Notes for Members' Attention

1. Virtual Meeting

In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated December 28, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI") ("the MCA Circulars and SEBI Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through video conference/other audio visual means ("VC/OAVM") upto September 30, 2023, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the 16th AGM of the Company is being held through VC/OAVM. The deemed venue for this meeting will be the Registered Office of the Company. 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 the 16th AGM

- a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website <u>www.abfrl.com</u>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at <u>www.bseindia.com</u> and <u>www.nseindia.com</u> respectively and website of Link Intime India Private Limited ("LIIPL") i.e. <u>https://instavote. linkintime.co.in/</u>

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 <u>http://www.abfrl.com/</u> investors/update-contact-details/

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

4. Directors seeking appointment/re-appointment/fixing of remuneration

Relevant details with respect of Directors retiring by rotation and seeking appointment/reappointment/fixing of remuneration at the AGM, in terms of Regulation 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 various circulars issued by MCA and SEBI through VC/ OAVM, wherein 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 Ms. Shivangini Gohel/Mr. Dilip Bharadiya at <u>dilipbcs@gmail.com</u> with a copy marked to the Company Secretary at <u>secretarial@abfrl.adityabirla.com</u>.

7. Document open for inspection

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 <u>https://instameet.linkintime.co.in</u>.

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 the SEBI Listing Regulations and the 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.

Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to "e-Voting facility provided by the Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.

The Company has engaged the services of LIIPL 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 M/s. Dilip Bharadiya & Associates (FRN: P2005MH091600), 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.

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this Notice]		:	Thursday, September 21, 2023	
Remote e-voting	Commence from	:	: 9:00 a.m. IST, Monday, September 25, 2023	
period [During this period, members of the Company as on the cut- off date may cast their vote by remote e-voting]	End at	:	5.00 p.m. IST, Wednesday, September 27, 2023 [The remote e-voting module shall be disabled for voting thereafter by LIIPL]	

Remote e-voting: Important Dates

URL for remote e-voting

Type of shareholder	: E-voting link
Individual Shareholders holding securities in Demat mode with National Securities Depository Limited	: <u>https://eservices.nsdl.com</u> or directly through your depository participant
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited	: <u>https://web.cdslindia.com/myeasinew/</u> <u>home/login</u> or directly through your depository participant
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode	: <u>https://instavote.linkintime.co.in</u>

Remote e-voting: Procedure

(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 to Easi / Easiest facility is <u>www.cdslindia.com</u> and click on login icon & New System Myeasi Tab.			
2.		Login through my easi 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 "Instavote" 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 tir	ne user			
5.	Online for IDeAS "Portal or click at <u>https://eservices.nsdl.com/SecureWeb/</u> <u>IdeasDirectReg.jsp</u>	web.cdslindia.com/myeasinew/Registration/ EasiRegistration or www.cdslindia.com			
		<u>ve Method</u>			
6.	web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a personal computer or on a mobile.	No. from a link in www.cdslindia.com home			
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)			

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
10.	service provider name i.e. LINKINTIME and you will be redirected to "Instavote"	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 and you will be redirected to e-Voting website of InstaVote for casting your vote during the remote e-Voting period to cast your vote without any further authentication.

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 <u>evoting@nsdl.co.in</u> 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 <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33

(2) Insta Vote: 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.	Ор	en the internet browser and launch the URL: <u>https://insta</u>	avote.linkintime.co.in
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -		
	Α.	User ID: Enter your User ID	
	(i)	For members holding : 16 digits beneficiary ID shares in demat account held with CDSL	
	(ii)	For members holding : 8 Character DP ID followed shares in demat account by 8 digit client ID held with NSDL	

Step no.	F	or 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 : EVEN (230521) followed by shares in physical form Folio Number registered with the Company	
	В.	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)
	(i)	For members holding : Shall provide either 'C' or shares in demat account 'D', above held with CDSL	
	(ii)	For members holding : Shall provide 'D' above shares in demat account held with NSDL	
	(iii)	For members holding : Shall provide their folio shares in physical form but have not recorded 'C' and 'D' above	
3.	con (@!‡	the password of your choice [The password should tain minimum 8 characters, at least one special Character #\$&*), at least one numeral, at least one alphabet and east one capital letter].	(Skip step)
4.	Clic	k on 'confirm' and your password will be generated.	(Skip step) [Use your existing password]
5.	click	on 'Login' under the 'SHARE HOLDER' tab.	
6.	Ente	er your User ID, Password and Image Verification (CAPT	CHA) Code and click on 'Submit' .
7.	Afte	r successful login, you will be able to see the notification	n for e-voting.
8.	Sele	ect 'View' icon and the e-voting page will appear.	
9.		er the Resolution description and cast your vote by sele inst' . (If you wish to view the entire Resolution details, cli	
10.	be o	er selecting the desired option i.e. Favour / Against, click displayed. If you wish to confirm your vote, click on 'Yes ' and accordingly modify your vote.	
11.		e the vote on a resolution is cast by the member, suc nge it subsequently.	h member shall not be allowed to

(3) 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 LIIPL at <u>https://instavote.linkintime.co.in/</u>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 <u>https://instavote.linkintime.co.in</u>, under Help section or send an e-mail to <u>enotices@linkintime.co.in</u> 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	For	all shareholders	
no.			
1.	Open the internet browser and launch the URL: <u>https://instameet.linkintime.co.in</u>		
2.	Select the "Company" and 'Event Date' and register with your following details: -		
	Α.	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 account held with NSDL client ID,	
		(iii) For members holding shares in physical : Folio number registered with the form Company	
	B. PAN: Enter your 10-digit PAN (Members who have not updated their PAN with t DP/Company shall use the sequence number provided to you, if applicable.		
	С.	Mobile No.: Enter your mobile number.	
	D.	E-mail ID: Enter your e-mail ID, as recorded with your DP/Company.	
3.		, "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked he meeting).	
4.		reholders will be required to allow camera and use internet with a good speed to avoid disturbance during the meeting.	

In case shareholders/ members have any queries regarding login, they may send an e-mail to <u>instameet@linkintime.co.in</u> 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. Thursday, September 21, 2023 mentioning their name, demat account number/ folio number, e-mail ID, mobile number at secretarial@abfrl.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 depending upon the provision made by the client.
- 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 <u>www.webex.com/downloads.html/</u> (Members may also refer a tutorial video available on <u>www.youtube.com/watch?v=U2C9BVtGVrk</u>).
- 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. Thursday, September 21, 2023 mentioning their name,

demat account number/folio number, e-mail ID, mobile number at <u>secretarial@abfrl.adityabirla.com</u>. 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 casted 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.	After selecting the appropriate option i.e. Favour/ Against, click on "Save". Then a confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6.	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 <u>instameet@linkintime.co.in</u> 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. Thursday, September 21, 2023 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. 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 <u>https://instavote.linkintime.co.in/</u> (under help section) or write an e-mail to <u>enotices@linkintime.co.in</u> or <u>secretarial@abfrl.adityabirla.com</u>.
- d. 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.
- e. 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 any other Director/Key Managerial Personnel authorized by the Board, 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.abfrl.com and website of LIIPL i.e. https://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.

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")

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 <u>www.iepf.gov.in</u>.

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 2022-23.

By Order of the Board

Place : Mumbai Date : August 4, 2023 -/Sd/-Anil Malik President & Company Secretary Membership No.: A11197