



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; Website: www.abfirl.com; E-mail: secretarial@abfirl.adityabirla.com;

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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, circulars issued by the Ministry of Corporate Affairs ("MCA") ("Circulars") and subject to other applicable laws and regulations, that the Resolution appended below is 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.abfirl.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, 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:

Cut-off date [for determining the Members entitled to vote on the resolution set forth in this Notice]	:	Friday, September 9, 2022
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 End at	: 9:00 a.m., Wednesday, September 21, 2022 : 5.00 p.m., Thursday, October 20, 2022 [The remote e-voting module shall be disabled for voting thereafter by LIPL]
URL for remote e-voting	:	https://instavote.linkintime.co.in NSDL: https://eservices.nsdl.com or https://www.evoting.nsdl.com CDSL: https://web.cdslindia.com/myeasi/home/login or https://www.cdslindia.com

SPECIAL BUSINESS

1. Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive (Nominee) Director:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (*“Act”*) and the Rules made thereunder, 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), the Articles of Association, the Securities Subscription Agreement dated May 24, 2022 between Aditya Birla Fashion and Retail Limited (*“ABFRL/Company”*) and Caladium Investment Pte. Ltd. (as amended from time to time), based on the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board, Mr. Pankaj Sood (DIN: 05185378) who was appointed as an Additional Non-Executive (Nominee) Director of the Company, with effect from September 20, 2022, be and is hereby appointed as a Non-Executive (Nominee) 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.”

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:

1. Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive (Nominee) Director:

Pursuant to Articles of Association and the Share Subscription Agreement dated May 24, 2022 between ABFRL and Caladium Investments Pte. Ltd. (“Investor”) (as amended from time to time), based on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board approved the appointment of Mr. Pankaj Sood (DIN: 05185378) as an Additional Non-Executive (Nominee) Director of the Company with effect from September 20, 2022, subject to the approval of shareholders of the Company.

Brief profile of Mr. Pankaj Sood is provided separately in **Annexure A** to this Notice. The Company has received a Notice proposing the candidature of Mr. Sood 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. Pankaj Sood 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. Pankaj Sood as a Non-Executive (Nominee) Director of the Company, as set out in item no. 1 of the Notice, for approval of the shareholders.

Annexure A

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

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

Name of Director	Mr. Pankaj Sood
DIN	05185378
Date of Birth/ Age	July 11, 1975/ 47 years
Brief Resume along with experience and qualifications	<ul style="list-style-type: none"> ▪ B.Tech, (Chemical) from IIT Kharagpur and MBA (IIM Calcutta) ▪ Over 23 years of experience in private equity and M&A transactions in India ▪ Head-Private Equity (Direct Investments) business of GIC Singapore in India and Africa ▪ Formerly worked with Kotak Investment Bank, Ernst & Young and SBI Capital Markets as an Investment Banker.
Date of First Appointment	September 20, 2022
Expertise in specific functional areas	Global Experience/ Domain Experience, Strategy, Functional and managerial experience, Financial, Governance, Risk and Compliance, Leadership.
Terms and conditions of appointment/ re-appointment	To be appointed as a Non-Executive (Nominee) Director, liable to retire by rotation.
Remuneration sought to be paid	N.A.
Past Remuneration drawn from the Company	Nil
Shareholding in the Company	Nil
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	Nil
No. of Board Meetings attended during the FY 2021-22	N.A.
List of other Companies in which Directorship is held ⁽¹⁾	<ol style="list-style-type: none"> 1. Mphasis Limited 2. Bandhan Financial Holdings Limited 3. Bandhan Financial Services Limited
Listed entities from which resigned as a Director in the past three years	Nil
Chairperson*/ Member of Committee(s) of Board of Directors of the Company ⁽²⁾	Nil
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽²⁾	<ol style="list-style-type: none"> 1. Bandhan Financial Services Limited - Audit Committee

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 and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not.

NOTES FOR MEMBERS' ATTENTION

1. 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 September 9, 2022 ("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. 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 vote through remote e-voting on its behalf.

The said Resolution/Authorization shall be sent to the Scrutiniser by e-mail through its registered e-mail ID to Mr. Dilip Bharadiya at dilipbcs@gmail.com with a copy marked to the Company Secretary at secretarial@abfrl.adityabirla.com, not later than Thursday, October 20, 2022 by 5.00 p.m.

3. 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, October 20, 2022. Members seeking to inspect such documents can send an e-mail at secretarial@abfrl.adityabirla.com

4. 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@abfrl.adityabirla.com or LIPL at 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.abfrl.com.

5. 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.

(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 : https://eservices.nsdl.com either on a personal computer or on a mobile.	The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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. NSDL, KARVY, LINKINTIME, CDSL.
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 https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdedasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
Alternative Method		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.
7.	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.	(Skip step)
8.	A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.	(Skip step)

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
9.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	(Skip step)
10.	Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to 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.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43

(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: https://instavote.linkintime.co.in	
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -	
	A. User ID: Enter your User ID	
	(i) For members holding shares in demat account held with CDSL	: 16 digits beneficiary ID,
	(ii) For members holding shares in demat account held with NSDL	: 8 Character DP ID followed by 8 digit client ID,
	(iii) For members holding shares in physical form	: EVEN for fully paid-up (220552) or for partly paid-up (220553) followed by the Folio number registered with the Company
	B. Permanent Account Number (PAN): Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.	
	C. Date of Birth (DOB)/ Date of Incorporation (DOI): Enter the DOB/ DOI (As recorded with your DP/ Company - in DD/MM/YYYY format)	
	D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.	

(Skip step)

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
	(i) For members holding shares in demat account held with CDSL	: Shall provide either 'C' or 'D', above
	(ii) For members holding shares in demat account held with NSDL	: Shall provide 'D' above
	(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above	: Shall provide their folio number in 'D' above
3.	Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one 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 'SHAREHOLDER' tab.	
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select 'View' icon and the e-voting page will appear.	
9.	Refer the Resolution 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 <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.

3. 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'.
4. In case shareholders/ members is having valid e-mail address, Password will be sent to his/ her registered e-mail address.
5. 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.
6. 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.
7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
9. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
10. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

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

6. 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.

7. VOTING RESULTS:

The Scrutiniser [Mr. Dilip Bharadiya (holding membership no. FCS 7956)] will submit his report to the Chairman after completion of scrutiny of the remote e-voting. The results shall be declared on or before Tuesday, October 25, 2022 and will be displayed along with the Scrutiniser's Report:

- (i) at the Registered as well as Corporate Office of the Company;
- (ii) on the website of the Company i.e. www.abfml.com;
- (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/-

Geetika Anand

Company Secretary & Compliance Officer

Date : September 20, 2022

Place : Mumbai