



**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, Maharashtra, India

**CIN:** L18101MH2007PLC233901; **Website:** [www.abfrl.com](http://www.abfrl.com); **E-mail:** [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com);

**Tel:** +91 - 8652905000; **Fax:** +91 - 8652905400

**POSTAL BALLOT NOTICE**

To, **The Members of Aditya Birla Fashion and Retail Limited**

Notice is hereby given pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting *vide* various general circulars issued by MCA ("Circulars"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations, that the Resolution appended below are proposed to be passed by the Members by way of Postal Ballot through Remote E-voting.

This Notice:

- is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Hard copy of notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only and
- will also be available on the Company's website [www.abfrl.com](http://www.abfrl.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ("LIPL") i.e. <https://instavote.linkintime.co.in>.

The **Explanatory Statement** in terms of the provisions of Section 102(1) and 110 of the Act, which sets out details relating to special business to be transacted forms part of this Notice.

**Remote E-Voting:** Shareholders are requested to read the instructions in the Notes under the section "Remote E-Voting: Procedure" in this Notice to cast their vote electronically. The details of the same are as below:

<b>Cut-off date</b>	:	Friday, May 5, 2023
[for determining the Members entitled to vote on the resolution set forth in this Notice]		
<b>Remote e-voting period</b>	<b>Commence from</b>	9:00 a.m., Wednesday, May 10, 2023
[During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	<b>End at</b>	5:00 p.m., Thursday, June 8, 2023 [The remote e-voting module shall be disabled for voting thereafter by LIPL]
<b>URL for remote e-voting</b>	:	<a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> NSDL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> or <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> CDSL: <a href="https://web.cdslindia.com/myeasiness/home/login">https://web.cdslindia.com/myeasiness/home/login</a> or <a href="https://www.cdslindia.com">https://www.cdslindia.com</a>

## SPECIAL BUSINESS

**1. Enhancement of limits of investments/ loans/ guarantees/ securities in excess of the limits prescribed in Section 186 of the Companies Act 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force) (“the Act”) and subject to the provisions of the Articles of Association of the Company, other applicable laws and such other approvals, consents, sanctions and permissions as may be required in this behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”/ which shall include a duly constituted committee(s) thereof) to:

- a. give any loan to any person or other body corporate;
- b. give any guarantee or provide any security in connection with a loan to any other person or body corporate and
- c. acquire from time to time, by way of subscription, purchase or otherwise, the securities of any other body corporate,

in one or more tranches, in future, as the Board may, in its absolute discretion, deem beneficial and in the interest of the Company, such that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, together with the investments, loans, guarantee or security proposed to be made or given by the Company in future, shall be up to a maximum amount of ₹ 1,500 Crore (Rupees Fifteen Hundred Crore only) in addition to the limit of 60 % (sixty per cent) of the paid-up share capital, free reserves and securities premium account of the Company or 100% (one hundred per cent) of the free reserves and securities premium account of the Company, whichever is more, outstanding at any point of time, as prescribed under Section 186(2) of the Act.

**RESOLVED FURTHER THAT** the Board and key managerial personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, proper or expedient and bestowed with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

By Order of the Board

Sd/-

**Anil Malik**

**President, Company Secretary**

**A11197**

**Date** : May 5, 2023

**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 business mentioned in this Notice:

**Item No. 1 Enhancement of limits of investments/ loans/ guarantees/ securities in excess of the limits prescribed in Section 186 of the Companies Act 2013.**

The Company, from time to time, makes investment(s), in one or more tranches, and/or gives loans to various companies including its subsidiary(ies) as and when deem appropriate. The Company may also require to provide corporate guarantees or security in connection with a loan to any other body corporate to the banks/financial institutions for the financial assistance provided by them.

As per Section 186(2) of the Act, no company shall directly or indirectly:

- a. give any loan to any person or other body corporate;
- b. give any guarantee or provide security in connection with a loan to any other body corporate or person and
- c. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% (sixty per cent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more.

Further, Section 186 of the Act provides that where the aggregate of the loans and investments so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), any investment or loan will be made or guarantee will be given or security will be provided only with the prior approval of Members by means of a Special Resolution.

Considering the long-term business plans of the Company wherein the Company is required to make further investments, provide loans/ and issue guarantees/ securities to companies, persons or bodies corporate, from time to time, prior approval of the shareholders is being sought for enhancing the limits to ₹ 1,500 Crore (Rupees Fifteen Hundred Crore only) over and above the limits of 60 % (sixty per cent) of the paid-up share capital, free reserves and securities premium account of the Company or 100% (one hundred per cent) of the free reserves and securities premium account of the Company, whichever is more as prescribed under Section 186(2) of the Act.

Accordingly, the Board recommends the resolution as set out at Item No. 1 of this Notice for approval of the Members of the Company as a Special Resolution.

None of the Director(s) and key managerial personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

**NOTES FOR MEMBERS' ATTENTION**

1. The Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, May 5, 2023 ("cut-off date"). A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
2. Ms. Shivangini Gohel, (ACS 25740 & C.P. No. 9205) and failing her Mr. Dilip Bharadiya (FCS 7956 & C.P. No. 6740), Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
3. **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/ Authorisation etc., authorising its representative to vote through remote e-voting on its behalf.

The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail ID to Ms. Shivangini Gohel/ Mr. Dilip Bharadiya, at [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to the Company Secretary at [secretarial@abfml.adityabirla.com](mailto:secretarial@abfml.adityabirla.com), not later than Thursday, June 8, 2023 by 5:00 p.m.

4. **DOCUMENTS OPEN FOR INSPECTION**

All documents referred to in the Notice will be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to Thursday, June 8, 2023. Members seeking to inspect such documents can send an e-mail at [secretarial@abfml.adityabirla.com](mailto:secretarial@abfml.adityabirla.com)

5. **REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY**

- Shareholders holding shares in Physical Mode: Register/ update their email ID, Mobile number and Bank Account details by sending a request letter duly signed by the Shareholder(s) mentioning the Name of the Company, Folio number, Bank Account Details, self-attested copy of PAN card and cancelled cheque leaf. In case the cancelled cheque leaf does not bear the Shareholders name, please attach a copy of the bank passbook statement, duly self-attested to the Company at [secretarial@abfml.adityabirla.com](mailto:secretarial@abfml.adityabirla.com) or LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- Shareholders holding shares in Dematerialised Mode: Register/ update their email ID, Mobile number and Bank Account details with their respective Depository Participant.
- Members who have not registered/ updated their e-mail ID or mobile number with the Company but wish to receive all communication from the Company electronically may register/ update their e-mail ID and mobile number on [www.abfml.com](http://www.abfml.com)

6. **REMOTE E-VOTING: PROCEDURE**

Pursuant to Section 108 of the Act, Rule 20 of the Rules, as amended, Regulation 44 of the Listing Regulations and the Circulars, the Company is pleased to provide the facility to the Members to

exercise their right to vote, on the resolution proposed to be passed by Postal Ballot, by electronic means. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**(1) Depository: For Individual Shareholders holding securities in demat mode**

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
<b>Registered User</b>		
1.	The URL for users to login for NSDL IDeAS facility: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.	The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
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 their user id and password.
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 e-Voting service provider 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.
<b>First time user</b>		
5.	Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a>	Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>
<b>Alternative Method</b>		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
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)
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 e-Voting service provider 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 i.e. LINKINTIME and you will be redirected to “InstaVote” for casting your vote during the remote e-Voting period.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

(2) **InstaVote: 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: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>	
2.	Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -	
	<b>A. User ID:</b> 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 (230122) followed by the Folio number registered with the Company
	<b>B. Permanent Account Number (PAN):</b> 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.	(Skip step)
	<b>C. Date of Birth (DOB)/ Date of Incorporation (DOI):</b> Enter the DOB/ DOI (As recorded with your DP/ Company - in DD/MM/YYYY format)	
	<b>D. Bank Account Number:</b> 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

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
	(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)
4.	Click on 'confirm' and your password will be generated.	(Skip step) [Use your existing password]
5.	Click on 'Login' under the ' <b>SHAREHOLDER</b> ' tab.	
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ' <b>Submit</b> '.	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select ' <b>View</b> ' icon and the e-voting page will appear.	
9.	Refer the Resolution description and cast your vote by selecting your desired option ' <b>Favour/ Against</b> '. (If you wish to view the entire Resolution details, click on the ' <b>View Resolution</b> ' 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 ' <b>Yes</b> ', else to change your vote, click on ' <b>No</b> ' 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 <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.



5. 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.
6. 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](mailto:enotices@linkintime.co.in) or contact on: Tel: 022-4918 6000.

## **7. 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.

## **8. VOTING RESULTS**

The Scrutinizer [Ms. Shivangini Gohel (ACS 25740 and failing her Mr. Dilip Bharadiya (FCS 7956)] will submit the report to the Chairman after completion of scrutiny of the remote e-voting. The results shall be declared on or before Monday, June 12, 2023 and will be displayed along with the Scrutinizer's Report:

- i. at the Registered as well as Corporate Office of the Company;
- ii. on the website of the Company i.e. [www.abfrl.com](http://www.abfrl.com) and
- iii. on the website of LIIPL i.e. <https://instavote.linkintime.co.in> and communicated to BSE Limited and National Stock Exchange of India Limited.

By Order of the Board

Sd/-

**Anil Malik**

**President, Company Secretary**

**A11197**

**Date** : May 5, 2023

**Place** : Mumbai