



## 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

CIN: L18101MH2007PLC233901

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### Notice of 15<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting of the Shareholders of Aditya Birla Fashion and Retail Limited ("the Company") will be held on Monday, September 5, 2022 at 4:00 p.m. IST through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM") to transact the following businesses:

#### **ORDINARY BUSINESS**

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**1) Consider and adopt:**

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Directors and Auditors thereon and
  - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Auditors thereon.
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**2) Consider and appoint Mr. Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible, offers himself for re-appointment.**

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**3) Consider and appoint Ms. Sangeeta Pendurkar (DIN: 03321646) who retires by rotation and being eligible, offers herself for re-appointment.**

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By Order of the Board

Sd/-

**Geetika Anand**

**Company Secretary and Compliance Officer**

Membership No.: A23228

**Place :** Mumbai

**Date :** May 18, 2022

## Annexure A

### Details<sup>(1)</sup> of the Directors seeking appointment / re-appointment (as set out in item nos. 2 and 3 of this Notice)

In terms of Regulation 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. Kumar Mangalam Birla	Ms. Sangeeta Pendurkar
<b>DIN</b>	00012813	03321646
<b>Date of Birth / Age</b>	June 14, 1967 / 54 years	January 24, 1966 / 56 years
<b>Brief resume along with experience and qualifications</b>	<ul style="list-style-type: none"> <li>■ MBA from the London Business School.</li> <li>■ Chartered Accountant.</li> <li>■ Chairman of your Company and the Aditya Birla Group.</li> <li>■ In the 25 years that he has been at the helm of the Group, he has accelerated growth, built meritocracy and enhanced stakeholder value. In the process, he has raised the Group's turnover by over 20 times.</li> <li>■ Chairs the Boards of the major Group companies in India and globally.</li> <li>■ Chancellor of Birla Institute of Technology &amp; Science (BITS).</li> <li>■ Chairman of IIM, Ahmedabad.</li> <li>■ Director of the G. D. Birla Medical Research &amp; Education Foundation.</li> <li>■ Serves on the London Business School's Asia Pacific Advisory Board and is a Honorary Fellow of the London Business School.</li> </ul>	<ul style="list-style-type: none"> <li>■ Master of Business Admin: University of Pune and Bachelor of Pharmacy: University of Mumbai.</li> <li>■ CEO of Pantaloons and Jaypore.</li> <li>■ Over 30 years of work. experience spanning across four diverse sectors i.e. FMCG, pharmaceuticals, financial services and retail.</li> <li>■ Former Managing Director of Kellogg - India and South Asia</li> <li>■ Before joining Kellogg India, held senior positions at Coca-Cola India, HSBC Bank, Hindustan Unilever and at Novartis (then Hindustan Ciba-Geigy), where she started her career.</li> <li>■ Was the Chairperson of the FICCI - Food Processing Committee, for two consecutive years when she was part of the food industry.</li> <li>■ Currently, an Independent Director on the board of Tata SIA Airlines &amp; Signify Innovations India Limited.</li> </ul>
<b>Date of First Appointment</b>	February 24, 2021	February 24, 2021
<b>Expertise in specific functional areas</b>	Industrialist	Corporate Management
<b>Terms and conditions of appointment / re-appointment</b>	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation.	Whole-time Director appointed for a period of 5 years w.e.f. February 24, 2021, liable to retire by rotation.
<b>Past Remuneration drawn from the Company</b>	₹ 3 Lakh (Sitting Fees).	₹ 9.35 Crore as a Whole-time Director.
<b>Remuneration sought to be paid</b>	Remuneration to be drawn from the Company shall comprise of the Sitting Fees paid for attending the meetings of the Board of Directors and / or its Committees.	As per the terms of appointment.

<b>Name of Director</b>	<b>Mr. Kumar Mangalam Birla</b>	<b>Ms. Sangeeta Pendurkar</b>
<b>Shareholding in the Company</b>	33,966 Equity Shares (Excluding 52,18,89,546 Equity shares held as beneficial owner)	Nil
<b>Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company</b>	None	None
<b>No. of Board Meetings attended during the FY2021-22</b>	4 out of 7	6 out of 7
<b>List of other Companies in which Directorship is held <sup>(2)</sup></b>	1) Aditya Birla Capital Limited 2) Aditya Birla Sun Life AMC Limited 3) Aditya Birla Sun Life Insurance Company Limited 4) Century Textiles and Industries Limited 5) Grasim Industries Limited 6) Hindalco Industries Limited 7) UltraTech Cement Limited	1) Tata SIA Airlines Limited 2) Signify Innovations India Limited 3) Sula Vineyards Limited 4) TG Apparel & Decor Private Limited 5) Jaypore E-Commerce Private Limited
<b>Listed entities from which resigned as a Director in the past three years</b>	Vodafone Idea Limited	Nil
<b>Chairperson / Member of Committee(s) of Board of Directors of the Company <sup>(3)</sup></b>	Nil	Nil
<b>Chairperson / Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson <sup>(3)</sup></b>	<b>Audit Committee</b>	
	Nil	1) Tata SIA Airlines Limited 2) Signify Innovations India Limited
<b>Chairperson / Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson <sup>(3)</sup></b>	<b>Stakeholders Relationship Committee</b>	
	Nil	Nil

**Notes:**

(1) Details stated in Annexure A are as on the date of the AGM Notice i.e. May 18, 2022.

(2) In terms of the applicable provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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.

(3) In terms of the applicable provisions of the 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

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### 1. Virtual Meeting

The Ministry of Corporate Affairs ("MCA") has vide its General Circular no. 2/2022 dated May 5, 2022<sup>(1)</sup> permitted the holding of the Annual General Meeting ("AGM" or "Meeting"), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Members participating through the VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("Act").

Further, the Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022<sup>(2)</sup> has granted further relaxations to ensure the AGM is conducted effectively. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

The deemed venue for the AGM will be 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.

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### 2. Electronic copy of Annual Report and Notice of the 15<sup>th</sup> Annual General Meeting

- a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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 ("LIPL") i.e. <https://instavote.linkintime.co.in/>.

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

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

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### 4. Directors seeking appointment / re-appointment

Relevant details with respect of Directors seeking appointment / re-appointment 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.

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<sup>1</sup> General Circular no. 02/2022 dated May 5, 2022 read with General Circular no. 02/2021 dated January 13, 2021, General Circular no. 20/2020 dated May 5, 2020, General Circular no. 14/2020 dated April 8, 2020 and General Circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars").

<sup>2</sup> Circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars").

## 5. Proxy

The AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

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## 6. Authorised Representative

Institutional / Corporate Shareholders (i.e. other than individuals HUF, NRI. etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Dilip Bharadiya at dilipbcs@gmail.com with a copy marked to the Company Secretary at secretarial@abfirl.adityabirla.com.

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

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## 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 MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the Resolutions proposed to be passed at AGM, by electronic means.

The Company has engaged the services of LIPL to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.

The Company has appointed Mr. Dilip Bharadiya (holding membership no. FCS 7956), Partner of M/s. Dilip Bharadiya & Associates, Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner.

### Remote e-voting : Important Dates

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<b>Cut-off date</b> (for determining the Members entitled to vote on the resolutions set forth in this notice)	:	Monday, August 29, 2022
<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>	: 9:00 a.m. IST, Friday, September 2, 2022
	<b>End at</b>	: 5.00 p.m. IST, Sunday, September 4, 2022 (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/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a>

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## 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
<b>Registered User</b>		
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/myeasi/home/login">https://web.cdslindia.com/myeasi/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. NSDL, KARVY, LINKINTIME, CDSL.
4.	Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	Click on e-Voting service provider name to cast your vote.
<b>First time user</b>		
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/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</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.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	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 where the E Voting is in progress.

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:

<b>Login type</b>	<b>Helpdesk Details</b>
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 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43

**(2) Insta Vote: For Individual Shareholders holding securities in physical mode and Institutional shareholders.**

<b>Step no.</b>	<b>For first time users of InstaVote OR shareholders holding shares in physical mode</b>	<b>For shareholders holding shares in demat form and existing user of InstaVote</b>
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 : 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	
	(iii) For members holding : EVEN for fully paid-up shares in physical form (220299) or for partly paid-up (220301) 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.	
	<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) <span style="float: right;">(Skip step)</span>	
	<b>D. 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
	(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 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 'SHARE HOLDER' 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.
- If you have forgotten the password:
  - Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
  - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders / members is having valid e-mail address, Password will be sent to his / her registered e-mail address.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular "Event".



6. Shareholders / members holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.

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

In case shareholders / members 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.

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## 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

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Step no.	For all shareholders
1.	Open the internet browser and launch the URL: <a href="https://instameet.linkintime.co.in">https://instameet.linkintime.co.in</a>
2.	Select the "Company" and "Event Date" and register with your following details: -
	<b>A. Demat Account No. or Folio No:</b> 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 : Folio number registered with the physical form Company.
	<b>B. PAN:</b> Enter your 10-digit PAN (Members who have not updated their PAN with the DP / Company shall use the sequence number provided to you, if applicable).
	<b>C. Mobile No.:</b> Enter your mobile number.
	<b>D. E-mail ID:</b> Enter your e-mail ID, as recorded with your DP / Company.
3.	Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).
4.	Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

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In case shareholders / members have any queries regarding login, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: Tel: 022-49186175.

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## 10. Speaker registration for the AGM

1. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting i.e. Monday, August 29, 2022 mentioning their name, demat account number / folio number, e-mail ID, mobile number at [secretarial@abfirl.adityabirla.com](mailto:secretarial@abfirl.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 [www.webex.com/downloads.html/](http://www.webex.com/downloads.html/) (Members may also refer a tutorial video available on [www.youtube.com/watch?v=U2C9BVtGVrk](http://www.youtube.com/watch?v=U2C9BVtGVrk)).
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 shareholders may ask questions to the panellist, via active chat-board during the meeting.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. Monday, August 29, 2022 mentioning their name, demat account number / folio number, e-mail ID, mobile number at [secretarial@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com). These queries will be replied to by the Company suitably by e-mail.

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## 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 [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: Tel: 022-49186175.

### 12. Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Monday, August 29, 2022 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, August 29, 2022.
- d. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in/> (under help section) OR write an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [secretarial@abfml.adityabirla.com](mailto:secretarial@abfml.adityabirla.com).
- e. Every client ID no. / folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- f. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no. / folio no., which may be used for sending future communication(s).

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### 13. General Instructions

- a. Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.
- b. Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c. Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- e. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f. The results alongwith the consolidated Scrutinizer's Report shall be declared by means of:
  - (i) dissemination on the website of the Company i.e. [www.abfri.com](http://www.abfri.com) and website of LIPL 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.

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### 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.

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### 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.

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### 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 [www.iepf.gov.in](http://www.iepf.gov.in).

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### 17. MEMBERS ARE REQUESTED TO PLEASE READ THE "COMPANY'S RECOMMENDATIONS TO THE SHAREHOLDERS" PROVIDED IN THE "GENERAL SHAREHOLDERS' INFORMATION" SECTION OF THE ANNUAL REPORT FOR FY 2021-22.

By Order of the Board

Sd/-

**Geetika Anand**

**Company Secretary and Compliance Officer**

Membership No.: A23228

**Place :** Mumbai

**Date :** May 18, 2022

## Important Dates

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Saturday, August 13, 2022

- Receipt of Annual Report and AGM Notice.
- Available on [www.abfrl.com](http://www.abfrl.com)

Monday, August 29, 2022

- Cut-off Date to determine the members who shall be entitled to vote.
- Last day to register as speaker or send queries.

Friday, September 2, 2022

Commencement of remote e-voting at 9:00 a.m.

Sunday, September 4, 2022

End of remote e-voting at 5:00 p.m.

Monday, September 5, 2022

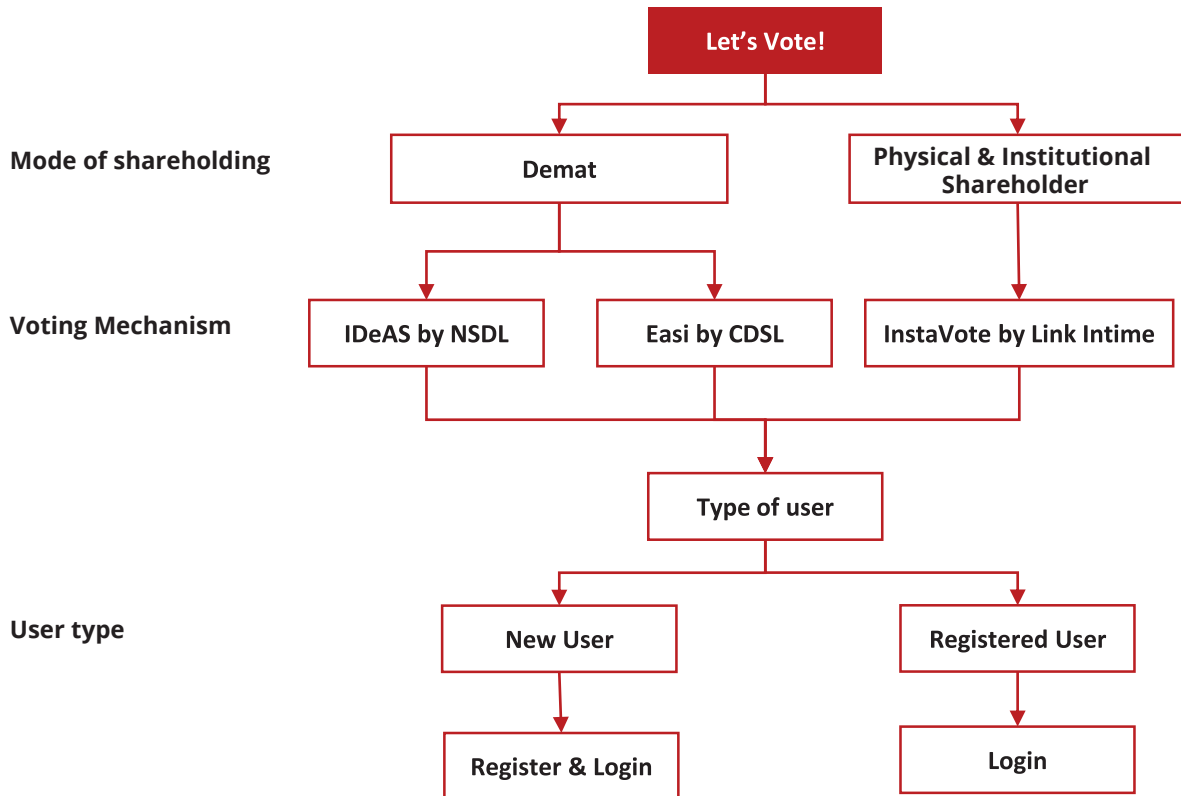
- Date of the AGM.
- Participate and vote during the AGM.

Wednesday, September 7, 2022

- Announcement of voting results.
- Available on [www.abfrl.com](http://www.abfrl.com)

# Virtual Guide

**E-voting**      **Commence from**                    : 9:00 a.m. IST, Friday, September 2, 2022  
**End at**    : 5.00 p.m. IST, Sunday, September 4, 2022



**Login in successfully**

**Vote in favour / against the resolutions & click on "Submit"**

## Attend AGM: Monday, September 5, 2022

- 1) Open <https://instameet.linkintime.co.in> Or Webex Application, if you are a speaker.
- 2) Register for the event and log in.  
(Please use Tablets / Laptops connected through broadband for better experience)
- 3) Mark your attendance and attend the AGM Proceeds.  
(Meeting shall begin at 4:00 p.m.)
- 4) Vote at the AGM.  
(Only if you have not cast your vote on the Resolutions through remote e-voting)
- 5) Meeting concludes.

**Results** The results along with the consolidated Scrutinizer's Report shall be declared on the website of:

- a) the Company i.e. [www.abfrl.com](http://www.abfrl.com);
- b) Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in/> and
- c) BSE Limited and National Stock Exchange of India Limited i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.