



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, Maharashtra, India
CIN: L18101MH2007PLC233901

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NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Shareholders of Aditya Birla Fashion and Retail Limited ("the Company") will be held on Monday, September 7, 2020 at 4:00 p.m. IST through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

- 1) **Consider and adopt:**
 - a) **Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2020 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, 2020 and the reports of the auditors thereon.**
- 2) **Consider and appoint Mr. Sushil Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS

- 3) **Appointment of Mr. Himanshu Kapania as a Non-Executive Director of the Company with effect from January 1, 2020.**

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Mr. Himanshu Kapania (DIN: 03387441) who was appointed as an Additional (Non-Executive) Director of the Company with effect from January 1, 2020 and holds office upto the date of the Thirteenth Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

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 and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

- 4) **Appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 11, 2020.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("Act"), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted

committee(s) thereof or such other person(s) authorised by the Board), Mr. Sunirmal Talukdar, Independent Director (DIN: 00920608), who was appointed as an Additional (Independent) Director of the Company with effect from March 11, 2020, and holds office upto the date of the Thirteenth Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from March 11, 2020.

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 and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

5) Appointment of Mr. Nish Bhutani as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from June 5, 2020.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (“Act”), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Mr. Nish Bhutani, Independent Director (DIN: 03035271), who was appointed as an Additional (Independent) Director of the Company with effect from June 5, 2020, and holds office upto the date of the Thirteenth Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from June 5, 2020.

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 and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

6) Enhancement of borrowing limit of the Company up to ₹ 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only).

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting held on September 7, 2016 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) read with rules made thereunder and pursuant to all other applicable provisions of the Act, applicable rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any, (including any statutory modification or re-enactment thereof, for the time being in force), consent of 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 include any duly constituted Committee(s) thereof or such other person(s) authorised by the Board) for borrowing, from time to time, any sum or sums of money, at its discretion, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate by way of loans, issue of debentures /notes /bonds /other instruments whether partly/ fully convertible or non-convertible, in rupees or any foreign currency, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital, securities premium account and free reserves (i.e. reserves not set apart for any specific purpose) of the Company at such time, subject to such aggregate borrowings not exceeding the amount which is ₹ 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only) over and above the aggregate of the paid-up share capital, securities premium account and free reserves (i.e. reserves not set apart for any specific purpose) of the Company at any time.”

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 consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”

7) **Creation of charge on movable and immovable properties of the Company up to ₹ 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only).**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting held on September 7, 2016 and pursuant to Section 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act, consent of the shareholders be and is hereby accorded to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immovable and moveable properties of the Company, present and future, and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/ or the issue of debentures/bonds whether partly/fully convertible or non-convertible (herein collectively referred to as “Loans”) provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not at any time exceed the limits approved under Section 180(1)(c) of 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 consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”

By Order of the Board

Sd/-

Geetika Anand

VP, Company Secretary and Compliance Officer

Date : May 27, 2020

Place : Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in this notice for the Thirteenth Annual General Meeting of the Members of the Company:

3) Appointment of Mr. Himanshu Kapania as a Non-Executive Director of the Company with effect from January 1, 2020.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board ("NRC"), the Board approved the appointment of Mr. Himanshu Kapania as an Additional (Non-Executive) Director of the Company with effect from January 1, 2020 to hold office upto the date of the Thirteenth Annual General Meeting of the Company, subject however to the approval of shareholders of the Company.

Brief profile of Mr. Himanshu Kapania is provided separately in **Annexure A** to this notice. The Company has received a notice proposing the candidature of Mr. Himanshu Kapania for the office of director under Section 160 of the Act. .

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Himanshu Kapania and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Mr. Himanshu Kapania as a Non-Executive Director of the Company, as set out in item no. 3 of the notice, for approval of the shareholders.

4) Appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 11, 2020.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company with effect from March 11, 2020 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their Thirteenth Annual General Meeting.

Brief profile of Mr. Sunirmal Talukdar is provided separately in **Annexure A** to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.abfrl.com.

The Company has received a notice proposing the candidature of Mr. Sunirmal Talukdar for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Sunirmal Talukdar and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company, as set out in item no. 4 of the notice, for approval of the shareholders.

5) Appointment of Mr. Nish Bhutani as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from June 5, 2020.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Mr. Nish Bhutani as an Independent Director of the Company with effect from June 5, 2020 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their Thirteenth Annual General Meeting.

Brief profile of Mr. Nish Bhutani is provided separately in **Annexure A** to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.abfrl.com.

The Company has received a notice proposing the candidature of Mr. Nish Bhutani for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Nish Bhutani and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Mr. Nish Bhutani as an Independent Director of the Company, as set out in item no. 5 of the notice, for approval of the shareholders.

6) Enhancement of borrowing limit and creation of charge on movable and immovable properties of the Company & 7) up to ₹ 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only).

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, Members of the Company had, at the Ninth Annual General Meeting of the Company held on September 7, 2016, authorized the Board of Directors of the Company to borrow from time to time, any sum(s) of monies, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 3,500 Crore (Rupees Three Thousand Five Hundred Crore only).

Considering the adverse effect of COVID-19 pandemic on the business operations, cash flow and resultant slowdown of economic activities, the said fund requirement is crucial to strengthen your Company's existing business operations and growth plans. This is also required to ensure adequate liquidity in the uncertain times. Keeping the same in view, it is proposed to increase the overall borrowing limits of the Company under the provisions of Section 180(1)(c) of shareholders of the Company at their Thirteenth Annual General Meeting.

Further, the borrowings by a Company, in general, are required to be secured under Section 180(1)(a) of the Act, by way of mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors from time to time, in consultation with the lender(s).

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to enhance the borrowing limits of the Company in such form, manner and ranking as may be determined by the Board of Directors from time to time, in consultation with the lender(s).

None of the directors and/or key managerial personnel of the Company and/or their 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, as set out in item no. 6 and 7 of the notice, for approval of the shareholders.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE THIRTEENTH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 2, 3, 4 AND 5 OF THIS NOTICE, IN TERMS OF REGULATIONS 26(4) AND 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 Director	Mr. Sushil Agarwal	Mr. Himanshu Kapania	Mr. Sunirmal Talukdar	Mr. Nish Bhutani
Brief Resume	Qualified Chartered Accountant and holds a Master's degree in Commerce. Currently the Group Chief Financial Officer for the Aditya Birla Group.	Alumnus of IIM Bangalore and BIT Mesra. Former Managing Director and presently a Director of Vodafone Idea Limited.	Qualified Chartered Accountant India and holds B.Sc. (Bachelor of Science) from St. Xavier's College, Calcutta University. Former Chief Financial Officer and Group Executive President at Hindalco Industries Limited.	MBA (Honors) from Harvard University. B.S. and M.S. degrees in Engineering from Stanford University. Founder & CEO of Indiginus Learning Private Limited.
Director Identification Number	00060017	03387441	00920608	03035271
Date of Birth/ Age	June 13, 1963/ 57 years	April 23, 1961/ 59 years	December 6, 1951/ 68 years	March 7, 1967/ 53 years
Date of First Appointment	August 6, 2009	January 1, 2020	March 11, 2020	June 5, 2020
Terms and conditions of appointment/ re-appointment	He is proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation every year.	He is proposed to be appointed as a Non-Executive Director, liable to retire by rotation every year.	He is proposed to be appointed as an Independent Director, for a period of 5 consecutive years.	He is proposed to be appointed as an Independent Director, for a period of 5 consecutive years.
Past Remuneration drawn from the Company	Remuneration drawn by him from the Company comprises the Sitting Fees paid to him for attending the meetings of the Board of Directors and/or its Committees.	Remuneration drawn by him from the Company comprises the Sitting Fees paid to him for attending the meetings of the Board of Directors and/or its Committees.	Remuneration drawn by him from the Company comprises the Sitting Fees paid to him for attending the meetings of the Board of Directors and/or its Committees.	Remuneration drawn by him from the Company comprises the Sitting Fees paid to him for attending the meetings of the Board of Directors and/or its Committees.
Remuneration sought to be paid				
Shareholding in the Company	1,18,774 Equity Shares	Nil	Nil	Nil
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company.			
No. of Board Meetings attended during the Financial Year 2019-20	6 out of 8	2 out of 2	N.A.	N.A.
List of other Companies in which Directorship is held ⁽¹⁾	1) Aditya Birla Capital Limited 2) Aditya Birla Health Insurance Co. Limited 3) IGH Holdings Private Limited 4) Living Media India Limited	1) Vodafone Idea Limited 2) Aditya Birla Idea Payments Bank Limited (Under voluntary winding-up) 3) Vodafone Idea Manpower Services Limited	1) Clariant Chemicals (India) Limited 2) India Carbon Limited 3) Innvol Medical India Limited 4) Sasken Technologies Limited 5) Titagarh Wagons Limited 6) Titagarh Capital Private Limited	1) Indiginus Learning Private Limited
Chairperson*/ Member of Committee(s) of Board of Directors of the Company ⁽²⁾	<ul style="list-style-type: none"> Audit Committee Stakeholders Relationship Committee 	<ul style="list-style-type: none"> Stakeholders Relationship Committee* 	<ul style="list-style-type: none"> Audit Committee* 	<ul style="list-style-type: none"> Audit Committee

Name of Director	Mr. Sushil Agarwal	Mr. Himanshu Kapania	Mr. Sunirmal Talukdar	Mr. Nish Bhutani
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽²⁾	Audit Committee			
	<ul style="list-style-type: none"> • Aditya Birla Capital Limited • IGH Holdings Private Limited 	Nil	<ul style="list-style-type: none"> • Clariant Chemicals (India) Limited* • India Carbon Limited • Sasken Technologies Limited* • Titagarh Wagons Limited • Titagarh Capital Private Limited* 	Nil
	Stakeholders Relationship Committee			
	<ul style="list-style-type: none"> • Aditya Birla Capital Limited 	<ul style="list-style-type: none"> • Vodafone Idea Limited 	<ul style="list-style-type: none"> • Clariant Chemicals (India) Limited 	Nil

Notes:

- (1) In terms of the applicable provisions of the Act and SEBI Listing Regulations, total number of directorships:
- a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;
 - b. excludes this company, foreign companies, private limited companies and companies formed under section 25 of the erstwhile Companies Act, 1956 and under section 8 of the Act.
- (2) In terms of the applicable provisions of SEBI Listing Regulations, memberships in committee only includes the audit committee and stakeholders relationship committee in other public limited companies (including deemed public company), whether listed or not and chairmanships in committee only includes the audit committee and stakeholders relationship committee in other listed entities.

1. VIRTUAL MEETING

In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has *vide* its General Circular no. 20/2020 dated May 5, 2020 read with General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") permitted the 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 the 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 Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") 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 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM will be place from where the Chairman of the Board conducts the meeting. 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 ANNUAL GENERAL MEETING

- a) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 Annual Report 2019-20 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 ("LIIP") i.e. www.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 Annual Report) from the Company electronically may register / update their e-mail and mobile numbers on www.abfrl.com.

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

4. STATEMENT UNDER SECTION 102 OF THE ACT

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.

Also, relevant details with respect of Directors seeking appointment/re-appointment at the AGM, in terms of regulations 26(4) and 36 of the SEBI 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 MCA Circulars through VC / OAVM, 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 to Mr. Dilip Bharadiya at dilipbcs@gmail.com with a copy marked to the Company Secretary at secretarial.abfrl@adityabirla.com, not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 4:00 p.m. on Saturday, September 5, 2020.

7. DOCUMENTS OPEN FOR INSPECTION

Relevant documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act, are uploaded on the website of the Company at: www.abfrl.com.

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 www.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 SEBI Listing Regulations and the MCA 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.

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.

The Company has appointed Mr. Dilip Bharadiya (holding membership no. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, 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]	:	Monday, August 31, 2020
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commence from	: 9:00 a.m., Friday, September 4, 2020
	End at	: 5.00 p.m., Sunday, September 6, 2020 [Remote e-voting module shall be disabled for voting thereafter by LIPL]
URL for remote e-voting	:	www.instavote.linkintime.co.in

REMOTE E-VOTING : PROCEDURE

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: www.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	: Event Number [for fully paid-up (EVEN: 200133) or for partly paid-up shares (EVEN: 200136)] followed by the Folio number registered with the Company
	(Skip step)	
	B. PAN: Enter your 10-digit Permanent Account Number (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)	

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
	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 (Skip step)
	(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].	
4.	Click on 'confirm' and your password will be generated.	(Skip step)
5.	Then click on 'Login' under the Shareholder tab.	[Use your existing password]
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.	
7.	On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for the Company. Shareholders to select the respective EVENS and vote depending upon their shareholding - Fully paid-up (EVEN: 200133) or Partly paid-up (EVEN: 200136).	
8.	Select 'View' icon and the e-voting page will appear.	
9.	Refer the Resolution 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.	

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 www.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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In addition, shareholder will also be provided with a facility to attend the AGM through VC/OAVM through the LIPL e-voting system. The members who have cast their vote by remote e-voting prior to the AGM will be entitled to and may attend the AGM but shall not be entitled to cast their vote again.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-voting manual available at www.instavote.linkintime.co.in, 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: www.instameet.linkintime.co .
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 : 16 digits beneficiary ID, account held with CDSL
	(ii) For members holding shares in demat : 8 Character DP ID followed by 8 digit client ID, account held with NSDL
	(iii) For members holding shares in physical form : Folio number registered with the Company
	B. PAN: Enter your 10-digit Permanent Account Number (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. 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" (<i>You are now registered for InstaMeet and your attendance is marked for the meeting</i>).
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 atleast 7 (seven) days prior to meeting i.e. Monday, August 31, 2020 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial.abfrrl@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.
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 [Download - Webex](#) (Members may also refer a tutorial video available on [Webex - Download - Tutorial](#)).
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. Monday, August 31, 2020 mentioning their name, demat account number/ folio number, e-mail ID, mobile number at secretarial.abfrrl@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 cast 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.	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. Monday, August 31, 2020 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. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, August 31, 2020.
- d. 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 www.instavote.linkintime.co.in or write an e-mail to enotices@linkintime.co.in or secretarial.abfirl@adityabirla.com.
- e. 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.
- f. 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 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, 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.abfri.com and website of LIIPL i.e. www.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.

For any queries/issues (including but not limited to Annual Report/AGM), you may reach the Company team /RTA at the address for correspondence provided in the section 'General Shareholder Information' of the Annual Report.

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")

Adhering to the requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred to the IEPF Authority all amounts that had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. July 17, 2020. Details of the same have been uploaded on the website of the IEPF Authority and can be accessed on www.iepf.gov.in.

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. 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 2019-20.

By Order of the Board

Sd/-

Geetika Anand

VP, Company Secretary and Compliance Officer

Date : May 27, 2020

Place : Mumbai

13th AGM OF ABFRL | IMPORTANT DATES



Sunday,
August 16, 2020



Receipt of Annual Report and AGM Notice.
Available on www.abfrl.com

Monday,
August 31, 2020



Cut-off Date to determine the members who shall be entitled to vote.



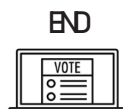
Last day to register as speaker or send queries

Friday,
September 4, 2020



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

Sunday,
September 6, 2020



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

Monday,
September 7, 2020



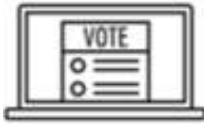
Date of the AGM.
Participate and vote during the AGM

Wednesday,
September 9, 2020



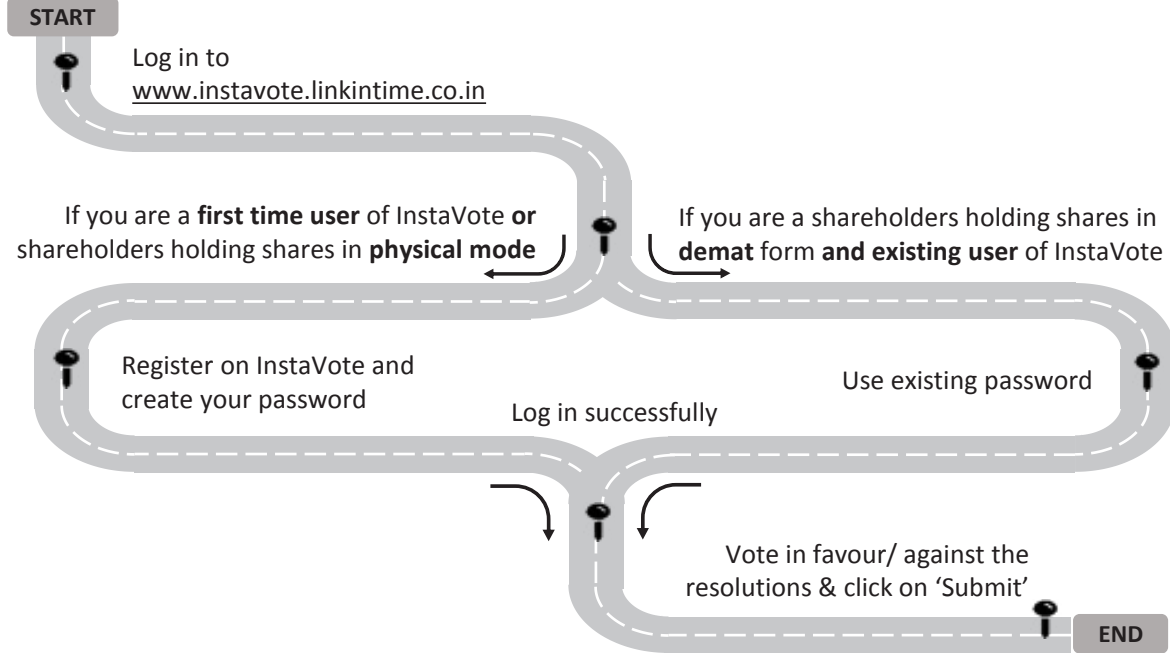
Announcement of voting results
Available on www.abfrl.com

VIRTUAL ROAD MAP



HOW TO VOTE REMOTELY?

Commence from : 9:00 a.m., Friday, September 4, 2020
End at : 5.00 p.m., Sunday, September 6, 2020



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.

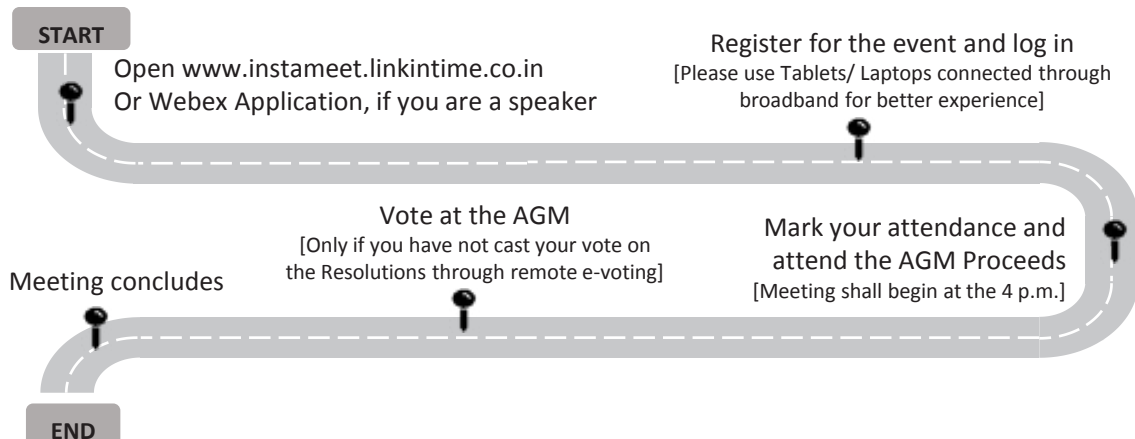


Refer the Frequently Asked Questions ('FAQs') and InstaVote e-voting manual available at www.instavote.linkintime.co.in
 For any queries: Send an e-mail to enotices@linkintime.co.in or contact on telephone no. 022-4918 6000



HOW TO ATTEND THE AGM?

Monday, September 7, 2020 at 4 p.m.



The results alongwith the consolidated Scrutinizer's Report shall be declared on the website of the Company i.e. www.abfrl.com and website of Link Intime India Private Limited i.e. www.instavote.linkintime.co.in.



For any queries regarding login/ e-voting:
 Send an e-mail to instameet@linkintime.co.in or contact on telephone no. 022-49186175.