



ADITYA BIRLA FASHION AND RETAIL LIMITED

14th Annual General Meeting

NOTICE

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CIN: L18101MH2007PLC233901

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Agenda

NOTICE is hereby given that the 14th Annual General Meeting of the Shareholders of Aditya Birla Fashion and Retail Limited (“the Company”) will be held on Thursday, September 9, 2021 at 4:00 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, 2021 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, 2021 and the reports of the auditors thereon.

2) Consider and appoint Mr. Himanshu Kapania, who retires by rotation and being eligible, offers himself for re-appointment.

3) Appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditor of the Company.

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

“**RESOLVED THAT** in accordance with the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors and the Board of Directors (hereinafter referred to as “Board”), Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009), be and are hereby appointed as the Statutory Auditor of the Company to hold office for a period of 5 (Five) years i.e. from the conclusion of this Meeting till the conclusion of the 19th Annual General Meeting of the Company, at a remuneration of ₹ 1.57 Crore (Rupees One Crore Fifty Seven Lakhs only), excluding applicable taxes and out-of-pocket expenses, and further increment(s) for the remaining tenure of the appointment, as may be approved by the Audit Committee in this behalf.”

Special business

4) Fixing remuneration limits for Mr. Ashish Dikshit, Managing Director for the remaining term of 2 years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 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, approval of the Members be and hereby accorded for the payment of the remuneration to Mr. Ashish Dikshit (DIN: 01842066), Managing Director, for the period of 2 (two) years viz., February 1, 2021 up to January 31, 2023, on the terms and conditions as set out in the Statement annexed to the Notice, with authority to the Board of Directors to alter and vary the terms of his remuneration, subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law.

RESOLVED FURTHER THAT save and except as aforesaid, the resolution as approved by the Shareholders at the Eleventh Annual General Meeting of the Company held on August 28, 2018 w.r.t. approving the appointment of Mr. Ashish Dikshit as the Managing Director of the Company for a period of 5 years (w.e.f. February 1, 2018 to January 31, 2023) shall continue to remain in full force and effect until the completion of his tenure.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and/or key managerial personnel and/or officers 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.”

5) Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 197 of the Companies Act, 2013 and rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Mr. Kumar Mangalam Birla (DIN: 00012813) who was appointed as an Additional (Non-Executive) Director of the Company with effect from February 24, 2021 and holds office upto the date of the 14th Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

6) Appointment of Ms. Sangeeta Pendurkar as a Whole-time Director 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 2(51), 2(94), 149, 152, 179, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and rules made thereunder (“Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Ms. Sangeeta Pendurkar (DIN: 03035271) who was appointed as an Additional Director (Whole-time) of the Company with effect from February 24, 2021, be and is hereby appointed as a Whole-time Director for a term of 5 (five) consecutive years with effect from February 24, 2021 on the terms and conditions as set out in the Statement annexed to the Notice, with authority to the Board of Directors to alter and vary the terms of his remuneration, subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

7) Appointment of Mr. Vishak Kumar as a Whole-time Director 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 2(51), 2(94), 149, 152, 179, 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and rules made thereunder (“Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the

recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Mr. Vishak Kumar (DIN: 09078653) who was appointed as an Additional Director (Whole-time) of the Company with effect from February 24, 2021, be and is hereby appointed as a Whole-time Director for a term of 5 (five) consecutive years with effect from February 24, 2021 on the terms and conditions as set out in the Statement annexed to the Notice, with authority to the Board of Directors to alter and vary the terms of his remuneration, subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

8) Appointment of Mr. Vikram Rao as a Non-Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 197 of the Companies Act, 2013 and rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Mr. Vikram Rao (DIN: 00017423) who was appointed as an Additional (Non-Executive) Director of the Company with effect from March 17, 2021 and holds office upto the date of the 14th Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

9) Appointment of Mr. Yogesh Chaudhary as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 197 read with Schedule IV of the Companies Act, 2013 and rules made thereunder ("Act"), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Mr. Yogesh Chaudhary (DIN: 01040036) who was appointed as an Additional (Independent) Director of the Company with effect from March 17, 2021, and holds office upto the date of the 14th Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from March 17, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

10) Appointment of Ms. Preeti Vyas as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 197 read with Schedule IV of the Companies Act, 2013 and rules made thereunder (“Act”), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Ms. Preeti Vyas (DIN: 02352395) who was appointed as an Additional (Independent) Director of the Company with effect from March 31, 2021, and holds office upto the date of the 14th Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from March 31, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

11) Appointment of Mr. Arun Adhikari as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 197 read with Schedule IV of the Companies Act, 2013 and rules made thereunder (“Act”), Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), Mr. Arun Adhikari (DIN: 00591057) who was appointed as an Additional (Independent) Director of the Company with effect from May 19, 2021, and holds office upto the date of the 14th Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from May 19, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

By Order of the Board

Sd/-

Date : May 28, 2021

Place : Mumbai

Geetika Anand
Company Secretary & Compliance Officer

Explanatory Statement

The following statement sets out all material facts relating to the businesses mentioned in this notice for the 14th Annual General Meeting of the Members of the Company:

3) Appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditor of the Company.

Present Auditor:

The Members of the Company had approved the appointment of M/s. S R B C & CO. LLP, Chartered Accountants [ICAI Firm Registration Number 324982E/ E300003] ("SRBC"), as the Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of the 9th AGM [held on September 7, 2016] until the conclusion of the 14th Annual General Meeting of the Company. The present remuneration of SRBC for conducting the audit for the Financial year 2020-21, is ₹ 1.44 Crore (Rupees One Crore Forty-Four Lakhs Only), excluding applicable taxes and out-of-pocket expenses and certification fees, if any. SRBC will complete their present term on conclusion of this AGM in terms of the aforesaid and Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014. On completion of its present term, SRBC is ineligible for re-appointment pursuant to Section 139, 141(3)(g) and 144 of the Act.

Proposed Auditor:

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company, recommended for the approval of the Members, the appointment of Price Waterhouse & Co Chartered Accountants LLP [Firm Registration Number: 304026E/E300009] ("PW&Co"), as the Auditors of the Company for a period of 5 (Five) years i.e. from the conclusion of this Meeting till the conclusion of the 19th Annual General Meeting of the Company at a remuneration of ₹ 1.57 Crore (Rupees One Crore Fifty Seven Lakhs Only), excluding applicable taxes and out-of-pocket expenses and certification fees, if any, paid in accordance with the provisions of Section 144 of the Act. Any further increment(s) for the remaining tenure of the appointment shall be approved by the Audit Committee in this behalf.

While considering the candidature of PW&Co, the Audit Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found PwC to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

PW&Co is part of Price Waterhouse & Affiliates, which consist of 12 separate, distinct and independent member firms registered with ICAI. PW&Co:

- a) is primarily engaged in providing audit and assurance services to its clients;
- b) is one of the oldest professional services network of firms with pan India presence;
- c) has more than 2000 staff and more than 75 audit partners in India;
- d) has a valid Peer Review certificate;
- e) has confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the proviso to Section 139(2) and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014; and
- f) has provided its eligibility certificate(s) and consent to act as the Statutory Auditor.

None of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of PW&Co as the Statutory Auditor, as set out in item no. 3 of the notice, for approval of the shareholders.

4) Fixing remuneration limits for Mr. Ashish Dikshit, Managing Director for remaining tenure of 2 years.

At the 11th Annual General Meeting held on August 28, 2018, the Members of the Company had appointed Mr. Ashish Dikshit as the Managing Director of the Company for a tenure of 5 (five) years effective from February 1, 2018 to January 21, 2023.

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Dikshit was approved for a period of 3 (three) three years w.e.f., February 1, 2018 to January 31, 2021.

The approval of the Members is now being sought for fixing the remuneration payable to him for the period of 2 (two) from February 1, 2021 to January 31, 2023, pursuant to Section 197(1) of the Companies Act, 2013 and as per the details set out below:

A. Salary:

- a) Basic Salary: as the Board may determine from time to time, subject however to a ceiling of ₹ 2,10,00,000/- (Rupees Two Crore and Ten Lakh only) per annum.
- b) Special Allowance: as the Board may determine from time to time, subject however to a ceiling of ₹ 2,10,00,000/- (Rupees Two Crore and Ten 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 ₹ 6,00,00,000/- (Rupees Six Crore only) per annum.
- d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted 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, considering the above.

B. Perquisites:

- a) Housing [Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of Company provided accommodation] / Car or other allowances/ perquisites: Any revision/change in such allowance / perquisite, 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 of the Company.
- b) Reimbursement of expenses: 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) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- e) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- f) Car: Two cars for use of the Company's Business.
- g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.

- h) Leave and encashment of leave: As per the policy of the Company.
 - i) Personal accident Insurance Premium: As per the policy of the Company.
 - j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme: As per the policy of the Company.
 - k) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
 - l) 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.
 - m) Any other one-time/ periodic retirement allowances/ benefits: As may be decided by the Board at the time of retirement.
- C. Subject as aforesaid, Mr. Ashish Dikshit, Managing 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. Ashish Dikshit, Managing 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 specified under applicable provisions of the Act or otherwise as may be permissible at law, from time to time.
- F. Though considering the provisions of Section 188 of the Act, Mr. Ashish Dikshit would not be holding any office or place of profit by his 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.
- G. Mr. Ashish Dikshit shall not be subject to retirement by rotation during his continuing tenure as the Managing Director of the Company. So long as Mr. Ashish Dikshit functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- H. 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. Dikshit in accordance with the applicable provisions of the Act and subject to such approvals as may be required.
- I. Board shall review and recommend the remuneration payable to the Managing Director during the tenure of his appointment, from time to time.

Save and except as aforesaid, all other terms and condition of Mr. Ashish Dikshit's appointment as the Managing Director shall continue to remain in full force and effect until the completion of his tenure (i.e. from February 1, 2018 to January 31, 2023), as approved by the Members at the Eleventh Annual General Meeting of the Company held on August 28, 2018.

Details pursuant to Schedule V of the Act is provided separately in **Annexure B** to this notice.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Ashish Dikshit 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 payment of remuneration to Mr. Ashish Dikshit as the Managing Director of the Company, as set out in item no. 4 of the notice, for approval of the shareholders.

5) Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Board ("NRC"), the Board approved the appointment of Mr. Kumar Mangalam Birla as an Additional (Non-Executive) Director of the Company with effect from February 24, 2021 to hold office upto the date of the 14th Annual General Meeting of the Company.

Brief profile of Mr. Kumar Mangalam Birla is provided separately in **Annexure A** to this notice. The Company has received a notice proposing the candidature of Mr. Kumar Mangalam Birla for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Kumar Mangalam Birla and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director of the Company, as set out in item no. 5 of the notice, for approval of the shareholders.

6) Appointment of Ms. Sangeeta Pendurkar as a Whole-time Director of the Company.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Ms. Sangeeta Pendurkar as a Whole-time Director of the Company with effect from February 24, 2021 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at the 14th Annual General Meeting.

Members' approval is sought for the appointment of and remuneration payable to Ms. Sangeeta Pendurkar in terms of the applicable provisions of the Act, more particularly as appended below:

A. Period:

5 Years w.e.f. February 24, 2021 to February 23, 2026 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration for the period of 3 years i.e. from February 24, 2021 up to February 23, 2024:

a) Basic Salary:

₹ 1,42,11,905/- (Rupees One Crore Forty-Two Lakh Eleven Thousand Nine Hundred and Five 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 Lakh only) per annum.

b) Special Allowance:

₹ 49,32,520/- (Rupees Forty-Nine Lakh Thirty-Two Thousand Five Hundred and Twenty only) per annum [which will be restored to ₹ 1,23,82,520/- (Rupees One Crore Twenty Three Lakh Eighty Two Thousand Five Hundred and Twenty only) effective April 1, 2021] 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 ₹ 72,50,000/- (Rupees Seventy-Two Lakh Fifty Thousand only) per annum [which will be restored to ₹ 1,45,00,000/- (Rupees One Crore Forty-Five Lakh only) effective April 1, 2021], 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, 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, considering the above.

C. 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) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
 - e) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
 - f) Car: Two cars for use on Company's Business. As per Company Car policy
 - g) Other Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company.
 - h) Leave and encashment of leave: As per the policy of the Company.
 - i) Life Insurance: As per the policy of the Company.
 - j) Personal accident Insurance: As per the policy of the Company.
 - k) Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme or Annuity Fund, National Pension Scheme: 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 the executive 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 executive.
 - o) Annual remuneration review is effective July 1st each year, as per policy of the Company.
- D. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E. 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.
- F. 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.

- G. Any revision/change in allowance/perquisite relating to Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of 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 of the Company.
- H. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules thereunder, Ms. Sangeeta Pendurkar would not be holding any office or place of profit by his 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.
- I. Ms. Sangeeta Pendurkar shall not 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.
- J. 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.
- K. Board shall review and recommend the remuneration payable to the Whole-time Director during the tenure of her appointment, from time to time.

Brief profile of Ms. Sangeeta Pendurkar is provided separately in **Annexure A** to this notice. Details pursuant to Schedule V of the Act is provided separately in **Annexure B** to this notice. The Company has received a notice proposing the candidature of Ms. Sangeeta Pendurkar for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except 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 appointment of Ms. Sangeeta Pendurkar as a Whole-time Director of the Company, as set out in item no. 6 of the notice, for approval of the shareholders.

7) **Appointment of Mr. Vishak Kumar as a Whole-time Director of the Company.**

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Mr. Vishak Kumar as a Whole-time Director of the Company with effect from February 24, 2021 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their 14th Annual General Meeting.

Members' approval is sought for the appointment of and remuneration payable to Mr. Vishak Kumar in terms of the applicable provisions of the Act, more particularly as appended below:

A. Period:

5 Years w.e.f. February 24, 2021 to February 23, 2026 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration for the period of 3 years i.e. from February 24, 2021 up to February 23, 2024:

a) Basic Salary:

₹ 97,69,719/- (Rupees Ninety-Seven Lakh Sixty-Nine Thousand Seven Hundred and Nineteen 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:
₹ 84,97,917/- (Rupees Eighty-Four Lakh Ninety-Seven Thousand Nine Hundred and Seventeen only) per annum [which will be restored to ₹ 1,51,64,616/- (Rupees One Crore Fifty-One Lakh Sixty-Four Thousand Six Hundred and Sixteen only) effective April 1, 2021] 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 ₹ 83,33,250/- (Rupees Eighty-Three Lakh Thirty-Three Thousand Two Hundred and Fifty only) per annum [which will be restored to ₹ 1,66,66,500/- (Rupees One Crore Sixty-Six Lakh Sixty-Six Thousand Five Hundred only) effective April 1, 2021], 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, 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, considering the above.

C. 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) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- e) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- f) Car: Two cars for use on Company's Business. As per Company Car policy
- g) Other Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company.
- h) Leave and encashment of leave: As per the policy of the Company.
- i) Life Insurance: As per the policy of the Company.
- j) Personal accident Insurance Premium: As per the policy of the Company.
- k) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme: 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 the executive 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 executive.
 - o) Annual remuneration review is effective July 1st each year, as per policy of the Company.
- D. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
 - E. 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.
 - F. 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.
 - G. Any revision/change in allowance/perquisite relating to Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of 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 of the Company.
 - H. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules thereunder, Mr. Vishak Kumar would not be holding any office or place of profit by his 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.
 - I. Mr. Vishak Kumar shall not 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.
 - J. 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.
 - K. Board shall review and recommend the remuneration payable to the Whole-time Director during the tenure of his appointment, from time to time.

Brief profile of Mr. Vishak Kumar is provided separately in **Annexure A** to this notice. Details pursuant to Schedule V of the Act is provided separately in **Annexure B** to this notice. The Company has received a notice proposing the candidature of Mr. Vishak Kumar for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. 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 appointment of Mr. Vishak Kumar as a Whole-time Director of the Company, as set out in item no. 7 of the notice, for approval of the shareholders.

8) Appointment of Mr. Vikram Rao as a Non-Executive Director of the Company.

Pursuant to the recommendation of the NRC, the Board approved the appointment of Mr. Vikram Rao as an Additional (Non-Executive) Director of the Company with effect from March 17, 2021 to hold office upto the date of the 14th Annual General Meeting of the Company.

Brief profile of Mr. Vikram Rao is provided separately in **Annexure A** to this notice. The Company has received a notice proposing the candidature of Mr. Vikram Rao for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Vikram Rao and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Mr. Vikram Rao as a Non-Executive Director of the Company, as set out in item no. 8 of the notice, for approval of the shareholders.

9) Appointment of Mr. Yogesh Chaudhary as an Independent Director of the Company.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Mr. Yogesh Chaudhary as an Independent Director of the Company with effect from March 17, 2021 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their 14th Annual General Meeting.

Brief profile of Mr. Yogesh Chaudhary is provided separately in **Annexure A** to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.abfrl.com.

The Company has received a notice proposing the candidature of Mr. Yogesh Chaudhary for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Yogesh Chaudhary and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Mr. Yogesh Chaudhary as an Independent Director of the Company, as set out in item no. 9 of the notice, for approval of the shareholders.

10) Appointment of Ms. Preeti Vyas as an Independent Director of the Company.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Ms. Preeti Vyas as an Independent Director of the Company with effect from March 31, 2021 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their 14th Annual General Meeting.

Brief profile of Ms. Vyas is provided separately in **Annexure A** to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.abfrl.com.

The Company has received a notice proposing the candidature of Ms. Vyas for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Ms. Vyas and her relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Ms. Preeti Vyas as an Independent Director of the Company, as set out in item no. 10 of the notice, for approval of the shareholders.

11) Appointment of Mr. Arun Adhikari as an Independent Director of the Company.

Pursuant to the recommendation of the NRC, the Board, had approved the appointment of Mr. Arun Adhikari as an Independent Director of the Company with effect from May 19, 2021 for a term of 5 (five) years, subject however to the approval of shareholders of the Company at their 14th Annual General Meeting.

Brief profile of Mr. Arun Adhikari is provided separately in **Annexure A** to this notice. A copy of the letter of appointment for independent directors, setting out the terms and conditions of appointment, available on the website of the Company i.e. www.abfrl.com.

The Company has received a notice proposing the candidature of Mr. Arun Adhikari for the office of director under Section 160 of the Act.

None of the directors and/or key managerial personnel of the Company and/or their relatives, except Mr. Arun Adhikari and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed ordinary resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution with respect to the appointment of Mr. Arun Adhikari as an Independent Director of the Company, as set out in item no. 11 of the notice, for approval of the shareholders.

Annexure A

Details⁽¹⁾ of the directors seeking appointment/ re-appointment (as set out in item nos. 2, 5, 6, 7, 8, 9, 10 and 11 of this notice)

in terms of Regulations 26(4) and 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. Himanshu Kapania	Mr. Kumar Mangalam Birla
DIN	03387441	00012813
Date of Birth/ Age	April 23, 1961/ 60 years	June 14, 1967 / 54 years
Brief Resume	<ul style="list-style-type: none"> ■ Alumnus of IIM, Bangalore and BIT Mesra. ■ Over 34 years of work experience primarily in Management Leadership, Technology, Operations, Sales & Marketing ■ Former Managing Director and presently a Director of Vodafone Idea Limited. 	<ul style="list-style-type: none"> ■ MBA from the London Business School ■ Chartered Accountant ■ Chairman of your Company and the Aditya Birla Group ■ 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. ■ Chairs the Boards of the major Group companies in India and globally. ■ Chancellor of Birla Institute of Technology & Science (BITS) ■ Chairman of IIM, Ahmedabad. ■ Director of the G. D. Birla Medical Research & Education Foundation. ■ Serves on the London Business School's Asia Pacific Advisory Board and is a Honorary Fellow of the London Business School.
Date of First Appointment	January 1, 2020	February 24, 2021
Terms and conditions of appointment / re-appointment	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation every year.	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation every year.
Past Remuneration drawn from the Company	₹ 10.25 lakhs	Nil
Remuneration sought to be paid	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.	
Shareholding in the Company	Nil	23,966 Fully Paid-up Equity Shares 10,000 Partly Paid-up Equity Shares

Name of Director	Mr. Himanshu Kapania	Mr. Kumar Mangalam Birla
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	None	None
No. of Board Meetings attended during the FY2020-21	11 out of 11	1 out of 1
List of other Companies in which Directorship is held ⁽²⁾	1) Aditya Birla Idea Payments Bank Limited (Under voluntary winding-up) 2) Vodafone Idea Limited 3) Vodafone Idea Manpower Services Limited	1) Aditya Birla Capital Limited 2) Aditya Birla Sun Life AMC Limited 3) Aditya Birla Sun Life Insurance Company Limited 4) Air India Limited 5) Century Textiles and Industries Limited 6) Grasim Industries Limited 7) Hindalco Industries Limited 8) Ultratech Cement Limited 9) Vodafone Idea Limited
Chairperson*/ Member of Committee(s) of Board of Directors of the Company ⁽³⁾	Stakeholders Relationship Committee*	Nil
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽³⁾	Audit Committee	
	Nil	Nil
	Stakeholders' Relationship Committee	
	Vodafone Idea Limited	Nil

Name of Director	Ms. Sangeeta Pendurkar	Mr. Vishak Kumar
DIN	03321646	09078653
Date of Birth/Age	January 24, 1966 / 55 years	June 23, 1972 / 49 years
Brief Resume	<ul style="list-style-type: none"> ■ Master of Business Admin: University of Pune and Bachelor of Pharmacy: University of Mumbai ■ CEO of Pantaloons and Jaypore ■ Over 30 years of work experience spanning across four diverse sectors i.e. FMCG, pharmaceuticals, financial services and retail. ■ Former Managing Director of Kellogg - India and South Asia 	<ul style="list-style-type: none"> ■ Alumnus IIM Bangalore and BIT Ranchi ■ Over 25 years of work experience in sales, marketing and retail ■ CEO of Madura Fashion & Lifestyle ■ Former CEO of Aditya Birla Retail Limited
Date of First Appointment	February 24, 2021	February 24, 2021
Terms and conditions of appointment/ re-appointment	Terms and conditions of appointment, including remuneration sought to be paid to her, are more particularly stated in the Explanatory Statement for Item no. 6 of this Notice.	Terms and conditions of appointment, including remuneration sought to be paid to him, are more particularly stated in the Explanatory Statement for Item no. 7 of this Notice.
Remuneration sought to be paid		
Shareholding in the Company	Nil	62,883 fully paid-up equity shares
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	None	None
No. of Board Meetings attended during the FY2020-21	N.A.	N.A.
List of other Companies in which Directorship is held ⁽²⁾	<ol style="list-style-type: none"> 1) Tata SIA Airlines Limited 2) Signify Innovations India Limited 3) Grasim Premium Fabric Private Limited (under a Scheme of Amalgamation) 4) TG Apparel & Decor Private Limited 5) Jaypore E-Commerce Private Limited 	Nil
Chairperson*/ Member of Committee(s) of Board of Directors of the Company ⁽³⁾	Nil	Nil
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽³⁾	Audit Committee	
	<ul style="list-style-type: none"> ■ Tata SIA Airlines Limited ■ Signify Innovations India Limited 	Nil
	Stakeholders' Relationship Committee	
	Nil	Nil

Name of Director	Mr. Vikram Rao	Mr. Yogesh Chaudhary
DIN	00017423	01040036
Date of Birth/ Age	September 10, 1950 / 70 years	October 9, 1986 / 34 years
Brief Resume	<ul style="list-style-type: none"> ■ BE., (Chemical) and MBA (XLRI) ■ Over 40 years of work experience apparel and retail industry ■ Managing Director of N9 World Technologies Private Limited ■ Former President of Madura Fabrics and Whole-time Director of Aditya Birla Nuvo Limited 	<ul style="list-style-type: none"> ■ MBA from Boston College, USA ■ Currently on the Board of Jaipur Rugs Company Private Limited and provides the strategic direction it needs to explore business opportunities in the domestic and global markets. ■ Vital part of many prestigious associations such as Rajasthan Angel Investors network (RAIN), Intelicap Impact Investment Network (I3N) and Entrepreneurs Organization (EO).
Date of First Appointment	March 17, 2021	March 17, 2021
Terms and conditions of appointment / re-appointment	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation every year.	Proposed to be appointed as an Independent Director, for a period of 5 consecutive years.
Past Remuneration drawn from the Company	Nil	Nil
Remuneration sought to be paid	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.	
Shareholding in the Company	Nil	Nil
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	Nil	Nil
No. of Board Meetings attended during the FY 2020-21	N.A.	N.A.
List of other Companies in which Directorship is held ⁽²⁾	Nil	Nil
Chairperson*/ Member of Committee(s) of Board of Directors of the Company ⁽³⁾	Stakeholders Relationship Committee	Nil
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽³⁾	Audit Committee	
	Nil	Nil
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽³⁾	Stakeholders' Relationship Committee	
	Nil	Nil

Name of Director	Ms. Preeti Vyas	Mr. Arun Adhikari
DIN	02352395	00591057
Date of Birth/ Age	November 26, 1956/ 64 years	January 20, 1954 / 67 years
Brief Resume	<ul style="list-style-type: none"> ■ Graduate from the National Institute of Design ■ Entrepreneur at Vyas Giannetti Creative Private Limited ■ Member of the Indian Design Council 	<ul style="list-style-type: none"> ■ B. Tech. (Chemical Engineering) from IIT, Kanpur ■ MBA from IIM Calcutta ■ Advanced Management Program at The Wharton School, University of Pennsylvania, USA ■ Former Director on the Board of Hindustan Unilever Limited
Date of First Appointment	March 31, 2021	May 19, 2021
Terms and conditions of appointment / re-appointment	Proposed to be appointed as an Independent Director, for a period of 5 consecutive years.	Proposed to be appointed as an Independent Director, for a period of 5 consecutive years.
Past Remuneration drawn from the Company	Nil	Nil
Remuneration sought to be paid	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.	
Shareholding in the Company	Nil	Nil
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	Nil	Nil
No. of Board Meetings attended during the FY 2020-21	N.A.	N.A.
List of other Companies in which Directorship is held ⁽²⁾	1) Century Textiles and Industries Limited	1) Aditya Birla Capital Limited 2) Aditya Birla Sun Life Insurance Company Limited 3) Ultratech Cement Limited 4) Vodafone Idea Limited 5) Voltas Limited
Chairperson*/ Member of Committee(s) of Board of Directors of the Company ⁽³⁾	Nil	Audit Committee
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽³⁾	Nil	Audit Committee <ul style="list-style-type: none"> ■ Aditya Birla Sun Life Insurance Company Limited ■ Ultratech Cement Limited ■ Voltas Limited
	Stakeholders' Relationship Committee	
	Century Textiles and Industries Limited	Nil

Notes:

(1) Details stated in Annexure A are as on the date of the AGM Notice i.e. May 28, 2021.

(2) In terms of the applicable provisions of the Act and SEBI Listing Regulations, total number of directorships:

a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;

b. excludes this company, foreign companies, private limited companies and companies formed under section 25 of the erstwhile Companies Act, 1956 and under section 8 of the Act.

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

Annexure B

Details of the directors seeking approval for payment of remuneration at the 14th Annual General Meeting, as set out in item nos. 4, 6 and 7 of this notice, in terms of Section II Part II of Schedule V of the Companies Act, 2013

Particulars	Mr. Ashish Dikshit	Ms. Sangeeta Pendurkar	Mr. Vishak Kumar
Background details	<ul style="list-style-type: none"> Alumnus IIT – Madras, IIM – Bangalore and Harvard Business School. Worked in diverse roles across industries and functions over the last 25 years. Started his career at Asian Paints before moving to Madura Fashion and Lifestyle Division of the Company, where he worked in its various functions ranging from Sales, Brand Management, Supply Chain and Sourcing over 15 years. Was appointed President of its Lifestyle Business in 2007 and went on to become its CEO in 2012. Also served as the Principal Executive Assistant to the Chairman of Aditya Birla Group 	<ul style="list-style-type: none"> Master of Business Admin: University of Pune and Bachelor of Pharmacy: University of Mumbai CEO of Pantaloons and Jaypore Over 30 years of work experience spanning across four diverse sectors i.e. FMCG, pharmaceuticals, financial services and retail. Former Managing Director of Kellogg - India and South Asia 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. Was the Chairperson of the FICCI - Food Processing Committee, for two consecutive years when she was part of the food industry. Currently, an Independent Director on the board of Tata SIA Airlines & on the Board of Signify Innovations India Limited. 	<ul style="list-style-type: none"> Alumnus IIM Bangalore and BIT Ranchi Over 25 years of work experience in sales, marketing and retail CEO of Madura Fashion & Lifestyle Joined the Madura business in 1995 as a Management Trainee. Prior to his stint as CEO of Madura, was the CEO of Aditya Birla Retail Limited, where he was instrumental in transforming the “More” Supermarket and Hypermarket business.
Past Remuneration drawn from the Company as a Director/KMP			Amount in ₹ Crore
	FY 20-21	3.07	0.32
	FY 19-20	6.94	N.A.
	FY 18-19	5.75	N.A.
Recognition or awards	<ul style="list-style-type: none"> Was honored with the “Outstanding Leader Award” in the year 2011 by the Chairman of Aditya Birla Group. Was honored with Distinguished Alumnus Award in 2019 by the Indian Institute of Technology Madras. 	<ul style="list-style-type: none"> Listed as Fortune’s most powerful women in business for six consecutive years from 2012 to 2017. One of the top 50 most influential women in India in media and marketing for 2020. Business Today’s list of Most Powerful women in Indian Business for 2020. Recognized as the “CEO of the Year” at the ET Prime Women Leadership Awards, 2020. 	<ul style="list-style-type: none"> 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. In 2015, ABG conferred him with the prestigious ‘Aditya Birla Fellow’ title.
Job profile and suitability	Mr. Ashish Dikshit’s current term of appointment as a Managing Director of the Company will expire on January 31, 2023. Mr. Dikshit was serving as the Business Head of the Company up until January 31, 2018.	Ms. Sangeeta Pendurkar was serving as the CEO - Pantaloons of the Company w.e.f. December 18, 2017. Considering her experience in the industry in which the Company operates, the Board considers Ms. Pendurkar suitable for the post of Whole-time Director of the Company.	Mr. Vishak Kumar was serving as the CEO - Madura Fashion & Lifestyle Division of the Company w.e.f. November 1, 2016. Considering his experience in the industry in which the Company operates, the Board considers Mr. Kumar suitable for the post of Whole-time Director of the Company.

Particulars	Mr. Ashish Dikshit	Ms. Sangeeta Pendurkar	Mr. Vishak Kumar
Remuneration proposed	Stated in the Explanatory Statement for Item no. 4 of this Notice.	Stated in the Explanatory Statement for Item no. 6 of this Notice.	Stated in the Explanatory Statement for Item no. 7 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering (i) the size of the operations of the Company; (ii) role, and responsibilities assigned to in his/her position; (iii) his/her background, competence, experience and his association with the Aditya Birla Group; and (iv) the industry benchmarks & remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him/her is considered to be fair, just and reasonable.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	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.		

DETAILS OF THE COMPANY

Nature of industry	Apparel and Retail		
Date or expected date of commencement of commercial production	<ul style="list-style-type: none"> ■ Certificate of Incorporation: April 19, 2007 ■ Certificate of Commencement of Business: May 14, 2007 		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
Financial performance based on given indicators	Amount in ₹ Crore		
	Particulars	FY 2020-21	FY 2019-20
	Total income	5,253.78	8,807.62
	Total expenses	6,030.22	8,816.71
	Profit/ (loss) before tax	(776.44)	(9.09)
	Less: Income tax expense	(126.80)	136.10
	Profit/ (loss) after taxes	(649.64)	(145.19)
Foreign investments or collaborations, if any.	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 and select mono brands. Company has also collaborated with international brands such as Simon Carter, Ted Baker, Polo Ralph Lauren, American Eagle and Fred Perry etc.		
Reasons of loss or inadequate profits	<ul style="list-style-type: none"> ■ Accumulated losses of the previous periods. ■ Adverse impact of COVID-19 		
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic investments enhancing portfolio and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium producer, powerful brands and deep pan-India distribution footprint are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.		
Expected increase in productivity and profits in measurable terms	The Company is well-positioned to leverage the opportunity in the growing market with its diverse product offerings across varied categories, price points and portfolio of strong brands that will enable it in addressing changing consumer needs.		
Disclosures in the Annual Report 2020-21	<ul style="list-style-type: none"> ■ Disclosures in the Board of Directors' Report under the heading 'Corporate Governance' ■ The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report 		

Notes for Members' Attention

1. Virtual Meeting

In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has *vide* its General Circular no. 02/2021 dated January 13, 2021¹ 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/2021/11 dated January 15, 2021² 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.

2. Electronic copy of Annual Report and Notice of the 14th Annual General Meeting

- a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website www.abfrl.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of Link Intime India Private Limited ("LIPL") i.e. <https://instavote.linkintime.co.in/>.

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.

4. Statement under section 102 of the Act

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.

Also, relevant details with respect of Directors seeking appointment/re-appointment at the AGM, in terms of regulations 26(4) and 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings (SS-2), are set out in **Annexure A**, which also form part of this notice.

¹ General Circular no. 02/2021 dated January 13, 2021 read with 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")

² Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with 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.

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@abfml.adityabirla.com, not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 4:00 p.m. IST on Tuesday, September 7, 2021.

7. Document open for inspection

Relevant documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act, are uploaded on the website of the Company at: <http://www.abfml.com/investors/annual-general-meeting/>.

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 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), Proprietor 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

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	: Thursday, September 2, 2021
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commence from : 9:00 a.m. IST, Monday, September 6, 2021 End at : 5.00 p.m. IST, Wednesday, September 8, 2021 [The remote e-voting module shall be disabled for voting thereafter by LIPL]

Remote e-voting : Procedure

(1) Depository: For Individual Shareholders holding securities in demat mode

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
Registered User		
1.	The URL for users to login for NSDL IDeAS facility : https://eservices.nsdl.com	The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
2.	Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.	Login through their user id and password.
3.	After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.	After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, 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.
First time user		
5.	Option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
Alternative Method		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.
7.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member" section.	(Skip step)
8.	A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.	(Skip step)
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 options available against Company name or e-Voting service provider – InstaVote 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43

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

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: https://instavote.linkintime.co.in/	
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -	
	A. User ID: Enter your User ID	
	(i) For members holding : 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 : Event Number followed shares in physical form by the Folio number registered with the Company	
	B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.	
	C. Date of Birth (DOB) / Date of Incorporation (DOI): Enter the DOB / DOI (As recorded with your DP / Company - in DD/MM/YYYY format) (Skip step)	
	D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.	
	(i) For members holding : Shall provide either 'C' or shares in demat account 'D', above held with CDSL	

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
	(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.	Then click on 'Login' under the Shareholder tab.	
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select 'View' icon and the e-voting page will appear.	
9.	Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against'. (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).	
10.	After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.	
11.	Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.	

Remote e-voting : Points to remember

1. Shareholders to select respective EVSN'S and vote depending upon their shareholding fully paid-up or party paid-up or both.

Equity Shares	EVSN
Fully paid up	210228
Partly paid up	210229

2. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in/> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
3. If you have forgotten the password:
 - Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
 - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
4. In case shareholders/ members is having valid e-mail address, Password will be sent to his / her registered e-mail address.
5. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
7. 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 or contact on: - Tel: 022 -4918 6000.

9. Attending the AGM through InstaMeet

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through InstaMeet. The meeting shall be opened 30 (Thirty) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

Please note that the attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

Members desiring to attend the AGM through VC/OAVM are requested to refer to the detailed procedure given below.

Attend the AGM through VC/OAVM : Procedure

Step no.	For all shareholders
1.	Open the internet browser and launch the URL: https://instameet.linkintime.co.in
2.	Select the "Company" and 'Event Date' and register with your following details: - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No: (i) For members holding shares in demat : 6 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. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable. C. Mobile No.: Enter your mobile number. D. E-mail ID: 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 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 2, 2021 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfml.adityabirla.com.
- 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/ (Members may also refer a tutorial video available on 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 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 2, 2021 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfirl.adityabirla.com. These queries will be replied to by the Company suitably by e-mail.

11. E-voting during the AGM through InstaMeet

1. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
2. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

E-voting during the AGM : Procedure

Step no.	For all shareholders
1.	On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2.	Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMEET and click on 'Submit'.
3.	After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4.	Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5.	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 or contact on: - Tel: 022-49186175.

12. Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Thursday, September 2, 2021 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. Thursday, September 2, 2021.
 - 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 or secretarial@abfrrl.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).
-

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 2 working days 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.abfrrl.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.

14. Correspondence

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID - client ID, as the case may be.

15. Information for Non-Resident Indian Shareholders

Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.

16. Information related to Investor Education and Protection Fund ("IEPF")

The Members, whose unpaid or unclaimed amounts have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

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 2020-21.

By Order of the Board

Date : May 28, 2021

Place : Mumbai

Sd/-

Geetika Anand
Company Secretary & Compliance Officer

Important Dates

Wednesday, August 18, 2021

- Receipt of Annual Report and AGM Notice.
- Available on www.abfrl.com

Thursday, September 2, 2021

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

Monday, September 6, 2021

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

Wednesday, September 8, 2021

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

Thursday, September 9, 2021

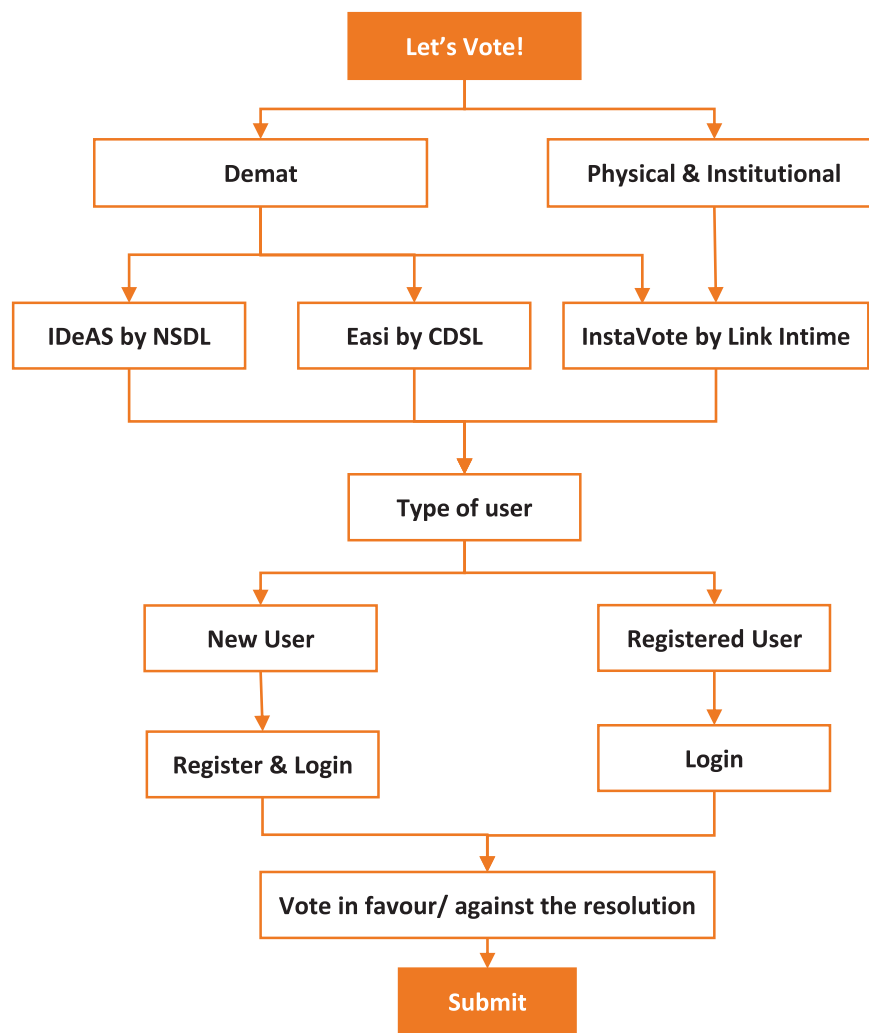
- Date of the AGM.
- Participate and vote during the AGM

Monday, September 13, 2021

- Announcement of voting results
- Available on www.abfrl.com

Virtual Guide

E-voting Commence from : 9:00 a.m. IST, Monday, September 6, 2021
End at : 5.00 p.m. IST, Wednesday, September 8, 2021



Attend AGM: Thursday, September 9, 2021

- 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 4 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
- 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 and www.nseindia.com respectively.