



ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered office: Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070, Maharashtra, India

CIN: L18101MH2007PLC233901; **Website:** www.abfrl.com; **E-mail:** secretarial@abfrl.adityabirla.com;

Tel: +91 - 8652905000; **Fax:** +91 - 8652905400

POSTAL BALLOT NOTICE

To,

The Members of Aditya Birla Fashion and Retail Limited

Notice is hereby given pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting *vide* various general circulars issued by MCA ("Circulars"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations, that the Resolution appended below is proposed to be passed by the Members of the Aditya Birla Fashion and Retail Limited ("the Company") *via* Postal Ballot through Remote e-voting.

This Notice:

- a) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/ Registrar and Share Transfer Agent ("RTA") and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories. Hard copy of Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only and
- b) 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 MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), RTA of the Company ("MUFG") i.e. <https://instavote.linkintime.co.in>.

The **Explanatory Statement** in terms of the provisions of Section 102(1) and 110 of the Act, which sets out details relating to Special Business to be transacted forms part of this Postal Ballot Notice ("Notice").

Remote E-Voting: Shareholders are requested to read the instructions in the Notes under the section "Remote E-Voting: Procedure" in this Notice to cast their vote electronically. The details of the same are as below:

Cut-off date [for determining the Members entitled to vote on the Resolution set forth in this Notice]	:	Friday, April 11, 2025
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 Ends at	: 9:00 a.m., Thursday, April 17, 2025 : 5.00 p.m., Friday, May 16, 2025 [The remote e-voting module shall be disabled for voting thereafter by MUFG]
URL for remote e-voting	:	https://instavote.linkintime.co.in NSDL: https://eservices.nsdl.com or https://www.evoting.nsdl.com CDSL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com

SPECIAL BUSINESS

1. Re-appointment of Mr. Nish Bhutani (DIN: 03035271) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Act and Regulation 16, 17 & 25 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(s) or modification(s) or re-enactment(s) thereof, for the time being in force) in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee, thereof, constituted or to be constituted by the Board from time to time in this regard), Mr. Nish Bhutani (DIN: 03035271), be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (Five) Consecutive years commencing from June 5, 2025, until June 4, 2030 (both days inclusive), on the terms provided in the Explanatory Statement and shall not 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.”

By Order of the Board

Sd/-

Anil Malik

President & Company Secretary

A11197

Date: April 15, 2025

Place: Mumbai

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013]

The following statement sets out all material facts relating to the special business mentioned in this Notice:

Item No. 1 Re-appointment of Mr. Nish Bhutani (DIN: 03035271) as an Independent Director:

Mr. Nish Bhutani was appointed as an Independent Director at the 13th Annual General Meeting of the Company held on September 7, 2020, for a period of 5 (five) years, effective from June 5, 2020 until June 4, 2025. Accordingly, the tenure of Mr. Bhutani, as an Independent Director is due for expire on June 4, 2025.

He is proposed to be re-appointed for a second term of 5 (Five) Consecutive years as an Independent Director of the Company.

Pursuant to the performance evaluation of Mr. Bhutani and considering the vast experience and significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), *vide* its circular resolution dated April 15, 2025 has approved the re-appointment of Mr. Bhutani as an Independent Director of the Company for a second term of 5 (Five) Consecutive years commencing from June 5, 2025 until June 4, 2030, subject to the approval of the Members of the Company being sought *via* this Postal Ballot Notice.

The profile and areas of expertise of Mr. Bhutani is provided separately in **Annexure A** to this Notice.

The Company has received a Notice proposing the candidature of Mr. Bhutani for the office of Director under Section 160 of the Act.

Mr. Bhutani has provided a declaration to the Board, stating that he:

- a. meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations;
- b. is qualified to be appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director;
- c. is not been debarred from holding the office of a director by virtue of any order passed by Securities and Exchange Board of India or any other such authority;
- d. is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company in term of Regulation 25(8) of the SEBI Listing Regulations and
- e. is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors, Mr. Bhutani is a person of integrity, possesses the relevant expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for his re-appointment as an Independent Director and he is independent of the management.

Except Mr. Bhutani, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested (financially or otherwise) in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 1 of this Notice with respect to the re-appointment of Mr. Bhutani as an Independent Director for approval of the Members of the Company as a Special Resolution.

ANNEXURE A
[Details of Director seeking re-appointment in terms of Regulations 36 of SEBI Listing Regulations and SS-2]

Name of Director	Mr. Nish Bhutani
DIN	03035271
Date of Birth/Age	March 7, 1967/ 58 years
Qualification	Hold a Degree in: a. MBA (Honors) from Harvard University and b. B.S. & M.S degrees in Engineering from Stanford University.
Brief resume and Nature of expertise in specific functional areas	Mr. Bhutani has over 33 years of experience with digital and technology companies in Silicon Valley, UK and India. Founder & CEO of Indiginus Learning Pvt. Ltd and he is also a Founder of Indiginus Inc.
Terms & conditions of the appointment/ re-appointment	Proposed to be re-appointed as an Independent Director for a second term of 5 (Five) Consecutive years and not liable to retire by rotation.
Remuneration sought to be paid	Remuneration to be drawn from the Company shall comprise of the sitting fees paid for attending the Board and/or Committee Meeting.
Past Remuneration drawn from the Company	FY 2024-25 - ₹ 9.30 Lakhs (Sitting Fees)
Date of first appointment on the Board	June 5, 2020
Shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Number of Board meetings attended during FY 2024-25	6 out of 7
List of other companies in which directorship is held⁽²⁾	Listed Company: Nil
	Unlisted Company: Indiginus Learning Private Limited
Listed entities from which resigned as a director in the past three years	Nil
Justification for choosing the appointee for appointment as independent director	Please refer Explanatory Statement of this Notice
Chairperson/Member of the Committee(s) of the Board of Directors of the Company⁽³⁾	Aditya Birla Fashion and Retail Limited Audit Committee – Member
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson⁽³⁾	Nil

Notes:

(1) Details stated in Annexure A are as on the date of this Notice i.e. April 15, 2025.

(2) Directorship in other Companies as on date of this Notice excludes this company, foreign companies and companies formed under section 8 of the Act.

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

NOTES FOR MEMBERS' ATTENTION

1. The Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, April 11, 2025 ("cut-off date"). A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
2. Ms. Shivangini Gohel, (ACS 25740 & C.P. No. 9205) and failing her Mr. Dilip Bharadiya (FCS 7956 & C.P. No. 6740), Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries ("Scrutinizer") have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.

3. 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/ Authorisation etc., authorising its representative to vote through remote e-voting on its behalf.

The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail ID to Ms. Shivangini Gohel/ Mr. Dilip Bharadiya, at dilipbcs@gmail.com with a copy marked to the Company Secretary at secretarial@abfml.adityabirla.com, not later than Friday May 16, 2025.

4. DOCUMENTS OPEN FOR INSPECTION

All documents referred to in the Notice will be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to Friday, May 16, 2025. Members seeking to inspect such documents can send an e-mail at secretarial@abfml.adityabirla.com

5. REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY

- Shareholders holding shares in Physical Mode: Register/ update their email ID, Mobile number and Bank Account details by sending a request letter duly signed by the Shareholder(s) mentioning the Name of the Company, Folio number, Bank Account Details, self-attested copy of PAN card and cancelled cheque leaf. In case the cancelled cheque leaf does not bear the Shareholders name, please attach a copy of the bank passbook statement, duly self-attested to the Company at secretarial@abfml.adityabirla.com or MUFG at rnt.helpdesk@linkintime.co.in
- Shareholders holding shares in Dematerialised Mode: Register/ update their email ID, Mobile number and Bank Account details with their respective Depository Participant.
- Members who have not registered/ updated their e-mail ID or mobile number with the Company but wish to receive all communication from the Company electronically may register/ update their e-mail ID and mobile number on www.abfml.com

6. REMOTE E-VOTING: PROCEDURE

Pursuant to Section 108 of the Act, Rule 20 of the Rules, as amended, Regulation 44 of the Listing Regulations and the Circulars, the Company is pleased to provide the facility to the Members to

exercise their right to vote, on the resolution proposed to be passed by Postal Ballot, by electronic means. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

(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 either on a personal computer or on a mobile.	The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasitoken/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. “Link InTime / MUFG InTime” for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
4.	Click on company name or e-Voting service provider name i.e. “MUFG InTime” and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.	Click on e-Voting service provider name and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
First time user		
5.	Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/ or www.cdslindia.com
Alternative Method		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
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 i.e. “MUFG InTime” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. MUFG InTime. Click on “Link InTime/MUFG InTime” and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name i.e. “MUFG InTime” and you will be redirected to “InstaVote” for casting your vote during the remote e-Voting period.

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: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(2) InstaVote: For Individual Shareholders holding securities in physical mode/ Non- Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of LINKINTIME is given below:

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: 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 shares in demat account held with CDSL	: 16 digits beneficiary ID,
	(ii) For members holding shares in demat account held with NSDL	: 8 Character DP ID followed by 8-digit client ID,
	(iii) For members holding shares in physical form	: EVEN (250154) followed by the Folio number registered with the Company
	B. Permanent Account Number (PAN): Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.	
	(Skip step)	
	C. Date of Birth (DOB)/ Date of Incorporation (DOI): Enter the DOB/ DOI (As recorded with your DP/ Company - in DD/MM/YYYY format)	
	D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.	
	(i) For members holding shares in demat account held with CDSL	: Shall provide either 'C' or 'D', above
	(ii) For members holding shares in demat account held with NSDL	: Shall provide 'D' above

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
	(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above	: Shall provide their folio number in 'D' above
3.	Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter].	(Skip step)
4.	Click on 'confirm' and your password will be generated.	(Skip step) [Use your existing password]
5.	Click on 'Login' under the ' 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

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of MUFG at <https://instavote.linkintime.co.in/> and register themselves as '**Custodian/ Mutual Fund/ Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/ Mutual Fund/ Corporate Body**' login for the Scrutinizer to verify the same.
- If you have forgotten the password:
 - Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
 - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid e-mail address, Password will be sent to his/ her registered e-mail address.
- Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc.

5. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
6. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
8. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
9. Shareholders/ members holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an e-mail to enotices@in.mpms.mufig.com or contact on: Tel: 022-4918 6000.

7. 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.

8. VOTING RESULTS

The Scrutinizer will submit the report to the Chairman/ Key Managerial Personnel as authorised by the Board for this purpose after completion of scrutiny of the remote e-voting. The results shall be declared on or before Tuesday, May 20, 2025 and will be displayed along with the Scrutiniser's Report:

- i. at the Registered as well as Corporate Office of the Company;
- ii. on the website of the Company i.e. www.abfrl.com and
- iii. on the website of MUFG i.e. <https://instavote.linkintime.co.in> and the Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

By Order of the Board

Date: April 15, 2025

Place: Mumbai

Sd/-
Anil Malik
President & Company Secretary
A11197