUE		POST-ISSUE	
		No. of Shares	% of shareholding	No. of Shares	% of shareholding
A	**Promoters' Holding**				
1	Indian:				
a	Individual	NIL	NIL	NIL	NIL
b	Bodies Corporate				
	Aditya Birla Capital Limited	16,00,000	100%	1,56,00,000	72.22%
	SUB TOTAL	16,00,000	100%	1,56,00,000	72.22%
2	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	**16,00,000**	**100%**	**1,56,00,000**	**72.22%**
B	**Non-Promoters' Holding**				
1	Institutional Investors	NIL	NIL	50,00,000	23.15%
2	Non- Institutional:				
	Private Corporate Bodies	NIL	NIL	10,00,000	4.63%
	RPS	NIL	NIL	NIL	NIL
	Directors and Relatives	NIL	NIL	NIL	NIL
	OCPS	NIL	NIL	NIL	NIL
	Indian Public	NIL	NIL	NIL	NIL
	Others (including NRIs)	NIL	NIL	NIL	NIL
	Sub Total(B)	**NIL**	**NIL**	**60,00,000**	**27.78%**
	GRAND TOTAL	**16,00,000**	**100%**	**2,16,00,000**	**100%**

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

Ravindera Nahar
Chief Financial Officer

Place: Mumbai
Date: November 14, 2026