



January 21, 2025

**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 January 21, 2025 pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble 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 December 20, 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 Hon'ble NCLT, Mumbai Bench through Video Conferencing ("vc")/Other Audio-Visual Means ("OAVM"), to consider and approve the Scheme of Arrangement amongst Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands 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 10:00 a.m. and concluded at 10:49 a.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',  
4<sup>th</sup> and 5<sup>th</sup> Floor, Unit No. 401, 403, 501, 502,  
L.B.S. Road, Kurla, Mumbai - 400 070

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## Annexure A

### SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF ADITYA BIRLA FASHION AND RETAIL LIMITED ("the Company") PURSUANT TO ORDER DATED NOVEMBER 27, 2024 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("Hon'ble NCLT")

MEETING DETAILS	
<b>DAY &amp; DATE</b>	Tuesday & January 21, 2025.
<b>TIME</b>	Commenced at: 10:00 a.m.   Concluded at: 10:49 a.m.
<b>MODE OF MEETING</b>	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

#### **Proceedings, in brief**

##### **NCLT Appointed:**

- Mr. Mitesh Shah, a company secretary as the Chairperson for the Meeting and
- Mr. Jigar Darji, a Practicing Company Secretary as Scrutinizer to scrutinize the e-voting of the Meeting.

##### **Management Participants:**

- Mr. Ashish Dikshit, Managing Director
- Mr. Vishak Kumar, Whole-Time Director
- Ms. Sangeeta Tanwani, Whole-Time Director
- Mr. Arun Adhikari, Independent Director
- Mr. Vikram Rao, Independent Director
- Mr. Jagdish Bajaj, Chief Financial Officer
- 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 Arrangement amongst Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands Limited and their respective shareholders and creditors 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:

- 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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Mr. Mitesh Shah was appointed as a Chairperson of the Meeting by Hon'ble NCLT pursuant to its order dated November 27, 2024. Accordingly, Mr. Mitesh Shah 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 be in 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 Arrangement 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 Share Transfer Agent / Depository Participant(s)/ Depositories as on Friday, December 6, 2024 and were taken as read;
  - ✓ advertisements containing the details of the Meeting, sending of the Notice of 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. Jigar Darji, a Practicing Company Secretary 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 MUFG Intime India Private Limited (*formerly known as 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 also answered all the queries of the shareholders.

The Chairperson of the Meeting 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 Arrangement among Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands 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.

- Method of voting for the Resolutions: Remote e-voting and e-voting (Insta Poll).

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- Informed the Members that the voting at the Meeting would be available for 15 minutes post closure of the Meeting for those shareholders who had not cast their votes during the remote e-voting.
- Informed that the voting Results would be declared and disseminated on the website and on the notice board at the registered office of the Company, the Registrar and Share Transfer Agent 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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