



## 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 Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("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") 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 Resolutions 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> [for determining the Members entitled to vote on the resolution set forth in this Notice]	:	Friday, February 17, 2023
<b>Remote e-voting period</b> [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	<b>Commence from</b> <b>End at</b>	: 9:00 a.m., Monday, February 27, 2023 : 5.00 p.m., Tuesday, March 28, 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/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="https://www.cdslindia.com">https://www.cdslindia.com</a>

## SPECIAL BUSINESS

**1. Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non-Executive Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and in line with the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board of Directors (“Board”), Ms. Ananyashree Birla (DIN: 06625036) who was appointed as an Additional Non-Executive Director of the Company in terms of Section 161 of the Act with effect from January 30, 2023, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**2. Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and in line with the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board of Directors (“Board”), Mr. Aryaman Vikram Birla (DIN: 08456879) who was appointed as an Additional Non-Executive Director of the Company in terms of Section 161 of the Act with effect from January 30, 2023, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By Order of the Board

Sd/-  
Anil Malik

Company Secretary & Compliance Officer

A11197

Date : February 24, 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 Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non-Executive Director.**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors (“Board”) at its meeting held on January 30, 2023, approved the appointment of Ms. Ananyashree Birla (DIN: 06625036) as an Additional Director (Non-Executive) of the Company with effect from January 30, 2023 and is eligible to be appointed as a Non- Executive Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Ms. Ananyashree Birla as a Non-Executive Director of the Company, liable to retire by rotation, by way of Postal Ballot.

**Brief profile of Ms. Ananyashree Birla**

- Ms. Ananyashree Birla is a multi-hyphenate, a platinum selling artist and a successful business woman. Ms. Ananyashree Birla has graced the cover of Forbes magazine, Vogue India and Business World 40U40. She has also been felicitated by Ketto India as a Young Changemaker, AISEC Youth Leadership award, CNBC Young Businessperson, Forbes Tycoons of Tomorrow, GQ’s Most Influential Young Indians, Miss Vogue’s 28 Geniuses under 28, and Forbes Women to Watch - amongst others.
- Her first company, Svantra Microfin Private Limited (*‘Svantra’*) founded at the age of 17 is amongst India’s fastest growing MFI’s. It has crossed an AUM of 1 billion USD and has grown at a CAGR of 120% (2015-2022). With over 7,000 employees, it has consistently been accorded a Great Place to Work. With a CRISIL A+ rating, Svantra is the youngest, highest rated organization in the sector. Svantra successfully acquired Micro Housing Finance Corporation Limited in 2018. Her innovation across the business has resulted in a number of firsts in the industry and solidified Svantra’s position as an industry leader in financial services. She is also the founder of design-led home decor brand Ikai Asai. On the social front, she has co-founded Mpower and advocates the need for conversations around mental health in India. She is also the founder of the Ananya Birla Foundation that does pioneering research in mental health and social impact.

- Ms. Ananyashree Birla's efforts with building rural development, financial inclusion and encouraging women entrepreneurship in deep rural India have been recognised and felicitated by various Government entities such as Hon'ble Prime Minister of India - Shri Narendra Modi at Champions of Change, an event organized by the National Institution for Transforming India (NITI Aayog). Ms. Ananyashree Birla was also conferred by the Hon'ble Chief Minister of Maharashtra, Shri Devendra Fadnavis for her role in empowering rural Indian women and pioneering 100% cashless disbursement since the beginning. She was presented with Kamala Rising Star Award by Hon'ble Governor of Maharashtra Shri Bhagat Singh Koshiyari in April 2022.
- Ms. Ananyashree Birla serves as a Director on the Board of various companies like Svatantira Microfin Private Limited, Svatantira Online Services Private Limited, Antimatter Media Private Limited, Talk and Cheese Private Limited, Aditya Birla New Age Private Limited, Aditya Birla Management Corporation Private Limited (*the apex body that provides strategic direction to the Aditya Birla Group's businesses*), Svatantira Micro Housing Finance Corporation Limited and Grasim Industries Limited (Listed). She is also Director of Ananya Birla Foundation and IKAI ASAI Foundation, which is a Section 8 Company under the Act.

Appointment of Ms. Ananyashree Birla would be in the best interest of the Company taking into consideration her knowledge, background and expertise in the areas of financial services, technology and innovation, governance, social impact etc.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Ms. Ananyashree Birla for the office of Director of the Company. The Company has also received from Ms. Ananyashree Birla, the consent to act as a Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director 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, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Ms. Ananyashree Birla confirming that her name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

Ms. Ananyashree Birla has exceptional individual achievements in the chosen fields and early success with her independent entrepreneurial ventures set up well for larger responsibilities. Her nuanced understanding of new-age business models and emerging shifts in consumer behaviour will infuse fresh energy to the Board of the Company. The Board also believes that her appointment will add dynamism to the Company's rich entrepreneurial traditions and help to create sustained stakeholder value.

Ms. Ananyashree Birla is the daughter of Mr. Kumar Mangalam Birla, Chairman, Non-Executive Director and part of the Promoter Group of the Company and elder sister of Mr. Aryaman Vikram Birla, Additional Director (Non-Executive Director) of the Company.

Ms. Ananyashree Birla will be paid remuneration by way of the sitting fees for attending the meetings of the Board and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Board, which shall be within the limits stipulated under Section 197 of the Act subject to the approval of the

members from time to time.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed as Annexure A hereto and forms part of this Notice.

Your Directors recommend the said Resolution for approval by the Members by way of an Ordinary Resolution.

Except Mr. Kumar Mangalam Birla, Ms. Ananyashree Birla and Mr. Aryaman Vikram Birla and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in Item No. 1 as set out in this Notice.

## **Item No. 2 Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director.**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board ("NRC"), the Board of Directors ("Board") at its meeting held on January 30, 2023, approved the appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as an Additional Director (Non-Executive) of the Company with effect from January 30, 2023 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Aryaman Vikram Birla as a Non-Executive Director of the Company, liable to retire by rotation, by way of Postal Ballot.

### **Brief profile of Mr. Aryaman Vikram Birla**

- Mr. Aryaman Vikram Birla comes with diverse experience which includes entrepreneurship, VC investing, and professional sport. He is closely involved with several businesses of the Aditya Birla Group (ABG) including Fashion & Retail and Real Estate. In consultation with the Group Chairman, Mr. Kumar Mangalam Birla, he is actively championing the Group's foray into new-age businesses. He helped to incubate the Group's D2C platform, TMRW and is a director on its Board. His maiden entrepreneurial foray was in the hospitality business. Mr. Aryaman Vikram Birla is also spearheading the Group's Venture Capital fund, Aditya Birla Ventures that has already invested in 5 high-growth start-ups. Prior to joining ABG, Mr. Aryaman Vikram Birla was a prolific first-class cricketer.
- Mr. Aryaman Vikram Birla serves as a Director on the Board of various companies like Aditya Birla New Age Private Limited, Aditya Birla New Age Restaurants and Cafe Private Limited,

Aditya Birla Management Corporation Private Limited (the apex body that provides strategic direction to the Aditya Birla Group's businesses), Aditya Birla Digital Fashion Ventures Limited and Grasim Industries Limited (Listed entity).

- Mr. Aryaman Vikram Birla brings to the fore unique perspectives on team building, leadership, investing and ground-up entrepreneurship.

Appointment of Mr. Aryaman Vikram Birla would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of business building, private equity financing, etc., which shall be helpful in the Company's Fashion & Retail business.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. Aryaman Vikram Birla for the office of Director of the Company. The Company has also received from Mr. Aryaman Vikram Birla, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director 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, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Aryaman Vikram Birla confirming that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

Mr. Aryaman Vikram Birla has exceptional individual achievements in the chosen fields and early success with his independent entrepreneurial ventures set up well for larger responsibilities. His nuanced understanding of new-age business models and emerging shifts in consumer behaviour will infuse fresh energy to the Board of the Company. The Board also believes that his appointment will add dynamism to the Company's rich entrepreneurial traditions and help to create sustained stakeholder value.

Mr. Aryaman Vikram Birla is the son of Mr. Kumar Mangalam Birla, Chairman, Non-Executive Director and part of the Promoter Group of the Company and younger brother of Ms. Ananyashree Birla, Additional Director (Non-Executive Director) of the Company.

Mr. Aryaman Vikram Birla will be paid remuneration by way of the sitting fees for attending the meetings of the Board and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Board, which shall be within the limits stipulated under Section 197 of the Act subject to the approval of the members from time to time.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed as Annexure A hereto and forms part of this Notice.

Your Directors recommend the said Resolution for approval by the Members by way of an Ordinary Resolution.

Except Mr. Kumar Mangalam Birla, Mr. Aryaman Vikram Birla and Ms. Ananyashree Birla and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in Item No. 2 as set out in this Notice.

## Annexure A

### Details of the directors seeking appointment/ re-appointment (as set out in item no. 1 & 2 of this Notice)

As per Regulations 36(3) 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

Name of Director	Ms. Ananyashree Birla	Mr. Aryaman Vikram Birla
DIN	06625036	08456879
Date of Birth/ Age	July 17, 1994/ 28 years	July, 9 1997 / 25 years
Qualifications	Alumnae of the University of Oxford	<ul style="list-style-type: none"> <li>Graduate from University of Mumbai</li> <li>Pursuing MSc in Global Finance (Part Time) from Bayes Business School, London</li> </ul>
Date of First Appointment	January 30, 2023	January 30, 2023
Brief Resume along with experience and expertise in specific functional areas	As per the resolution at item no. 1 & 2 of this Notice read with the explanatory statement thereto	
Terms and conditions of appointment/ re-appointment	To be appointed as a Non-Executive Director, liable to retire by rotation. Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by Board which shall be within the limits stipulated under Section 197 of the Companies Act, 2013 and as approved by the shareholders of the Company from time to time.	
Remuneration sought to be paid	Sitting fees	
Past Remuneration drawn from the Company	Nil	₹ 75,000 (Sitting Fee for attending the Board Meeting on February 7, 2023)
Shareholding in the Company including as a beneficial owner	Nil	Nil
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	<ul style="list-style-type: none"> <li>Daughter of Mr. Kumar Mangalam Birla, Chairman and Non - Executive Director</li> <li>Sister of Mr. Aryaman Vikram Birla, Additional Non- Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>Son of Mr. Kumar Mangalam Birla, Chairman and Non - Executive Director</li> <li>Brother of Ms. Ananyashree Birla, Additional Non- Executive Director</li> </ul>
No. of Board Meetings attended during the FY 2022-23	Nil	1 out of 1
List of other Public Companies in which Directorship is held	<ol style="list-style-type: none"> <li>Svatantra Micro Housing Finance Corporation Limited</li> <li>Grasim Industries Limited (<i>Listed</i>)</li> </ol>	<ol style="list-style-type: none"> <li>Aditya Birla Digital Fashion Ventures Limited</li> <li>Grasim Industries Limited (<i>Listed</i>)</li> </ol>
Listed entities from which resigned as a Director in the past three years	Nil	Nil

Name of Director	Ms. Ananyashree Birla	Mr. Aryaman Vikram Birla
Chairperson/ Member of Committee(s) of Board of Directors of the Company <sup>(1)</sup>	Nil	Nil
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson <sup>(1)</sup>	<b>Audit Committee:</b> Svatantra Micro Housing Finance Corporation Limited (Member)	Nil

NOTE:  
 (1) In terms of the applicable provisions of SEBI Listing Regulations, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies, whether listed or not.



**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 February 17, 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@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com), not later than Tuesday, March 28, 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 Tuesday, March 28, 2023. Members seeking to inspect such documents can send an e-mail at [secretarial@abfirl.adityabirla.com](mailto:secretarial@abfirl.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@abfirl.adityabirla.com](mailto:secretarial@abfirl.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.abfirl.com](http://www.abfirl.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
Registered User		
1.	The URL for users to login for NSDL IDeAS facility: <a href="https://eservices.nsd.com">https://eservices.nsd.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.
First time user		
5.	Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.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>

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
<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.nsd.com/">https://www.evoting.nsd.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.
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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) 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: -	
	A. <b>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 (230052) followed by the Folio number registered with the Company
		(Skip step)
	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.	
	C. <b>Date of Birth (DOB)/ Date of Incorporation (DOI):</b> Enter the DOB/ DOI (As recorded with your DP/ Company - in DD/MM/YYYY format)	
	D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.	

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
	<p>(i) For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above</p> <p>(ii) For members holding shares in demat account held with NSDL : Shall provide 'D' above</p> <p>(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above</p>	
3.	<p>Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter].</p>	(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.	

### (3) Remote e-voting: Points to remember

1. 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.
2. 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**'.
3. In case shareholders/ members is having valid e-mail address, Password will be sent to his/ her registered e-mail address.
4. 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 Friday, March 31, 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.abfrr.com](http://www.abfrr.com) and
- iii. on the website of LIPL 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**

**Company Secretary & Compliance Officer**

**A11197**

**Date** : February 24, 2023

**Place** : Mumbai