



## 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

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### Notice of the 16<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited ("the Company") will be held on Thursday, September 28, 2023 at 3:00 p.m. IST through Video Conferencing ("VC")/Other Audio - Visual Means ("OAVM") to transact the following businesses:

#### **ORDINARY BUSINESS**

- 1) Consider and adopt:
  - a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Directors and Auditors thereon and
  - b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Auditors thereon.
- 2) Appoint a director in place of Ms. Sangeeta Pendurkar (DIN: 03321646), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) Appoint a director in place of Mr. Vishak Kumar (DIN: 09078653), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

##### **4) Remuneration for Ms. Sangeeta Pendurkar, Whole-time Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, approval of the Members be and is hereby accorded for the payment of the remuneration to Ms. Sangeeta Pendurkar (DIN: 03321646), Whole-time Director, for the period of 2 (two) years viz., February 24, 2024

up to February 23, 2026 and upon the terms and conditions, including remuneration and perquisites, as set out hereunder:

**A. Remuneration:**

- a) Basic Salary: ₹ 1,85,90,250 (Rupees One Crore Eighty Five Lakh Ninety Thousand Two Hundred and Fifty Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,88,00,000 (Rupees Two Crore Eighty Eight Lakhs Only) per annum.
- b) Special Allowance: ₹ 1,77,09,603 (Rupees One Crore Seventy Seven Lakhs Nine Thousand Six Hundred and Three Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,52,00,000 (Rupees Two Crore Fifty Two Lakh Only) per annum. This allowance, however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- c) Annual Incentive Pay: Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 4,00,00,000 (Rupees Four Crore only) per annum.
- d) Long-term Incentive Compensation ("LTIC") including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/Aditya Birla Group, in such manner and with such provisions as may be decided by the Board of the Company and/or its Subsidiaries considering the above.

**B. Perquisites:**

- a) Housing: Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of Company provided accommodation as per the policy of the Company.
- b) House Maintenance: At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- d) Life Insurance: As per the policy of the Company.
- e) Personal accident Insurance: As per the policy of the Company.
- f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- g) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- h) Car: Two cars for use of the Company's Business as per Company Car policy.

- i) Other Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company.
  - j) Leave and encashment of leave: As per the policy of the Company.
  - k) Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme or Annuity Fund as per the policy of the Company.
  - l) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
  - m) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board from time to time decide.
  - n) In case Ms. Sangeeta Pendurkar is elevated to the next higher level of the Company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the individual.
  - o) Annual remuneration review is effective July 1<sup>st</sup> each year, as per policy of the Company.
- C. Subject as aforesaid, Ms. Sangeeta Pendurkar, Whole-time Director, shall be governed by such other rules as are applicable to the Senior Executives of the Company from time to time.
- D. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Ms. Sangeeta Pendurkar, Whole-time Director will be considered as continuous service with the Company from the date of her joining the Aditya Birla Group.
- E. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other applicable provisions of the Act read with Schedule V thereto or otherwise as may be permissible at law.
- F. Any revision/change in allowance/perquisite relating to the Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of the Company provided accommodation/Car or other allowances/perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- G. Though considering the provisions of Section 188 of the Act, and the applicable Rules framed thereunder, Ms. Sangeeta Pendurkar would not be holding any office or place of profit by her being a mere director of the Company's subsidiaries/Joint Ventures, approval be and is hereby granted by way of abundant caution for her to accept the sitting fees/commission paid/payable to other directors for attending meetings of Board of Directors/Committee(s) of subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H. Ms. Sangeeta Pendurkar shall be subject to retirement by rotation during her tenure as the Whole-time Director of the Company. So long as Ms. Sangeeta Pendurkar functions as the Whole-time Director, she shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- I. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Ms. Sangeeta Pendurkar in accordance with the applicable provisions of the Act and subject to such approvals as may be required.
- J. Board shall review and approve the remuneration payable to Ms. Sangeeta Pendurkar, Whole-time Director during the tenure of her appointment, from time to time.

**RESOLVED FURTHER THAT** save and except as aforesaid, the resolution as approved by the Shareholders at the Fourteenth Annual General Meeting of the Company held on September 9, 2021 w.r.t. approving the appointment of Ms. Sangeeta Pendurkar as the Whole-time Director of the Company for a period of 5 years (w.e.f. February 24, 2021 to February 23, 2026) shall continue to remain in full force and effect until the completion of her tenure.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'the Board', which term shall deem to include any Committee constituted or to be constituted by the Board) be and is hereby authorized to revise, alter or modify the remuneration and perquisites payable to Ms. Sangeeta Pendurkar from time to time, subject to the limits approved by the Shareholders.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board (including any Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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**5) Remuneration for Mr. Vishak Kumar, Whole-time Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, approval of the Members be and is hereby accorded for the payment of the remuneration to Mr. Vishak Kumar (DIN: 09078653), Whole-time Director, for the period of 2 (two) years viz., February 24, 2024 up to February 23, 2026 and upon the terms and conditions, including remuneration and perquisites, as set out hereunder:

**A. Remuneration:**

- a) Basic Salary: ₹ 1,43,37,670 (Rupees One Crore Forty Three Lakh Thirty Seven Thousand Six Hundred and Seventy Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,04,00,000 (Rupees Two Crore Four Lakh Only) per annum.
- b) Special Allowance: ₹ 2,41,42,097 (Rupees Two Crore Forty One Lakh Forty Two Thousand and Ninety Seven Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 3,24,00,000 (Rupees Three Crore Twenty Four Lakh Only) per annum. This allowance, however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- c) Annual Incentive Pay: Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 4,50,00,000 (Rupees Four Crore Fifty Lakh Only) per annum.
- d) Long-term Incentive Compensation ("LTIC") including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior

Executives of the Company/Aditya Birla Group, in such manner and with such provisions as may be decided by the Board of the Company and/or its Subsidiaries considering the above.

**B. Perquisites:**

- a) Housing: Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of Company provided accommodation as per the policy of the Company.
  - b) House Maintenance: At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
  - c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
  - d) Life Insurance: As per the policy of the Company.
  - e) Personal accident Insurance: As per the policy of the Company.
  - f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
  - g) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
  - h) Car: Two cars for use of the Company's Business as per Company Car policy.
  - i) Other Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company.
  - j) Leave and encashment of leave: As per the policy of the Company.
  - k) Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme or Annuity Fund as per the policy of the Company.
  - l) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
  - m) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board from time to time decide.
  - n) In case Mr. Vishak Kumar is elevated to the next higher level of the Company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the individual.
  - o) Annual remuneration review is effective July 1<sup>st</sup> each year, as per policy of the Company.
- C. Subject as aforesaid, Mr. Vishak Kumar, Whole-time Director, shall be governed by such other rules as are applicable to the Senior Executives of the Company from time to time.
- D. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Vishak Kumar, Whole-time Director will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.

- E. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other applicable provisions of the Act read with Schedule V thereto or otherwise as may be permissible at law.
- F. Any revision/change in allowance/perquisite relating to the Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of the Company provided accommodation/Car or other allowances/perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- G. Though considering the provisions of Section 188 of the Act, and the applicable Rules framed thereunder, Mr. Vishak Kumar would not be holding any office or place of profit by him being a mere director of the Company's subsidiaries/Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/commission paid/payable to other directors for attending meetings of Board(s) of Directors/Committee(s) of subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H. Mr. Vishak Kumar shall be subject to retirement by rotation during his tenure as the Whole-time Director of the Company. So long as Mr. Vishak Kumar functions as the Whole-time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- I. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vishak Kumar in accordance with the applicable provisions of the Act and subject to such approvals as may be required.
- J. Board shall review and approve the remuneration payable to Mr. Vishak Kumar, Whole-time Director during the tenure of his appointment, from time to time.

**RESOLVED FURTHER THAT** save and except as aforesaid, the resolution as approved by the Shareholders at the Fourteenth Annual General Meeting of the Company held on September 9, 2021 w.r.t. approving the appointment of Mr. Vishak Kumar as the Whole-time Director of the Company for a period of 5 years (w.e.f. February 24, 2021 to February 23, 2026) shall continue to remain in full force and effect until the completion of his tenure.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'the Board', which term shall deem to include any Committee constituted or to be constituted by the Board) be and is hereby authorized to revise, alter or modify the remuneration and perquisites payable to Mr. Vishak Kumar from time to time, subject to the limits approved by the Shareholders.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board (including any Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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## 6) Alteration of Articles of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021, as amended, and subject to such other requisite approvals, if any, as may be required, approval of the Members

of the Company be and is hereby accorded to amend the Articles of Association of the Company by addition of the following new clause 109(c) providing for appointment of a person nominated by the debenture trustee(s) as a Director on its Board:

*'109(c): To appoint a nominee director on the Board of the Company at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s) in the event of:*

- (i) two consecutive defaults in payment of interest to the debenture holders; or*
- (ii) default in creation of security for debentures or*
- (iii) default in redemption of debentures.'*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board and/or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board

Sd/-

**Anil Malik**

**President & Company Secretary**

Membership No.: A11197

**Place :** Mumbai

**Date :** August 4, 2023

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the special businesses mentioned in this Notice for the 16<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Company:

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### **4) Remuneration for Ms. Sangeeta Pendurkar, Whole-time Director.**

At the 14<sup>th</sup> AGM held on September 9, 2021, the Members of the Company had appointed Ms. Sangeeta Pendurkar as the Whole-time Director of the Company for a tenure of 5 (five) years effective from February 24, 2021 to February 23, 2026, liable to retire by rotation.

In accordance with the provisions of Section 152 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, Ms. Sangeeta Pendurkar, Whole-time Director of the Company is retiring by rotation at the 16<sup>th</sup> AGM.

Further, pursuant to Section II of Part II of Schedule V of the Act the remuneration payable to Ms. Sangeeta Pendurkar was approved for a period of 3 (three) years w.e.f. February 24, 2021 up to February 23, 2024 at the 14<sup>th</sup> AGM.

The approval of the Members is now being sought for fixing the remuneration payable to her for the remaining period of 2 (two) years effective from February 24, 2024 to February 23, 2026, pursuant to Section 197(1) of the Act.

Various factors are considered while evaluating the remuneration such as, comparable with market and industry, fair & equitable, aligned to business context, performance and Aditya Birla Group Philosophy and should be competitive in the sector to attract & retain talent.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company lays down criteria for Annual Incentive Pay including, but not limited to Business Performance, Individual performance and Group Performance etc. and Key Responsibility Area also includes certain ESG parameters. Further vesting of ESOP is based on the Company's achievement of specific performance and other criteria.

There is no change in the compensation ceiling limits as approved by the Shareholders at the 14<sup>th</sup> AGM held on September 9, 2021 for the period commencing from February 24, 2021 up to February 23, 2024.

Brief profile of Ms. Sangeeta Pendurkar and details pursuant to Schedule V of the Act is provided separately in **Annexure A** and **Annexure B** to this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Ms. Sangeeta Pendurkar and her relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution with respect to the remuneration for Ms. Sangeeta Pendurkar, Whole-time Director, as set out in item no. 4 of this Notice, for approval of the shareholders.



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## 5) Remuneration for Mr. Vishak Kumar, Whole-time Director.

At the 14<sup>th</sup> AGM held on September 9, 2021, the Members of the Company had appointed Mr. Vishak Kumar as the Whole-time Director of the Company for a tenure of 5 (five) years effective from February 24, 2021 to February 23, 2026, liable to retire by rotation.

In accordance with the provisions of Section 152 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, Mr. Vishak Kumar, Whole-time Director of the Company is retiring by rotation at the 16<sup>th</sup> AGM.

Further, pursuant to Section II of Part II of Schedule V of the Act, the remuneration payable to Mr. Vishak Kumar was approved for a period of 3 (three) years w.e.f. February 24, 2021 up to February 23, 2024 at the 14<sup>th</sup> AGM.

The approval of the Members is now being sought for fixing the remuneration payable to him for the period of 2 (two) years effective from February 24, 2024 to February 23, 2026, pursuant to Section 197(1) of the Act.

Various factors are considered while evaluating the remuneration such as, comparable with market and industry, fair & equitable, aligned to business context, performance and ABG Group Philosophy and should be competitive in the sector to attract & retain talent.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company lays down criteria for Annual Incentive Pay including, but not limited to Business Performance, Individual performance and Group Performance etc. and Key Responsibility Area also includes certain ESG parameters. Further vesting of ESOP is based on the Company's achievement of specific performance and other criteria.

There is no change in the compensation ceiling limits as approved by the Shareholders at the 14<sup>th</sup> AGM held on September 9, 2021 for the period commencing from February 24, 2021 up to February 23, 2024.

Brief profile of Mr. Vishak Kumar and details pursuant to Schedule V of the Act is provided separately in **Annexure A** and **Annexure B** to this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Vishak Kumar and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution with respect to the remuneration for Mr. Vishak Kumar, Whole-time Director, as set out in item no. 5 of this Notice, for approval of the shareholders.

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## 6) Alteration of Articles of Association of the Company.

The Securities and Exchange Board of India *vide* its circular dated February 2, 2023 has amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, in connection with the listed Non-Convertible Securities issued by the Company.

The amendments, among others provide that in cases where the issuer of Non-Convertible Securities is a company, the Articles of Association should provide for appointment of a Nominee Director on the Board of the company at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures or
- (iii) default in redemption of debentures.

Companies whose debt securities are listed on the Stock Exchanges are mandated to amend their Articles of Association on or before September 30, 2023, so as to include the aforesaid provisions.

The Company's debt securities being listed on BSE Limited, will have to amend the Articles of Association in compliance with the above amendments.

Accordingly, consent of the Members is sought to amend the Articles of Association by addition of new Article 109(c), providing for appointment of a person nominated by the debenture trustee(s) as a director on its Board.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution with respect to Alteration of Articles of Association of the Company, as set out in item no. 6 of this Notice, for approval of the shareholders.

## Annexure A

### Details<sup>(1)</sup> of the Directors seeking appointment/re-appointment/fixing of remuneration

(As set out in item nos. 2 - 5 of this Notice)

In terms of 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	Ms. Sangeeta Pendurkar	Mr. Vishak Kumar
DIN	03321646	09078653
Date of Birth / Age	January 24, 1966/57 years	June 23, 1972/51 years
Brief Resume (including qualifications and experience)	<ul style="list-style-type: none"> <li>■ Master of Business Admin from University of Pune and</li> <li>■ Bachelor of Pharmacy from University of Mumbai.</li> <li>■ CEO of Pantaloons, Marigold Lane and Style Up brands at Aditya Birla Fashion and Retail Limited.</li> <li>■ Has almost 35 years of experience spanning across four diverse sectors i.e. FMCG, pharmaceuticals, financial services and retail.</li> <li>■ Was the Managing Director for Kellogg - India, prior to her current role and has held senior positions at Coca-Cola India, HSBC Bank, Hindustan Unilever and at Novartis (then Hindustan Ciba-Geigy).</li> </ul>	<ul style="list-style-type: none"> <li>■ IIM Bangalore alumnus and a computer engineer from BIT Ranchi.</li> <li>■ CEO of Madura Fashion &amp; Lifestyle ("MFL") at Aditya Birla Fashion and Retail Limited.</li> <li>■ Over 28 years of work experience in sales, marketing and retail.</li> <li>■ Prior to his stint as CEO of MFL, he was the CEO of Aditya Birla Retail Limited, where he was instrumental in transforming the "More" Supermarket and Hypermarket business.</li> </ul>
Date of First Appointment	February 24, 2021	
Expertise in specific functional areas	Corporate Management	
Terms and conditions of appointment/re-appointment	Whole-time Director appointed for a period of 5 years w.e.f. February 24, 2021, liable to retire by rotation.	

<b>Name of Director</b>	<b>Ms. Sangeeta Pendurkar</b>	<b>Mr. Vishak Kumar</b>
<b>Past Remuneration drawn from the Company (FY 2022-23)</b>	₹ 7.21 Crore as a Whole-time Director.	₹ 10.22 Crore as a Whole-time Director.
<b>Remuneration sought to be paid</b>	Terms and conditions of remuneration sought to be paid to them are more particularly stated in Item no. 4 and 5 of this Notice.	
<b>Shareholding in the Company as on March 31, 2023</b>	53,202 Equity Shares	2,88,324 Equity Shares
<b>Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company</b>	None	
<b>No. of Board Meetings attended during the FY 2022-23</b>	8 out of 8	7 out of 8
<b>List of other Companies in which Directorship is held</b>	1) Sula Vineyards Limited ( <i>listed</i> ) 2) Signify Innovations India Limited 3) Aditya Birla Digital Fashion Ventures Limited	Nil
<b>Listed entities from which resigned as a Director in the past three years</b>	Nil	
<b>Chairperson*/ Member of Committee(s) of Board of Directors of the Company <sup>(2)</sup></b>	Nil	
<b>Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies <sup>(2)</sup></b>	<b>Audit Committee</b>	
	1) Signify Innovations India Limited	Nil
	<b>Stakeholders Relationship Committee</b>	
	Nil	

**Notes:**

(1) Details stated in Annexure A are as on the date of the AGM Notice i.e. August 4, 2023, except stated otherwise.

(2) 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.

## ANNEXURE B

**Details of the directors seeking approval for payment of remuneration at the 16<sup>th</sup> Annual General Meeting, in terms of Section II Part II of Schedule V of the Companies Act, 2013 (As set out in item nos. 4 and 5 of this Notice)**

Particulars	Ms. Sangeeta Pendurkar	Mr. Vishak Kumar
<b>Background details</b>		
<b>Past Remuneration drawn from the Company as a Director/KMP</b>	Stated in Annexure A of this Notice	
<b>Recognition or awards</b>	<ul style="list-style-type: none"> <li>■ Was listed as Fortune’s most powerful women in business in India for six consecutive years from 2012 to 2017.</li> <li>■ Was also recognized as the ‘CEO of the Year’ at the ET Prime Women Leadership Awards, 2020.</li> <li>■ Received the Aditya Birla Group ‘Chairman’s Award for Leader of the Leaders’ for her exceptional contribution to the business.</li> </ul>	<ul style="list-style-type: none"> <li>■ Won multiple accolades for his stellar contribution to the fashion and retail industry. Within the ABG umbrella, in 2014, received the Aditya Birla Group ‘Chairman’s Award for Outstanding Leader’ for his exceptional contribution to the business.</li> <li>■ In 2015, ABG conferred him with the prestigious ‘Aditya Birla Fellow’ title.</li> <li>■ Was honoured as ‘Leader of Leaders’ at Aditya Birla Group’s Chairman’s Awards in 2022.</li> </ul>
<b>Job profile and suitability</b>	Ms. Sangeeta Pendurkar is serving as the CEO - Pantaloons Division of the Company w.e.f. December 18, 2017.	Mr. Vishak Kumar is serving as the CEO - Madura Fashion and Lifestyle Division of the Company w.e.f. November 1, 2016.
<b>Remuneration proposed</b>	Stated in the resolution for Item no. 4 of this Notice.	Stated in the resolution for Item no. 5 of this Notice.
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	Considering (i) the size & complexity of the operations of the Company; (ii) role, and responsibilities assigned to her/his position; (iii) her/his background, competence, experience in the consumer sector and her/his association with the Aditya Birla Group; and (iv) the industry benchmarks & remuneration packages of similarly placed personnel of other companies in the similar sector in the country, the remuneration proposed to be paid to her/him is considered to be fair, just and reasonable.	
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any</b>	Other than the remuneration received from the Company, no such pecuniary relationship directly or indirectly with the Company or any Managerial Personnel of the Company.	

<b>Details of the Company</b>																			
<b>Nature of industry</b>	Apparel and Retail																		
<b>Date or expected date of commencement of commercial production</b>	Certificate of Incorporation: April 19, 2007 Certificate of Commencement of Business: May 14, 2007																		
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	N.A.																		
<b>Financial performance based on given indicators</b>	Amount in ₹ Cr																		
	<table border="1"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">FY 2022-23</th> <th style="text-align: right;">FY 2021-22</th> </tr> </thead> <tbody> <tr> <td>Total income</td> <td style="text-align: right;">11,847.02</td> <td style="text-align: right;">7,918.29</td> </tr> <tr> <td>Total expenses</td> <td style="text-align: right;">11,680.77</td> <td style="text-align: right;">8,031.76</td> </tr> <tr> <td>Profit/(loss) before tax</td> <td style="text-align: right;">166.25</td> <td style="text-align: right;">(113.47)</td> </tr> <tr> <td>Less: Income tax expense</td> <td style="text-align: right;">33.73</td> <td style="text-align: right;">(32.77)</td> </tr> <tr> <td>Profit/(loss) after tax</td> <td style="text-align: right;">132.52</td> <td style="text-align: right;">(80.70)</td> </tr> </tbody> </table>	Particulars	FY 2022-23	FY 2021-22	Total income	11,847.02	7,918.29	Total expenses	11,680.77	8,031.76	Profit/(loss) before tax	166.25	(113.47)	Less: Income tax expense	33.73	(32.77)	Profit/(loss) after tax	132.52	(80.70)
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<b>Foreign investments or collaborations, if any.</b>	The Company, being in the apparel industry, collaborates with various international brands in its ordinary course of business. International brands portfolio of the Company comprises 'The Collective' - India's largest multi-brand retailer of international brands. Company has also collaborated with international brands such as Forever 21, Simon Carter, Ted Baker, Polo Ralph Lauren, American Eagle, Fred Perry and Reebok etc. The Company has entered into a strategic partnership with the Galeries Lafayette to open luxury department stores and a dedicated e-commerce platform in India.																		
<b>Reasons of loss or inadequate profits</b>	Accumulated losses of the previous periods.																		
<b>Steps taken or proposed to be taken for improvement</b>	The Company's established businesses continue to focus on driving productivity levels across channels. Through streamlined processes, digitization and cost optimization initiatives, they aim to achieve operational excellence and hence enhanced profitability. The Company in last few years, through a strategic approach has crafted a portfolio that spans diverse segments, categories, occasions, and price ranges. This, in turn, enables your Company to seize advantageous prospects																		

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## Details of the Company

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	<p>within numerous market segments, thereby enhancing the long-term potential for revenue growth and hence maximizing the profitability of the Company. Company remains confident of the inherent strengths of its brands, strong pan-India distribution footprint and the growth strategy. These factors shall enable the Company to gain market share and strengthen its leadership position.</p>
<b>Expected increase in productivity and profits in measurable terms</b>	<p>The established businesses of Lifestyle &amp; Pantaloons are well-positioned to leverage the opportunity in the growing market and continue to grow profitably. The Company's strategic investments and its diverse range of products spanning various categories and price ranges are poised to effectively cater to evolving consumer requirements. Through our existing and new businesses, Company remains committed to drive high intrinsic ROCE in every business and aim to achieve growth that is both sustainable and contributes value to all stakeholders involved.</p>
<b>Disclosures in the Board of Directors' Report under the heading 'Corporate Governance'</b>	<p>The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report.</p>

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## Notes for Members' Attention

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### 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 16<sup>th</sup> 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.

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### 2. Electronic copy of Annual Report and Notice of the 16<sup>th</sup> 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 [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/fixing of remuneration

Relevant details with respect of Directors retiring by rotation and seeking appointment/re-appointment/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.

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### 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.

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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 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).

## 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>.

## 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 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 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.

### Remote e-voting: Important Dates

<b>Cut-off date</b> [for determining the Members entitled to vote on the resolutions set forth in this Notice]	: Thursday, September 21, 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> : 9:00 a.m. IST, Monday, September 25, 2023 <b>End at</b> : 5.00 p.m. IST, Wednesday, September 27, 2023 [The remote e-voting module shall be disabled for voting thereafter by LIPL]

### URL for remote e-voting

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

## 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 facility is <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.
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 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.
<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/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>
<b>Alternative Method</b>		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.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)

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
10.	Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "Instavote" 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 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022- 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### (2) 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.	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	

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
(iii)	For members holding : EVEN (230521) followed by shares in physical form Folio Number registered with the Company	
<b>B.</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.</b>	<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)	
<b>D.</b>	<b>Bank Account Number:</b> 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 number in 'D' above but have not recorded 'C' and 'D' above	
3.	Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter].	(Skip step)
4.	Click on 'confirm' and your password will be generated.	(Skip step) [Use your existing password]
5.	click on 'Login' under the ' <b>SHARE HOLDER</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.

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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

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 physical : Folio number registered with the 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.

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.

### 10. Speaker registration for the AGM

- 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@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com).
- Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- 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)).
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- 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.
- 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 [secretarial@abfml.adityabirla.com](mailto:secretarial@abfml.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

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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.

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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.

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## 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 <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@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com).
- 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).

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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 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.abfirl.com](http://www.abfirl.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 SHAREHOLDER INFORMATION” SECTION OF THE ANNUAL REPORT FOR 2022-23.**

By Order of the Board

Sd/-

**Anil Malik**

**President & Company Secretary**

Membership No.: A11197

**Place :** Mumbai

**Date :** August 4, 2023

## Important Dates

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Thursday, September 21, 2023

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

Monday, September 25, 2023

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

Wednesday, September 27, 2023

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

Thursday, September 28, 2023

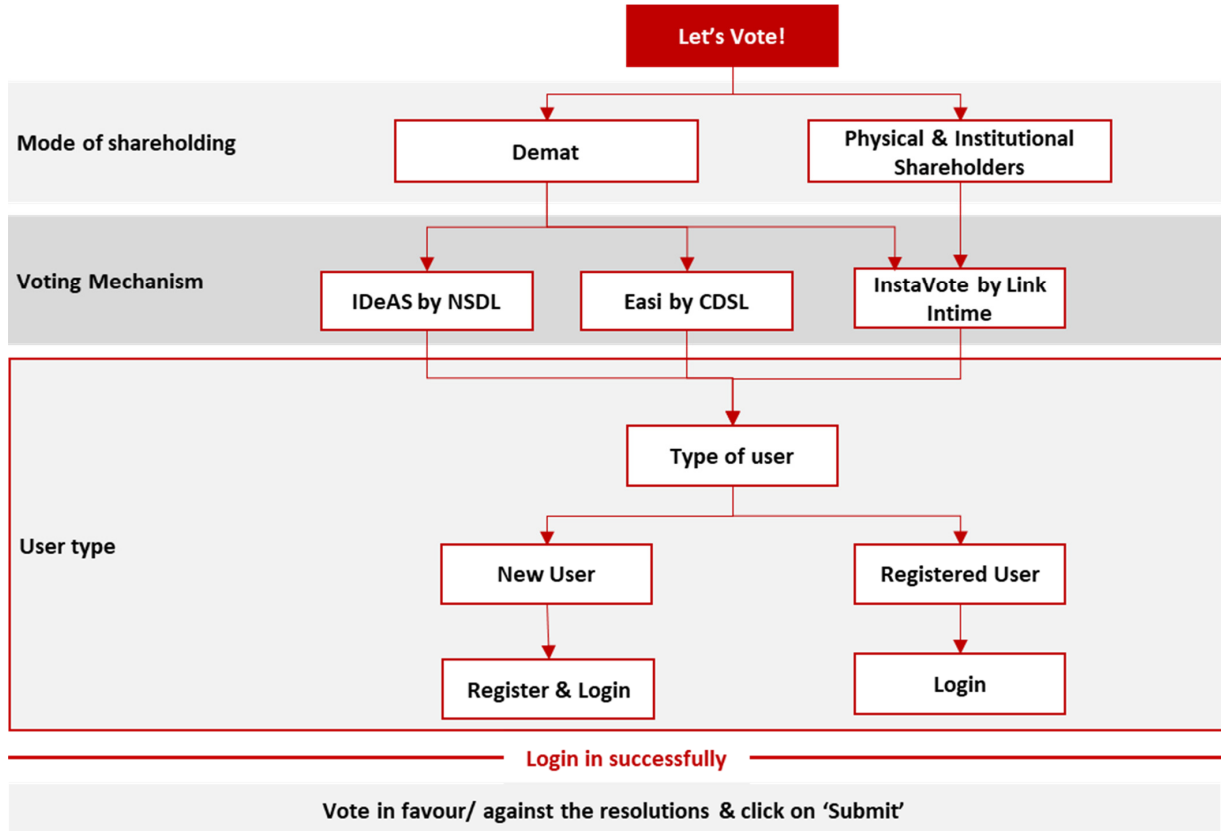
- Date of the AGM.
- Participate and vote during the AGM

Tuesday, October 03, 2023

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

## Virtual Guide

**E-voting Commence from** : 9:00 a.m. IST, Monday, September 25, 2023  
**End at** : 5:00 p.m. IST, Wednesday, September 27, 2023



### Attend AGM: Thursday, September 28, 2023

- 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 the 3:00 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.