



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

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Notice of the 17th Annual General Meeting

NOTICE is hereby given that the 17th Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited (“**the Company**”) will be held on Thursday, September 19, 2024 at 4:00 p.m. IST through Video Conferencing (“**VC**”)/ Other Audio - Visual Means (“**OAVM**”) to transact the following businesses:

ORDINARY BUSINESS

- 1) To consider and adopt:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024 and the Reports of the Directors and Auditors thereon and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 and the Reports of the Auditors thereon.
- 2) To appoint a director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 3) **Appointment of Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 197 read with Schedule IV of the Companies Act, 2013 (“**Act**”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in

force) and the Memorandum and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mr. Venkatesh Satyaraj Mysore (DIN: 01401447), who meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby approved as an Independent Director of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation with effect from October 13, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel to take necessary actions on behalf of the Company in that regard.”

4) Issuance of securities up to an aggregate amount of ₹ 2,500 Crore

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

“RESOLVED THAT in accordance with the relevant enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the applicable provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force (“**Act**”) and the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and other applicable rules made thereunder, the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019 including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and replaced from time to time, the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendment(s), modification(s), variation or re-enactment thereof (the “**ICDR Regulations**”), the Securities and Exchange Board of India (Issue and Listing of the Non-Convertible Securities) Regulations, 2021, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the “**FCCB Scheme**”), the Depository Receipts Scheme, 2014 and the Framework for Issue of Depository Receipts dated October 10, 2019

issued by the Securities and Exchange Board of India (together, the “**GDR Scheme**”), the applicable listing agreement(s) entered into by the Company with the Stock Exchange(s) where the equity shares of the Company of the face value of ₹ 10/- each (the “**Equity Shares**”) are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, directions, guidelines, as may be applicable, and as amended from time to time, issued by the Government of India (the “**Govt**”), Ministry of Corporate Affairs (the “**MCA**”), Reserve Bank of India (the “**RBI**”), Securities and Exchange Board of India (the “**SEBI**”), BSE Limited and National Stock Exchange of India Limited (collectively referred to as “**Stock Exchanges**”) and/or any other regulatory/statutory authorities in India or abroad (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) and subject to all other approval(s), consent(s), permission(s) and/ or sanction(s) as may be required from any regulatory/ statutory authorities and guidelines as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, and in accordance with the applicable laws in force, which may be agreed to by the Board of Directors of the Company (the “**Board**”) (which term shall be deemed to include any committee constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the best interest of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to authorize the Board to raise funds for the Company in any manner whatsoever, including by way of creating, issuing, offering and allotting (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted under the applicable laws) such number of Securities (as defined hereinafter), at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable laws, in one or more mode/ form of securities and in one or more tranches, with or without a green shoe option for an aggregate amount of up to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) or its equivalent amount in any currency (whether domestic or otherwise) as may be necessary to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers (the “**QIBs**”) as defined in the ICDR Regulations, by way of a private placement including Qualified Institutions Placement (the “**QIP**”) in accordance with the provisions of Chapter VI of the ICDR Regulations, or through a Further Public Offer (“**FPO**”) (including under the fast track route, subject to meeting the requisite prescribed criteria, in accordance with and under the provisions of Chapter IV of the ICDR Regulations), or through any other permissible mode and/ or combination thereof as may be considered appropriate, by way of issue of Equity Shares (whether fully or partly paid-up) or by way of issue of any other instrument or security, including fully/partly/optionally convertible debentures, warrants, securities convertible into Equity Shares, Global Depository Receipts (the “**GDRs**”), American Depository Receipts (the “**ADRs**”) or Foreign Currency Convertible Bonds (the “**FCCBs**”),

or by way of a composite issue of Non-Convertible Debentures with or without warrants entitling the warrant holder(s) to apply for Equity Shares and/or any other eligible Securities which may or may not be listed (all instruments mentioned above collectively with the Equity Shares (whether fully or partly paid-up) to be hereinafter referred to as the “**Securities**”) or any combination of Securities, with or without premium or discount (as may be permitted), to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, who may or may not be shareholders of the Company as the Board may decide, including resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/anchor investors/ Hindu undivided families/mutual funds/pension funds/venture capital funds/banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are permitted to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively referred to as the “**Investors**”), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary, in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of all the other incidental and necessary terms and conditions of such offer or issue or allotment or creation of Securities, including but not limited to the number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion /redemption /extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

RESOLVED FURTHER THAT the relevant date (where applicable) for the purpose of pricing the Securities in case of a QIP or issuance of FCCBs/ADRs/GDRs shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities and the pricing shall be determined by the Board or any

Committee duly authorised by the Board at or above the floor price determined on the basis of such formula and relevant date as provided under the Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the ICDR Regulations) are to be issued in the QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board; and in the event of issuance of Securities by way of further public offer as per provisions of Chapter IV of the ICDR Regulations, an issue of Securities shall be made at a price which will be determined through book building process or any other permissible method under the ICDR Regulations as the Board may decide in consultation with book running lead managers.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary and required in accordance with the applicable ICDR Regulations for the issue and allotment of Securities by way of a QIP in terms of Chapter VI of the ICDR Regulations, and for that purpose the Board shall ensure that:

- i. the allotment of Equity Shares shall only be made to qualified institutional buyers as defined in the ICDR Regulations;
- ii. the allotment of Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of the resolution of the members of the Company or such other time as may be allowed under the ICDR Regulations, the Act, and/or applicable and relevant laws/guidelines, from time to time;
- iii. the Equity Shares (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- iv. the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- v. any issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the “**QIP Floor Price**”). The Board may, however, in its absolute discretion, issue Equity Shares at a discount of not more than five percent or as may be in accordance with the applicable laws on such QIP Floor Price;
- vi. the tenure of any convertible or exchangeable Securities issued through the QIP shall not exceed sixty months from the date of allotment;

- vii. a minimum of ten percent of the allotment of Securities by way of a QIP shall be to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- viii. no allotment shall be made, either directly or indirectly, to any QIBs who is a Promoter of the Company or any other person related to the Promoters of the Company;
- ix. the allotment to a single QIBs in the proposed QIP issue will not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹ 250 Crore) or five (in case the issue size is more than ₹ 250 Crore), as applicable, or such other limit as may be permitted under applicable laws; and
- x. the Securities shall not be sold for a period of one year from the date of allotment, except on a recognised Stock Exchange or except as may be permitted from time to time by the ICDR Regulations.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of Chapter VI of the ICDR Regulations, the Board of Directors be and is hereby authorised to make such adjustments as may be appropriate and necessary to the price determined for the QIP if the Company, pending allotment under this resolution:

- i. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on Equity Shares;
- ii. undertakes a rights issue of Equity Shares;
- iii. consolidates its outstanding Equity Shares into a smaller number of Equity Shares;
- iv. divides its outstanding Equity Shares including by way of stock split;
- v. re-classifies any of its Equity Shares into other Securities of the Company; and
- vi. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities under the FCCB Scheme and/or the GDR Scheme and other applicable laws, the FCCBs and/or the GDRs to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association and any Securities that may be created, offered, issued and allotted by the Company shall rank *pari-passu* in all respects with the existing Equity Shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars. The Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of any FCCB or as may be necessary. Further, the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares ("**Permissible**

Securities) through the issue of Depository Receipts (“**DRs**”), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program to the extent permitted under applicable laws, through transactions permitted under applicable law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under applicable law, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws.

RESOLVED FURTHER THAT in case of an allotment of Securities by way of a FPO in terms of Chapter IV of the ICDR Regulations and other applicable laws, the Board of Directors be and is hereby authorized to take all such steps as may be necessary and required in accordance with the applicable ICDR Regulations and other applicable laws including:

- i. to make such applications to the concerned authorities as may be necessary; to enter into agreements; to appoint any such person or agency as may be necessary, in the opinion of the Board including lead manager(s), debenture trustee(s), merchant bankers, other intermediaries and compliance officer(s);
- ii. to determine the price of Equity Shares, and in case of convertible securities, the coupon rate and conversion price in consultation with the book running lead managers or by way of a book building process, for cash at par or at such premium or discount per Equity Share as allowed under the applicable laws, to such category of persons as may be permitted or in accordance with the ICDR Regulations or other applicable laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the book running lead managers and / or underwriters and / or the stabilizing agent and / or other advisors or such persons appointed for the FPO;
- iii. to make available for allocation a portion of the FPO to any category(ies) of persons permitted under applicable laws, including without limitation, eligible employees and promoters of the Company or to provide a discount to the offer price to retail individual bidders or eligible employees; and to take any and all actions in connection with any reservation or discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;
- iv. to allot specified securities to the stabilising agent, if required, on the expiry of the stabilisation period for the purposes of a green shoe option in accordance with

Regulation 153 of ICDR Regulations

- v. to list the Equity Shares allotted pursuant to the FPO on the Stock Exchanges; and
- vi. to ensure that the Equity Shares so allotted under the FPO (including any reservation or green shoe option) shall be subject to the provisions of the Memorandum and Articles of Association and rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend, however, in case of any partly paid-up Equity Shares issued pursuant to the FPO, such partly-paid up Equity Shares, shall, upon being fully paid-up, rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights, including in respect of dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with the domestic and international practices to provide for the tradability and free transferability thereof as per the applicable laws and prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed, in accordance with the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities, as described above, the Board and any committee of the Board constituted thereof be and is hereby authorised on behalf of the Company to take all such actions and do all such acts, deeds, actions, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and/or international markets and proportion thereof, issue price and discounts permitted under applicable laws, premium amount on issue/ conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned as it may deem expedient, seek listing of any or all of such Securities on the Stock Exchanges in India and in case of GDRs or ADRs internationally, enter into and execute arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as

necessary or appropriate, to open such bank accounts, including escrow accounts, share/securities accounts, custodian accounts in India or abroad as required, in accordance with applicable law, to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by any Appropriate Authority, and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular and/or offering circular and/or placement memorandum and/or preliminary placement documents and/or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of its powers herein conferred by this resolution to any Committee duly authorised by the Board or subject to applicable laws to any one or more director and/or any one or more officers of the Company to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel to take necessary actions on behalf of the Company in that regard."

By Order of the Board

Sd/-

Anil Malik

President & Company Secretary

Membership No.: A11197

Place: Mumbai

Date : August 7, 2024

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

The following statement sets out all material facts relating to the special business mentioned in this Notice for the 17th Annual General Meeting (“AGM”) of the Members of the Company:

3) Appointment of Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) as an Independent Director of the Company.

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, at its meeting held on August 7, 2024, appointed Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) as an Independent Director of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation, with effect from October 13, 2024.

The Company has received a notice from a Member in terms of the provision of Section 160 of the Companies Act, 2013 (“**Act**”), signifying his intention to appoint Mr. Mysore as an Independent Director of the Company.

Mr. Mysore has given his consent for appointment as an Independent Director and has also confirmed that he does not suffer from any disqualification in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India or any other Statutory Authority. The Company has received a declaration from Mr. Mysore confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). Mr. Mysore has confirmed that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

In the opinion of the Board, Mr. Mysore fulfils the conditions specified in the Act, the rules made thereunder and the Listing Regulations for being appointed as an Independent Director, and is independent of the Management.

The Board is also of the view that the relevant skills, knowledge, experience, and expertise of Mr. Mysore will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

In terms of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, brief profile of Mr. Mysore and other requisite information, forms part of the **Annexure A** to this Notice.

Draft letter of appointment of Independent Directors setting out the terms and conditions of appointment is available for inspection by the Members at www.abfirl.com.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Mysore and his relatives, are in any way concerned or interested

(financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution with respect to the appointment of Mr. Mysore as an Independent Director, as set out in item no. 3 of this Notice, for approval of the shareholders.

4) Issuance of securities up to an aggregate amount of ₹ 2,500 Crore

To build a leadership play in the Indian fashion and lifestyle space, the Company over past few years has created multiple large growth platforms across key consumption themes in the Indian fashion market. Each of these initiatives is at a different stage of evolution, with several key businesses operating in high-growth markets and in the early phases of their expansion. To support their ambitious growth trajectories and strengthen our balance sheet, these businesses will require additional capital.

Pursuant to the proposal for a vertical demerger, upon its effectiveness, the established cash generating part of the business i.e. Madura Fashion & Lifestyle business will get demerged into a separate company named Aditya Birla Lifestyle Brands Limited, while the balance portfolio operating in high growth markets within the Company viz. value and masstige retail, ethnic brands, luxury retail and digital first brands under 'TMRW' will remain part of the Company.

The Board of Directors on April 19, 2024, while approving the proposed demerger also approved the press release regarding the Company's plans to raise approximately ₹ 2,500 Crore to support the growth phase of its businesses and strengthen its balance sheet. This capital infusion will provide the necessary funding to manage the Company's leverage while also meeting the growth capital needs of its high-potential businesses.

It is therefore necessary that the Company should have requisite approvals for accessing various opportunities for capital / fund raising going forward. Accordingly, it is proposed to enable the Board for raising of funds, in one or more tranches, by issuance of Equity Shares or by way of issue of any instrument or security, including fully/partly/optionally convertible debentures, warrants, securities convertible into Equity Shares, Global Depository Receipts (the "**GDRs**"), American Depository Receipts (the "**ADRs**") or Foreign Currency Convertible Bonds (the "**FCCBs**"), or by way of a composite issue of non-convertible debentures with or without warrants entitling the warrant holder(s) to apply for Equity Shares and/ or any other eligible Securities which may or may not be listed (instruments mentioned above collectively with the Equity Shares to be hereinafter referred to as the "**Securities**") or any combination of Securities for an aggregate amount of up to ₹ 2,500 Crore by way of private placement, qualified institutions placement, or through a further public offer or through any other permissible mode and/ or combination thereof as may be considered appropriate under the applicable laws.

The issue of Securities may be consummated in one or more tranches at such time or times

at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proceeds from the issuance of Securities may be used as may be decided by the Board of the Company in accordance with applicable laws.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: (a) In the event that Securities are issued by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board; (b) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

In the event of issuance of Securities by way of a QIP, as per the provisions of Chapter VI of the ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. The Board or any Committee duly authorised by the Board may offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under the said Chapter, in accordance with the applicable laws. Further, in the event that

such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members.

In the event of issuance of Securities by way of further public offer as per provisions of Chapter IV of the ICDR Regulations, an issue of Securities shall be made at a price which will be determined through book building process or any other permissible method under the ICDR Regulations as the Board may decide in consultation with book running lead managers. The Securities shall be made available for allocation to all category(ies) of persons as permitted under the applicable laws, including without limitation, eligible employees and promoters of the Company.

Pursuant to Sections 23, 42, 62, 71 of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force, the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is required to be obtained by a special resolution for making any further issue of Equity Shares or Securities to any person(s) other than the existing members of the Company.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the directors and key managerial personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members. No change in control of the Company or its management of its business is intended or expected pursuant to issuance of Securities as proposed hereinabove.

The Board of Directors believes that the issue of Securities of the Company is in the interest of the Company and accordingly recommends the same for approval of members by means of a Special Resolution.

ANNEXURE A

Details ⁽¹⁾ of the Directors seeking appointment / re-appointment

(As set out in item nos. 2 - 3 of this Notice)

In terms of Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standards 2 on General Meetings (“SS-2”)

Name of the Director	Mr. Kumar Mangalam Birla	Mr. Venkatesh Satyaraj Mysore
DIN	00012813	01401447
Date of Birth/Age	June 14, 1967/ 57 years	December 30, 1958/ 65 Years
Qualifications	<ul style="list-style-type: none"> Chartered Accountant MBA from the London Business School 	<ul style="list-style-type: none"> B.A. MBA in Marketing & Finance, from University of Madras
Brief resume and Nature of expertise in specific functional areas	Industrialist having rich business experience. (For detailed profile, please refer company’s website: www.abfirl.com)	He has an experience of 30+years in Finance, Strategy and Corporate Governance. He is also the CEO of Red Chillies Entertainment Pvt Ltd. [since 2013] and CEO & MD of Knight Riders Sport Pvt Ltd. [since 2010]. Earlier he has also worked with Sun Life Financial (Country Head (India), MetLife India (CEO & MD).
Terms & Conditions of appointment/ re-appointment	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation.	Proposed to be appointed as an Independent Director, for a term of 5 (five) consecutive years w.e.f. October 13, 2024, not liable to retire by rotation.
Remuneration sought to be paid	Remuneration to be drawn from the Company shall comprise of the Sitting Fees paid for attending the meetings of the Board of Directors and/or its Committees.	
Past Remuneration drawn from the Company	₹ 3.80 Lakh (Sitting Fees) for the FY 2023-24	Not Applicable (Appointment effective from October 13, 2024)
Date of first appointment on the board	February 24, 2021	October 13, 2024
Shareholding in the Company	12,51,589 Equity Shares (additionally 1,780 equity shares as Karta of Aditya Vikram Kumar Mangalam Birla HUF; total - 12,53,369)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Ms. Ananyashree Birla and Mr. Aryaman Vikram Birla, Non-Executive Directors of the Company.	Nil
Number of Board meetings attended during FY 2023 - 2024	4 out of 5	Not Applicable (Appointment effective from October 13, 2024)

Name of the Director	Mr. Kumar Mangalam Birla	Mr. Venkatesh Satyaraj Mysore
List of other companies in which directorship is held⁽²⁾	Listed Company(ies): <ul style="list-style-type: none"> • Hindalco Industries Limited • Grasim Industries Limited • Ultratech Cement Limited • Aditya Birla Capital Limited • Century Textiles and Industries Limited • Vodafone Idea Limited 	Listed Company(ies): <ul style="list-style-type: none"> • Oberoi Realty Limited
	Unlisted Company(ies): <ul style="list-style-type: none"> • Aditya Birla Management Corporation Private Limited • Aditya Birla New Age Hospitality Private Limited • Aditya Birla Sun Life Insurance Company Limited • Birla Group Holdings Private Limited • Global Holdings Private Limited • Svatantra Microfin Private Limited 	Unlisted Company(ies): <ul style="list-style-type: none"> • Meer Foundation
Listed entities from which resigned as a Director in the past three years	Aditya Birla Sun Life AMC Limited	-
Justification for choosing the appointees for appointment as independent director	Not Applicable	Please refer Explanatory Statement of the AGM Notice
Chairperson/Member of the Committee(s) of the Board of Directors of the Company⁽³⁾		-
Chairperson / Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson⁽³⁾	Audit Committee	
	-	Oberoi Realty Limited - Member
	Stakeholders Relationship Committee	
	-	-

Notes:

(1) Details stated in Annexure A are as on the date of the AGM Notice i.e. August 7, 2024.

(2) Directorship in other Companies as on date of this Notice excludes this company, foreign companies and companies formed under section 8 of the Act.

(3) In terms of the applicable provisions of the Listing Regulations, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not.

Notes for Members' Attention

1. Virtual Meeting

The Ministry of Corporate Affairs ("MCA") *vide* its various circulars permitted holding of the Annual General Meeting ("AGM" or "Meeting"), through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Members participating through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("Act").

Further, the Securities and Exchange Board of India ("SEBI") *vide* its various Circulars has granted further relaxations to ensure the AGM is conducted effectively. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM will be the Registered Office of the Company at Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Electronic copy of Annual Report and Notice of the 17th Annual General Meeting

- a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
- b) Members may note that the Notice and Integrated Annual Report 2023-24 will also be available on the Company's website www.abfrl.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in/>

3. Register to receive communications electronically

Members who have not registered/updated their e-mail address or mobile number with the Company but wish to receive all communication (including Integrated Annual Report) from the Company electronically may register/update their e-mail and mobile numbers on <http://www.abfrl.com/investors/update-contact-details/>

Members are also encouraged to register/update their e-mail addresses or mobile number with the relevant Depository Participant.

4. Directors seeking appointment/re-appointment

Relevant details with respect of Directors retiring by rotation and seeking appointment/re-appointment at the AGM, in terms of Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings, are set out in **Annexure A**, which also form part of this Notice.

5. Proxy

The AGM is being held pursuant to the various circulars issued by MCA and SEBI through VC/OAVM, wherein physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

6. Authorised Representative

Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at dilipbcs@gmail.com with a copy marked to the Company Secretary at secretarial@abfirl.adityabirla.com.

7. Document open for inspection

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on <https://instameet.linkintime.co.in>.

8. E-voting

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and the Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the Resolutions proposed to be passed at AGM, by electronic means.

Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to “e-Voting facility provided by the Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.

The Company has engaged the services of LIPL to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.

Mr. Dilip Bharadiya (FCS 7956 CP 6740) failing him Ms. Shivangini Gohel (ACS 25740, CP 9205), Partners of M/s. Dilip & Associates (FRN: P2005MH091600), Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e., remote e-voting and e-voting at the AGM) in a fair and transparent manner.

Remote e-voting: Important Dates

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this Notice] : Thursday, September 12, 2024

Remote e-voting period Commence from [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting] : 9:00 a.m. IST, Monday, September 16, 2024

End at : 5.00 p.m. IST, Wednesday, September 18, 2024 [The remote e-voting module shall be disabled for voting thereafter by LIIPL]

URL for remote e-voting

Type of shareholder

Individual Shareholders holding securities in Demat mode with National Securities Depository Limited

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited

Individual Shareholders holding securities in physical form/Non-Individual Shareholders holding securities in Demat mode

E-voting link

<https://eservices.nsdl.com> or directly through your depository participant

<https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com or directly through your depository participant

<https://instavote.linkintime.co.in>

Remote e-voting: Procedure

Depository: For Individual Shareholders holding securities in demat mode

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
	Registered User	
1.	The URL for users to login for NSDL IDeAS facility : https://eservices.nsdl.com either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest facility is www.cdslindia.com and click on login icon & New System Myeasi Tab.
2.	Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.	Login through myeasi user id and password.

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
3.	After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.	After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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.
4.	Click on company name or e-Voting service provider name i.e., LINKINTIME and you will be re-directed to “Instavote” website for casting your vote during the remote e-Voting period.	Click on e-Voting service provider name and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
First time user		
5.	Option to register is available at https://eservices.nsd.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration or www.cdslindia.com
Alternative Method		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile.	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.
7.	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.	(Skip step)
8.	A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.	(Skip step)

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
9.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	(Skip step)
10.	Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “Instavote” website for casting your vote during the remote e-Voting period.	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 provided links for the respective ESP i.e., LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. 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. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting website of InstaVote for casting your vote during the remote e-Voting period to cast your vote without any further authentication.

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk Details
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 022 - 4886 7000 and 022- 2499 7000
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 contact at toll free no. 1800 22 55 33

(2) Insta Vote: For Individual Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-voting facility of LINKINTIME is given below.

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: https://instavote.linkintime.co.in	
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -	
	A. User ID: Enter your User ID	
	(i) For members holding shares in demat account held with CDSL	: 16 digits beneficiary ID
	(ii) For members holding shares in demat account held with NSDL	: 8 Character DP ID followed by 8 digit client ID
	(iii) For members holding shares in physical form	: EVEN [240526] followed by the Folio number registered with the Company
	B. Permanent Account Number (PAN): Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.	
	C. Date of Birth (DOB) / Date of Incorporation (DOI): Enter the DOB / DOI (As recorded with your DP / Company - in DD/MM/YYYY format)	
	D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.	
	(i) For members holding shares in demat account held with CDSL	: Shall provide either 'C' or 'D', above
	(ii) For members holding shares in demat account held with NSDL	: Shall provide 'D' above
	(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above	: Shall provide their folio number in 'D' above
3.	Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter].	

(Skip step)

(Skip step)

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
4.	Click on 'confirm' and your password will be generated.	(Skip step)[Use your existing password]
5.	click on 'Login' under the 'SHARE HOLDER' tab.	
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit' .	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select 'View' icon and the e-voting page will appear.	
9.	Refer the Resolution(s) description and cast your vote by selecting your desired option 'Favour / Against' . (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).	
10.	After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes' , else to change your vote, click on 'No' and accordingly modify your vote.	
11.	Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.	

(3) Remote e-voting : Points to remember

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in/> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.
- If you have forgotten the password:
 - Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
 - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid e-mail address, Password will be sent to his / her registered e-mail address.
- Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
8. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
9. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (“FAQs”) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an e-mail to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

9. Attending the AGM through InstaMeet

Shareholder will be provided with a facility to attend the AGM through VC/ OAVM through InstaMeet. The meeting shall be opened 30 (Thirty) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

Please note that the attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

Members desiring to attend the AGM through VC/ OAVM are requested to refer to the detailed procedure given below.

Attend the AGM through VC/OAVM: Procedure

Step no.	For all shareholders
1.	Open the internet browser and launch the URL: https://instameet.linkintime.co.in
2.	Select the “Company” and ‘Event Date’ and register with your following details: -
	A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No:
	(i) For members holding shares in demat account held : 16 digits beneficiary ID, with CDSL
	(ii) For members holding shares in demat account held : 8 Character DP ID followed by 8 digit client ID, with NSDL
	(iii) For members holding shares in physical form : Folio number registered with the Company
	B. PAN: Enter your 10-digit PAN (Members who have not updated their PAN with the DP/ Company shall use the sequence number provided to you, if applicable.
	C. Mobile No.: Enter your mobile number.
	D. E-mail ID: Enter your e-mail ID, as recorded with your DP/Company.
3.	Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
4.	Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

In case shareholders/ members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175

10. Speaker registration for the AGM

1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting i.e. Thursday, September 12, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfrl.adityabirla.com.
2. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
4. Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link www.webex.com/downloads.html/ (Members may also refer a tutorial video available on www.youtube.com/watch?v=U2C9BVtGVrk).
5. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
6. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
7. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. Thursday, September 12, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfrl.adityabirla.com. These queries will be replied to by the Company suitably by e-mail.

11. E-voting during the AGM through InstaMeet

1. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
2. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.
3. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

E-voting during the AGM : Procedure

Step no.	For all shareholders
1.	On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2.	Enter your 16 digit Demat Account No./ Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMEET and click on ‘Submit’.
3.	After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4.	Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5.	After selecting the appropriate option i.e. Favour/ Against, click on “Save”. Then a confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

12. Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Thursday, September 12, 2024 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in/> (under help section) or write an e-mail to enotices@linkintime.co.in or secretarial@abfirl.adityabirla.com.

- d. Every client ID no./ folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- e. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./ folio no., which may be used for sending future communication(s).

13. General Instructions

- a. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- e. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working of the conclusion of the AGM, to the Chairman or any other Director authorized by the Board, who shall countersign the same and declare the result of the voting forthwith.
- f. The results alongwith the consolidated Scrutinizer's Report shall be declared by means of:
 - (i) dissemination on the website of the Company i.e. www.abfirl.com and website of LIIPL i.e. <https://instavote.linkintime.co.in/> and
 - (ii) communication to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

14. Correspondence

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID - client ID, as the case may be.

15. Information for Non-Resident Indian Shareholders

Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/ or the particulars of the NRE account with a bank in India, if not furnished earlier.

16. Information related to Investor Education and Protection Fund (“IEPF”)

The Members, whose unpaid or unclaimed amounts have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

17. Information to Shareholders

As per the provisions of Section 72 of the Act the facility for making/varying/cancelling nominations is available to individual's holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the website of the Company i.e. www.abfrrl.com or Share Transfer Agent website viz. www.linkintime.co.in or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to LIPL in case the shares are held in physical form

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, SEBI has mandated the security holders (holding securities in physical form) to submit their PAN (i.e. linked with Aadhaar Number), Choice of Nomination, Contact details (Postal Address with PIN Code and Mobile Number), Bank Account details and Specimen Signature in their corresponding folios. However, the security holder(s) whose folio does not have PAN, KYC and Nomination shall be eligible:

- i. To lodge any grievance or avail of any service request from RTA, only after furnishing the PAN, KYC details and Nomination;
- ii. To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode w.e.f. April 1, 2024) only after compliance with the above stated requirements.

Further, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 for the ease of compliance and investor convenience, has stated that Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these securityholders. However, the securityholders are encouraged to update 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in the securities market.

In view of the above, Members are requested to update their details /changes, if any, pertaining to their name, postal address with PIN code, email address, telephone/mobile numbers, Permanent Account Number (PAN linked with Aadhaar), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs in case the shares

held by them are in electronic form and to the RTA in case of shares held by them in physical form. The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circulars are available on Company's website i.e. www.abfrel.com.

- 18. MEMBERS ARE REQUESTED TO PLEASE READ THE “COMPANY’S RECOMMENDATIONS TO THE SHAREHOLDERS” PROVIDED IN THE “GENERAL SHAREHOLDER INFORMATION” SECTION OF THE ANNUAL REPORT FOR 2023-24.**

By Order of the Board

Sd/-

Anil Malik

Company Secretary and Compliance Officer

Membership No.: A11197

Place: Mumbai

Date : August 7, 2024

Important Dates

Thursday, September 12, 2024

- Cut-off Date to determine the members who shall be entitled to vote.
- Last day to register as speaker or send queries

Monday, September 16, 2024

Commencement of remote e-voting at 9:00 a.m.

Wednesday, September 18, 2024

End of remote e-voting at 5:00 p.m.

Thursday, September 19, 2024

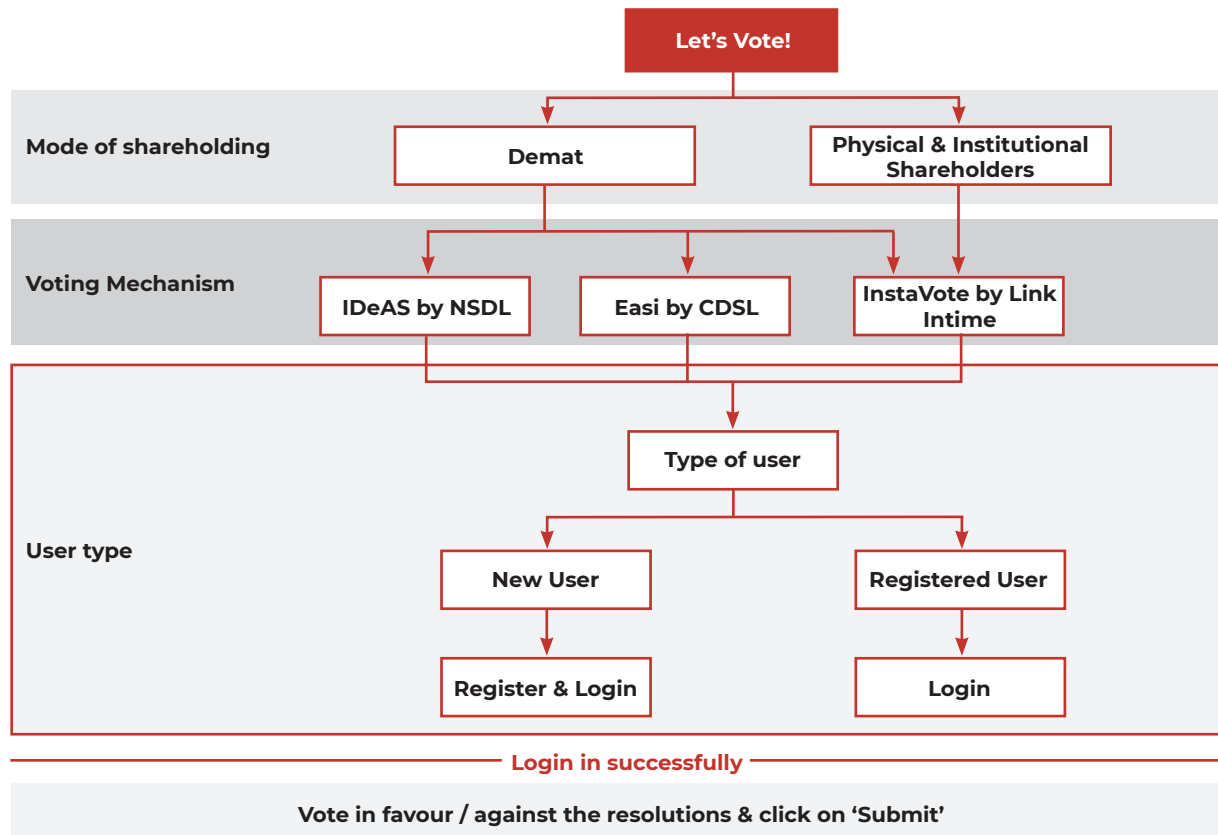
- Date of the AGM.
- Participate and vote during the AGM

Monday, September 23, 2024

- Announcement of voting results
- Available on www.abfrl.com

Virtual Guide

E-voting Commence from : 9:00 a.m. IST, Monday, September 16, 2024
End at : 5:00 p.m. IST, Wednesday, September 18, 2024



Attend AGM: Thursday, September 19, 2024

- 1) Open <https://instameet.linkintime.co.in> Or Webex Application, if you are a speaker
- 2) Register for the event and log in
[Please use Tablets/ Laptops connected through broadband for better experience]
- 3) Mark your attendance and attend the AGM Proceeds
[Meeting shall begin at the 4:00 p.m.]
- 4) Vote at the AGM
[Only if you have not cast your vote on the Resolutions through remote e-voting]
- 5) Meeting concludes

Results The results along with the consolidated Scrutinizer's Report shall be declared on the website of :

- a) the Company i.e. www.abfrl.com
- b) Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in/> ; and
- c) BSE Limited and National Stock Exchange of India Limited i.e. www.bseindia.com and www.nseindia.com respectively.