

ADITYA BIRLA



**ADITYA BIRLA FASHION AND RETAIL LIMITED**

[CIN: L18101MH2007PLC233901]

Regd. Office: 701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri East, Mumbai - 400059, Maharashtra, India;

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**NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT:

1. The Twelfth Annual General Meeting ("AGM") of the Members of Aditya Birla Fashion and Retail Limited ("the Company") will be held on Wednesday, August 21, 2019, at 3:00 p.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028, Maharashtra, India, to transact the business as set out in the Notice of the 12<sup>th</sup> AGM dated July 26, 2019 ("Notice").
2. In terms of the applicable provisions of the Companies Act, 2013, the Notice alongwith the Attendance Slip & Proxy form with respect to the 12<sup>th</sup> AGM and the Annual Report of the Company for the financial year 2018-19 ("Annual Report"), have been sent in electronic mode (i.e. by way of an e-mail) to Members whose e-mail addresses are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. The Members of the Company may request for a physical copy of the same by writing to the Company Secretary of the Company at secretarial.abfrl@adityabirla.com.
3. Further, physical copies of the Notice alongwith the Attendance Slip & Proxy Forms and the Annual Report, have been sent vide permitted modes of dispatch, at the registered addresses of those Members, who have not registered their e-mail address with the Company or Depository Participant(s) or who have specifically registered their request for the hard copy of the same. The Company has completed the dispatch of Notice and Annual Report on July 27, 2019.
4. The relevant documents pertaining to the businesses proposed to be considered at the 12<sup>th</sup> AGM are available for inspection at the Registered office of the Company on all working days except Saturdays during business hours of the Company upto the date of 12<sup>th</sup> AGM.
5. In terms of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members with the facility to exercise their right to vote on the resolutions proposed to be passed at the 12<sup>th</sup> AGM by electronic means.
6. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the e-voting facility (both, before the 12<sup>th</sup> AGM from any place other than the venue of the 12<sup>th</sup> AGM ("remote e-voting") and at the 12<sup>th</sup> AGM ("e-voting at AGM")).
7. Mr. Dilip Bharadiya (holding Membership No. FCS 7956) Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries, has been appointed by the Company as the scrutineer for conducting the entire e-voting process (i.e. remote e-voting and e-voting at AGM) in a fair and transparent manner.
8. The Members are requested to note the e-voting instructions as follows:
  - (a) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Wednesday, August 14, 2019 i.e. the cut-off date shall be entitled to vote on the Resolutions set forth in the Notice.
  - (b) Any person who acquires shares of the Company after dispatch of this Notice and holds shares as of the cut-off date i.e. Wednesday, August 14, 2019, may follow the procedure for remote e-voting as enumerated in detail in the Notice. Also a request may be sent to helpdesk.evoting@cdslindia.com for obtaining the login ID and password. However, if already registered with CDSL for e-voting, existing User ID and password can be used for casting votes.
  - (c) The remote e-voting period will commence on Sunday, August 18, 2019 at 9.00 a.m. and end on Tuesday, August 20, 2019 at 5.00 p.m. The remote e-voting shall be disabled for voting thereafter by CDSL.
  - (d) During this period, Members of the Company as on cut-off date i.e. Wednesday, August 14, 2019, holding shares in physical or in dematerialised form, may cast their votes through remote e-voting. Once the vote on a resolution is cast by the Member, the same cannot be modified subsequently by such Member.
  - (e) In addition, the facility for e-voting shall be made available at the 12<sup>th</sup> AGM and Members attending the 12<sup>th</sup> AGM who have not cast their votes through remote e-voting shall be eligible to vote at the AGM.
  - (f) Members who have already cast their votes through remote e-voting facility may participate in the AGM, however shall not be allowed to vote at the 12<sup>th</sup> AGM.
  - (g) The notice of 12<sup>th</sup> AGM and Annual Report for the financial year 2018-19 are available on the website of the Company i.e. [www.abfrl.com](http://www.abfrl.com) and also on websites of the stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
  - (h) In case the Members have any queries or issues regarding the e-voting facility they may refer to the frequently asked questions and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) (under help section) or contact Mr. Rakesh Dalvi, Manager - CDSL, A wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400 013, Tel No. - 1800225533 or write an E-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [secretarial.abfrl@adityabirla.com](mailto:secretarial.abfrl@adityabirla.com).

The newspaper communication is available on the website of the Company i.e. [www.abfrl.com](http://www.abfrl.com), on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and also on the websites of the stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

For Aditya Birla Fashion and Retail Limited

Sd/-

Geetika Anand  
Company Secretary

Place: Mumbai  
Date: July 27, 2019