



June 5, 2024

BSE Limited
Scrip: 535755

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: Proceedings of the meeting of the Equity Shareholders of Aditya Birla Fashion and Retail Limited
(“the Company”) held on June 5, 2024 pursuant to the directions of the National Company Law
Tribunal, Mumbai Bench (“NCLT”)

Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)
2. Our intimation dated May 3, 2024

Dear Sir/ Madam,

Pursuant to the above referred, the meeting of the equity shareholders of the Company held today pursuant to the directions of NCLT, Mumbai Bench through Video Conferencing (“vc”)/Other Audio-Visual Means (“OAVM”), to consider and approve the Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors (“Scheme”) under Sections 230-232 of the Companies Act, 2013 and other applicable provisions. The meeting commenced at 11:30 a.m. and concluded at 12:12 p.m.

In this regard, please find enclosed summary of the proceedings as **Annexure A** (as per SEBI Listing Regulations).

The results of voting will be intimated to you separately.

This is for your information and record.

Thanking you.

Sincerely,
For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

Encl.: a/a

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

Piramal Agastya Corporate Park, Building ‘A’,
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

CIN: L18101MH2007PLC233901
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Annexure A

SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF ADITYA BIRLA FASHION AND RETAIL LIMITED PURSUANT TO ORDER DATED APRIL 26, 2024 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("Hon'ble NCLT")

MEETING DETAILS	
DAY & DATE	Wednesday & June 5, 2024.
TIME	Commenced at: 11:30 a.m. Concluded at: 12:12 p.m.
MODE OF MEETING	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Proceedings, in brief

NCLT Appointed:

- Ms. Seema Khorana Patra (Retired IRS) as Chairperson for the Meeting and
- Mr. Mitesh Shah, (ICSI No.: -F10070 COP: -12891) as Scrutinizer to scrutinize the e-voting of the Meeting.

Management Participants:

- Mr. Ashish Dikshit, Managing Director;
- Ms. Sukanya Kripalu, Independent Director;
- Mr. Yogesh Chaudhary, Independent Director;
- Mr. Jagdish Bajaj, Chief Financial Officer and
- Mr. Anil Malik, President & Company Secretary

Invitees:

- Mr. Abdul Majeed, Partner, Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditor
- Mr. Dilip Bharadiya, Partner, M/s. Dilip Bharadiya & Associates, Company Secretaries, Secretarial Auditor

The Meeting was conducted in the matter of Scheme of Amalgamation amongst TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective creditors and shareholders and in accordance with the applicable provisions under the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars issued by Ministry of Corporate Affairs and SEBI.

Mr. Anil Malik, President & Company Secretary of the Company has:

- welcomed all the shareholders to the Meeting convened as per the directions of Hon'ble NCLT and
- introduced the Chairperson of the Meeting appointed by the Hon'ble NCLT and Directors/Officer of the Company.

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Ms. Seema Khorana Patra was appointed as a Chairperson of the Meeting by Hon'ble NCLT pursuant to its order dated April 26, 2024. Accordingly, Ms. Seema Khorana Patra presided over the Meeting as the Chairperson of the Meeting.

The Chairperson:

- welcomed the Shareholders to the Meeting and on requisite quorum being present, called the Meeting to order;
- informed the Members that:
 - ✓ meeting was conducted through VC / OAVM;
 - ✓ notice of the Meeting along with Statement under Section 102 of the Act, Scheme of Amalgamation and other relevant documents in connection with the Scheme and as referred to in the Notice had been dispatched to the Shareholders through electronic means via e-mail to those shareholders whose e-mail addresses were registered with the Company / Registrar and Transfer Agents / Depository Participant(s)/ Depositories as on Friday, April 26, 2024 and were taken as read;
 - ✓ advertisements containing the details of the Meeting, sending of the Notice to the Meeting and details on e-voting were duly published in Business Standard in English and Navshakti in Marathi, in accordance with the directions of the Hon'ble NCLT;
 - ✓ Mr. Mitesh Shah, a Practicing Company was appointed as scrutinizer to scrutinize the e-voting during the Meeting, was also present at the Meeting through VC;
 - ✓ the documents for inspection can be accessed through the 'Inspection Tab' on the 'InstaMeet' portal of the Link Intime India Private Limited and
 - ✓ to express their views, ask questions related to Scheme and seek clarifications on the Scheme, if any.

Chairperson thanked all the shareholders, Board of Directors, Chief Financial Officer, Company Secretary of the Company and representatives of the statutory and secretarial auditors for joining the Meeting.

Thereafter, Mr. Ashish Dikshit, Managing Director of the Company apprised the shareholders about the scheme and its rationale. Mr. Dikshit has also answered all the queries of the shareholders.

The Chairperson of the Meeting has also informed the members that:

- In terms of the Notice, the following business is transacted at the Meeting:

Item No.	Business	Resolution Type
1.	Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013.	Requisite Majority*

**Majority of persons representing three-fourth in value.*

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- Method of voting for the Resolutions: Remote e-voting and e-voting (Insta Poll).
- Informed the Members that the voting at the Meeting shall be available for 15 minutes post closure of the Meeting for those shareholders who have not cast their votes during the Remote e-voting.
- Informed that the voting Results shall be declared and disseminated on the website and notice board at the registered office of the Company, the Registrar and Transfer Agents and the Stock Exchanges within the statutory timeline.

Thereafter, the Chairperson declared the meeting as concluded and requested the Members to proceed with the e-voting.

This is for your information and records.

Sincerely,

For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

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