



May 23, 2025

BSE Limited
Scrip code: **535755**

National Stock Exchange of India Limited
Symbol: **ABFRL**

Sub.: Material Information/Updates about the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company/Company"), Aditya Birla Lifestyle Brands Limited and their respective shareholders and creditors ("Scheme")

Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
2. Our earlier intimations: April 23, 2025, May 1, 2025, May 20, 2025 and May 23, 2025

Dear Sir/ Madam,

This is further to the above intimation and captioned subject, we would like to inform you that Extra Ordinary General Meeting ("EGM Notice") of the Aditya Birla Lifestyle Brands Limited, Resulting Company will be held at shorter notice on Saturday, May 24, 2025 at 5:00 p.m. at the registered office of Resulting Company, to transact the following businesses:

S. No	Description of Resolutions	Type of Resolution
Appointment of Executive Directors		
1.	Appointment of Mr. Ashish Dikshit (<i>DIN: 01842066</i>) as the Managing Director	Special
2.	Appointment of Mr. Vishak Kumar (<i>DIN: 09078653</i>) as the Deputy Managing Director and Chief Executive Officer	Special
Appointment of Non-Executive Directors		
3.	Appointment of Ms. Ananyashree Birla (<i>DIN: 06625036</i>)	Ordinary
4.	Appointment of Mr. Aryaman Vikram Birla (<i>DIN: 08456879</i>)	Ordinary
5.	Appointment of Mr. Pankaj Sood (<i>DIN: 05185378</i>)	Ordinary
Appointment of Independent Directors		
6.	Appointment of Mr. Arun Adhikari (<i>DIN: 00591057</i>)	Special
7.	Appointment of Mr. Nish Bhutani (<i>DIN: 03035271</i>)	Special
8.	Appointment of Ms. Preeti Vyas (<i>DIN: 02352395</i>)	Special
9.	Appointment of Mr. Sunirmal Talukdar (<i>DIN: 00920608</i>)	Special
10.	Appointment of Mr. Venkatesh Satyaraj Mysore (<i>DIN: 01401447</i>)	Special
11.	Appointment of Mr. Yogesh Chaudhary (<i>DIN: 01040036</i>)	Special
Others		
12.	Adoption of new set of Articles of Association	Special

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

CIN: L18101MH2007PLC233901
Tel.: +91 86529 05000
Fax: +91 86529 05400

Website: www.abfrl.com
E-mail: secretarial@abfrl.adityabirla.com



Communication dated May 23, 2025 received from the Resulting Company along with EGM Notice is enclosed as **Annexure I.**

This is for your information and records.

This is for your information and records.

Thanking you,

Sincerely,

For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

Enclosed: as Above

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
4th and 5th Floor, Unit No. 401, 403, 501, 502,
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Website: www.abfrl.com
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Annexure I

To,

Aditya Birla Fashion and Retail Limited

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

Sub.: Disclosure of the Material Information/Updates about the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company"), Aditya Birla Lifestyle Brands Limited ("Resulting Company" / "Company") and their respective shareholders and creditors ("Scheme")

Ref.: Notice of Extra Ordinary General Meeting of the Company to be held on May 24, 2025 at shorter notice

Dear Sir/Madam,

Pursuant to above referred, please find enclosed Notice of Extra-Ordinary General Meeting ("EGM Notice") of the Members of Aditya Birla Lifestyle Brands Limited ("the Company") will be held at shorter notice on Saturday, May 24, 2025 at 05:00 p.m. at Piramal Agastya Corporate Park, Building A, 5th Floor, Unit No. 502, L.B. S. Road, Kurla, Mumbai- 400070, seeking approval of the Members of the Company on the following resolutions:

S. No	Description of Resolutions	Type of Resolution
Appointment of Executive Directors		
1.	Appointment of Mr. Ashish Dikshit (<i>DIN: 01842066</i>) as the Managing Director	Special
2.	Appointment of Mr. Vishak Kumar (<i>DIN: 09078653</i>) as the Deputy Managing Director and Chief Executive Officer	Special
Appointment of Non-Executive Directors		
3.	Appointment of Ms. Ananyashree Birla (<i>DIN: 06625036</i>)	Ordinary
4.	Appointment of Mr. Aryaman Vikram Birla (<i>DIN: 08456879</i>)	Ordinary
5.	Appointment of Mr. Pankaj Sood (<i>DIN: 05185378</i>)	Ordinary
Appointment of Independent Directors		
6.	Appointment of Mr. Arun Adhikari (<i>DIN: 00591057</i>)	Special
7.	Appointment of Mr. Nish Bhutani (<i>DIN: 03035271</i>)	Special
8.	Appointment of Ms. Preeti Vyas (<i>DIN: 02352395</i>)	Special
9.	Appointment of Mr. Sunirmal Talukdar (<i>DIN: 00920608</i>)	Special
10.	Appointment of Mr. Venkatesh Satyaraj Mysore (<i>DIN: 01401447</i>)	Special
11.	Appointment of Mr. Yogesh Chaudhary (<i>DIN: 01040036</i>)	Special
Others		
12.	Adoption of new set of Articles of Association	Special



In accordance with applicable laws, the EGM Notice is being to all the Members whose e-mail IDs are registered with the Company/ MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*) ("RTA")/ Depositories as on Friday, May 16, 2025 ("cut-off date").

Thanking you,

Yours sincerely,

For **Aditya Birla Lifestyle Brands Limited**

Rajeev Agrawal

Company Secretary and Compliance Officer

Enclosed: As above.

**ADITYA BIRLA LIFESTYLE BRANDS 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

CIN: U46410MH2024PLC423195

Tel: +91 8652905000 | **Website:** www.ablbi.in | **E-mail:** secretarial.ablbi@abfirl.adityabirla.com

Notice of the Extra Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Aditya Birla Lifestyle Brands Limited ("the Company") will be held on Saturday, May 24, 2025 at 05:00 PM at a shorter notice at Piramal Agastya Corporate Park, Building A, 5th Floor, Unit No. 502, L.B. S. Road, Kurla, Mumbai- 400070, to transact the following businesses:

1.	Appointment of Mr. Ashish Dikshit (DIN: 01842066) as the Managing Director
	<p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>"RESOLVED THAT in terms of the provisions of Sections 2(51), 2(54), 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the Memorandum and Articles of Association, and in accordance with the approval of the Board of Directors (hereinafter referred to as the "Board"), Mr. Ashish Dikshit (DIN: 01842066), Director of the Company, be and is hereby appointed as the Managing Director for the period of 5(Five) years and on the such terms & conditions including remuneration, as set out hereunder, with the liberty to the Board (which term shall include any duly constituted Committee(s) thereof or such other person(s) authorised by the Board) to alter and vary the terms & conditions in such manner as may be agreed to between the Board and Mr. Ashish Dikshit, in the best interests of the Company, subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:</p> <p>A. <u>Period of appointment:</u> 5 years w.e.f. 1st May, 2025 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.</p> <p>B. <u>Remuneration for the period from May 1, 2025, up to January 31, 2026:</u> a) Basic Salary: ₹ 1,88,78,000/- (Rupees One Crore Eighty-Eight Lakh Seventy-Eight Thousand Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,50,00,000 /- (Rupees Two Crore Fifty Lakh Only) per annum.</p>

- b) Special Allowance: ₹ 1,96,71,773/- (Rupees One Crore Ninety-Six Lakh Seventy-One Thousand Seven Hundred and Seventy-Three Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,50,00,000 /- (Rupees Two Crore Fifty 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 ₹ 12,00,00,000/- (Rupees Twelve Crore Only) per annum.
- d) Long-term Incentive Compensation 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 of the Company and/or its Subsidiaries, considering the above.

C. Perquisites:

- a) Housing: Company provided (furnished/ unfurnished) accommodation and/ or HRA in lieu of Company provided accommodation as per the Company's Policy.
- b) House Maintenance: Reimbursement of expenses at actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.
- c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's policy.
- d) Life Insurance: Life Insurance cover as per the Company's policy.
- e) Accidental Insurance: Accidental insurance cover as per the Company's policy.
- f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's Policy.
- g) Car: Upto Two cars for use of the Company's Business, as per the Company's policy.
- h) Other expenses: Entertainment, traveling and all other expenses incurred for the business of the Company as per the Company's policy. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.
- i) Contribution towards Provident Fund and/or Superannuation Fund and/or National Pension Scheme or Annuity Fund as per the Company's Policy.
- j) Gratuity and/ or contribution to the Gratuity Fund of the Company as per the Company's Policy.
- k) Club fees: Fees of Two Clubs in India (including admission and annual membership fee).
- l) Other Benefits: Leave and related benefits as per the Company's Policy.
- 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) Any other one-time/ periodic retirement allowances/ benefits as may be decided by the Board at the time of retirement.
- o) Annual remuneration review is effective from July 1st each year, as per Company's Policy.

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 as approved by the Shareholders and as per the Company's policy.

- D. Pursuant to the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company"/"ABFRL"), Aditya Birla Lifestyle Brands Limited ("Company") and their respective shareholders and creditors ("Scheme") wherein the Madhura Lifestyle Business (*as defined in the Scheme*) ("MFL Business") of ABFRL has been transferred to the Company. The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench *vide* its order dated March 27, 2025 and has become effective from May 1, 2025. The Board of Directors of the Company on May 1, 2025 has appointed Mr. Ashish Dikshit as Managing Director of the Company in addition to his position as the Managing Director of ABFRL. The Company and ABFRL have agreed that the remuneration and perquisites ("total remuneration") payable to Mr. Ashish Dikshit as Managing Director of ABFRL as well as Managing Director of ABLBL shall be entirely paid by ABFRL and the Company shall separately reimburse 50% of total remuneration to ABFRL, on such other terms as may be agreed between the Company and ABFRL. Further, Board be and is hereby authorised to, execute and implement the reimbursement by the Company of the proportionate remuneration and related costs payable to Mr. Ashish Dikshit, on such terms and conditions as the Board may deem appropriate.
- E. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. 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.
- G. 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.
- H. In light of the provisions of Section 188 of the Act, the applicable Rules and the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the approval of the members be and is hereby granted to Mr. Ashish Dikshit to continue as the Managing Director of ABFRL and receive remuneration in that behalf from ABFRL.
- I. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules thereunder, 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, by way of abundant caution, the approval of the members be and is hereby granted for Mr. Ashish Dikshit 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.
- J. Mr. Ashish Dikshit shall not be subject to retirement by rotation during his 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.
- K. 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. Ashish Dikshit in accordance with the applicable provisions of the Act and subject to such approvals as may be required.
- L. The Board shall review and recommend the remuneration payable to the Managing Director during the tenure of his appointment, from time to time.

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 for matters connected therewith or incidental thereto and to sign & execute any deed/ document/ undertaking/ agreement/paper/ writing, as may be required in this regard and to delegate all or any of these powers to any of the Directors and/or Key Managerial Personnel and/or Officers of the Company.
2.	<p>Appointment of Mr. Vishak Kumar (DIN: 09078653) as the Deputy Managing Director and Chief Executive Officer</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT in terms of the provisions of Sections 2(51), 2(54), 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the Memorandum and Articles of Association, and in accordance with the approval of the Board of Directors (hereinafter referred to as the “Board”), Mr. Vishak Kumar (DIN: 09078653), be and is hereby appointed as the Deputy Managing Director and Chief Executive Officer for the period of 5 (Five) years and on the such terms & conditions including remuneration, as set out hereunder, with the liberty to the Board (which term shall include any duly constituted Committee(s) thereof or such other person(s) authorised by the Board) to alter and vary the terms & conditions in such manner as may be agreed to between the Board and Mr. Vishak Kumar, in the best interests of the Company, subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:</p> <p>A. Period of appointment: 5 years w.e.f. 1st May, 2025 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.</p> <p>B. Remuneration for the period from May 1, 2025, up to January 31, 2026:</p> <p>a) Basic Salary: ₹ 1,60,59,000/- (Rupees One Crore Sixty Lakh Fifty-Nine 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.</p> <p>b) Special Allowance: ₹ 2,32,36,170/- (Rupees Two Crore Thirty-Two Lakh Thirty-Six Thousand One Hundred and Seventy Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 3,24,00,000/- (Rupees Three Crore Twenty-Four Lakh Only) per annum. This allowance, however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.</p> <p>c) Annual Incentive Pay: Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 4,50,00,000/- (Rupees Four Crore Fifty Lakh only) per annum.</p> <p>d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/ Aditya Birla Group, in such manner and with such provisions as may be decided by the Board of the Company and/or its Subsidiaries considering the above.</p>

C. **Perquisites:**

- a) Housing: Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of Company provided accommodation as per Company's policy.
- 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's 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's policy.
- d) Life Insurance: Life Insurance cover as per the Company's policy.
- e) Personal accident Insurance: Accidental insurance cover as per the Company's policy.
- f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's policy.
- g) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- h) Car: Two cars for use of the Company's Business as per Company's Car policy.
- i) Other Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per Company's policy.
- j) Leave and encashment of leave: Leave and encashment as per Company's policy.
- k) Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme or Annuity Fund as per Company's policy.
- l) Gratuity and/or contribution to the Gratuity Fund of Company: As per per Company's policy.
- m) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board from time to time decide.
- n) In case, Mr. Vishak Kumar is elevated to the next higher level of the Company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the individual.
- o) Annual remuneration review is effective July 1st each year, as per Company's Policy.

D. Subject as aforesaid, Mr. Vishak Kumar, Deputy Managing Director and Chief Executive Officer, 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, Deputy Managing Director and Chief Executive Officer 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.

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, by way of abundant caution, the approval of the members be and is hereby granted for Mr. Vishak Kumar to accept the sitting fees/commission

	<p>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.</p> <p>I. Mr. Vishak Kumar shall be subject to retirement by rotation during his tenure as the Deputy Managing Director and Chief Executive Officer of the Company. So long as Mr. Vishak Kumar functions as the Deputy Managing Director and Chief Executive Officer, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.</p> <p>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.</p> <p>K. The Board shall review and approve the remuneration payable to Mr. Vishak Kumar, Deputy Managing Director and Chief Executive Officer during the tenure of his appointment, from time to time.</p> <p>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.”</p>
3.	<p>Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non-Executive Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and 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 the Memorandum and Articles of Association of the Company, Ms. Ananyashree Birla (DIN: 06625036) who was appointed as an Additional Director (Non-Executive Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.</p> <p>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.”</p>
4.	<p>Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and 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 the Memorandum and Articles of Association of the Company, Mr. Aryaman Vikram Birla (DIN: 08456879) who was appointed as an Additional Director (Non-Executive Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.</p>

	<p>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.”</p>
5.	<p>Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and 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 the Memorandum and Articles of Association of the Company, Mr. Pankaj Sood (DIN: 05185378) who was appointed as an Additional Director (Non-Executive Director) of the Company in terms of Section 161 of the Act with effect from May 23, 2025, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.</p> <p>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.”</p>
6.	<p>Appointment of Mr. Arun Adhikari (DIN: 00591057) as an Independent Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 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 or modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, Mr. Arun Adhikari Kumar (DIN: 00591057) who was appointed as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, and who meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company with effect from May 20, 2025 till January 19, 2029, not liable to retire by rotation.</p> <p>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.”</p>
7.	<p>Appointment of Mr. Nish Bhutani (DIN: 03035271) as an Independent Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p>

	<p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 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 or modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, Mr. Nish Bhutani (DIN: 03035271) who was appointed as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, and who meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030, not liable to retire by rotation.</p> <p>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.”</p>
8.	<p>Appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 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 or modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, Ms. Preeti Vyas (DIN: 02352395) who was appointed as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, and who meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030, not liable to retire by rotation.</p> <p>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.”</p>
9.	<p>Appointment of Mr. Sunirmal Talukdar (DIN: 00920608) as an Independent Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 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 or modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, Mr. Sunirmal Talukdar (DIN: 00920608)</p>

	<p>who was appointed as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, and who meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company with effect from May 20, 2025 till December 5, 2026, not liable to retire by rotation.</p> <p>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.”</p>
10.	<p>Appointment of Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) as an Independent Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 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 or modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) who was appointed as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, and who meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030, not liable to retire by rotation.</p> <p>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.”</p>
11.	<p>Appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director</p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 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 or modification or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, Mr. Yogesh Chaudhary (DIN: 01040036) who was appointed as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from May 20, 2025, and who meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030, not liable to retire by rotation.</p> <p>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</p>

	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.”
12.	Adoption of new set of Articles of Association of the Company
	<p>To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014, 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 subject to necessary approval(s), if any, from the competent authorities, approval of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association, in substitution of the existing Articles of Association of the Company.</p> <p>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.”</p>

EXPLANATORY STATEMENT

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

The following statement sets out all material facts relating to the special businesses mentioned in this Notice for the Extra Ordinary General Meeting ("EGM") of the members of the Company:

1.	Appointment of Mr. Ashish Dikshit (DIN: 01842066) as the Managing Director
	<p>The Board of Directors of the Company at its Meeting held on May 1, 2025 has approved the appointment of Mr. Ashish Dikshit (DIN: 01842066), Director of the Company as the Managing Director w.e.f. May 1, 2025 for a period of 5 (five) years (<i>in addition to his current position as Managing Director of Aditya Birla Fashion and Retail Limited</i>), subject however to the approval of members of the Company. Further, the terms of his remuneration until January 31, 2026 were also approved by the Board.</p> <p>Pursuant to the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company"/ "ABFRL"), Aditya Birla Lifestyle Brands Limited ("Company"), and their respective shareholders and creditors ("Scheme"), the Madhura Lifestyle Business (<i>as defined in the Scheme</i>) ("MFL Business") of ABFRL has been transferred to the Company, effective May 1, 2025. The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, by its order dated March 27, 2025.</p> <p>In view of the continuity of business operations and considering his in-depth experience and familiarity with the MFL Business, and following the effectiveness of the Scheme, the Board of Directors of the Company has appointed Mr. Ashish Dikshit as the Managing Director of the Company. Mr. Dikshit will continue to serve as the Managing Director of ABFRL and shall continue to receive his full remuneration and perquisites ("Total Remuneration") from ABFRL.</p> <p>To ensure continuity and administrative efficiency, it has been mutually agreed between the Company and ABFRL that ABFRL shall disburse the entire Total Remuneration to Mr. Dikshit. The Company shall reimburse ABFRL for 50% of such Total Remuneration, and related costs attributable to the services of Mr. Ashish Dikshit in the Company and ABFRL. The Company shall enter into such agreement, as may be approved by the Board to regulate the reimbursement by the Company to ABFRL of the proportionate remuneration and related costs payable to Mr. Ashish Dikshit, on such terms and conditions as the Board of Directors may deem appropriate.</p> <p>Members' approval is sought for the appointment of and remuneration payable to Mr. Ashish Dikshit in terms of the applicable provisions of the Companies Act, 2013 ("Act"), more particularly as mentioned in the resolution and this explanatory statement.</p> <p>The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. Ashish Dikshit.</p> <p>Mr. Dikshit has given his consent to act as a Director of the Company along with a declaration to the effect, stating that he:</p> <ol style="list-style-type: none"> 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; 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 and

	<p>c. satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of Section 196 of the Act for being eligible for this appointment.</p> <p>Brief profile of Mr. Dikshit and details pursuant to Schedule V of the Act is provided separately in <u>Annexure A</u> and <u>Annexure B</u> respectively to this Notice.</p> <p>None of the Directors/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.</p> <p>The Board recommends the Special Resolution with respect to the appointment and remuneration for Mr. Ashish Dikshit, Managing Director, as set out in item no. 1 of this Notice, for approval of the members.</p>
2.	<p>Appointment of Mr. Vishak Kumar (DIN: 09078653) as the Deputy Managing Director and Chief Executive Officer</p> <p>The Board of Directors of the Company at its Meeting held on May 1, 2025 has approved the appointment of Mr. Vishak Kumar (DIN: 09078653), as the Deputy Managing Director and Chief Executive Officer w.e.f. May 1, 2025 for a period of 5 (five) years, subject however to the approval of members of the Company. Further, the terms of his remuneration until January 31, 2026 were also approved by the Board.</p> <p>In accordance with the provisions of Section 152 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, Mr. Vishak Kumar, Deputy Managing Director and Chief Executive Officer shall be liable to retire by rotation.</p> <p>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 mentioned in the resolution and this explanatory statement.</p> <p>Various factors are considered while evaluating the remuneration such as, comparable with market and industry, fair & equitable, aligned to business context, performance and ABG Group Philosophy and should be competitive in the sector to attract & retain talent.</p> <p>The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. Vishal Kumar.</p> <p>Mr. Kumar has given his consent to act as a Director of the Company along with a declaration to the effect, stating that he:</p> <ol style="list-style-type: none"> 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; 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 and satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of section 196 of the Act for being eligible for this appointment. <p>Brief profile of Mr. Kumar and details pursuant to Schedule V of the Act is provided separately in <u>Annexure A</u> and <u>Annexure B</u> respectively to this Notice.</p>

	<p>None of the Directors/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.</p> <p>The Board recommends the Special Resolution with respect to the appointment and remuneration for Mr. Vishak Kumar, Deputy Managing Director and Chief Executive Officer, as set out in item no. 2 of this Notice, for approval of the members.</p>
3.	<p>Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non-Executive Director</p> <p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Ms. Ananyashree Birla (DIN: 06625036) as an Additional Director (Non-Executive Director) of the Company with effect from May 20, 2025, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>The Company has received a Notice proposing the candidature of Ms. Birla for the office of Director under Section 160 of the Act.</p> <p>Ms. Birla has provided a declaration to the Board, stating that she:</p> <ol style="list-style-type: none"> is qualified to be appointed as a Director in terms of Section 164 of the Act and has provided her consent to act as a Director; 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; her name does not appear in the list of wilful defaulters issued by the Reserve Bank of India. <p>Appointment of Ms. Birla would be in the best interest of the Company taking into consideration her knowledge, background and expertise in the areas of financial services, technology and innovation, governance, social impact etc.</p> <p>Ms. Birla has exceptional individual achievements in the chosen fields and early success with her independent entrepreneurial ventures set up well for larger responsibilities. Her nuanced understanding of new-age business models and emerging shifts in consumer behaviour will infuse fresh energy to the Board of the Company. The Board also believes that her appointment will add dynamism to the Company's rich entrepreneurial traditions and help to create sustained stakeholder value.</p> <p>Ms. Birla is the elder sister of Mr. Aryaman Vikram Birla, Additional Director (Non-Executive Director) of the Company.</p> <p>Except Ms. Ananyashree Birla and Mr. Aryaman Vikram Birla and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in Item No. 3 as set out in this Notice.</p>

	<p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 3 of this Notice with respect to the appointment of Ms. Birla as Non-Executive Director for approval of the members of the Company as an Ordinary Resolution.</p>
4.	<p>Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director</p> <p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Mr. Aryaman Vikram Birla (DIN: 08456879) as an Additional Director (Non-Executive Director) of the Company with effect from May 20, 2025, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>The Company has received a Notice proposing the candidature of Mr. Birla for the office of Director under Section 160 of the Act.</p> <p>Mr. Birla has provided a declaration to the Board, stating that he:</p> <ol style="list-style-type: none"> 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; 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; his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India. <p>Appointment of Mr. Birla would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of financial services, technology and innovation, governance, etc.</p> <p>Mr. Aryaman Vikram Birla has exceptional individual achievements in the chosen fields and early success with his independent entrepreneurial ventures set up well for larger responsibilities. His nuanced understanding of new-age business models and emerging shifts in consumer behaviour will infuse fresh energy to the Board of the Company. The Board also believes that his appointment will add dynamism to the Company's rich entrepreneurial traditions and help to create sustained stakeholder value.</p> <p>Mr. Aryaman Birla is the younger brother of Ms. Ananyashree Birla, Additional Director (Non-Executive Director) of the Company.</p> <p>Except Mr. Aryaman Vikram Birla and Ms. Ananyashree Birla and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in Item No. 4 as set out in this Notice.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 4 of this Notice with respect to the appointment of Mr. Aryaman Birla as Non-Executive Director for approval of the members of the Company as an Ordinary Resolution.</p>

5.	Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive Director
	<p>The Board of Directors of the Company has at its meeting held on May 23, 2025, appointed Mr. Pankaj Sood (DIN: 05185378) as an Additional Director (Non-Executive Director) of the Company with effect from May 23, 2025, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>The Company has received a Notice proposing the candidature of Mr. Sood for the office of Director under Section 160 of the Act.</p> <p>Mr. Sood has provided a declaration to the Board, stating that he:</p> <ol style="list-style-type: none"> 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; 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; his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India. <p>Appointment of Mr. Sood would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of financial, governance, risk and compliance leadership.</p> <p>None of the Directors/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Sood 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.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 5 of this Notice with respect to the appointment of Mr. Sood as Non-Executive Director for approval of the members of the Company as an Ordinary Resolution.</p>
6.	Appointment of Mr. Arun Adhikari Kumar (DIN: 00591057) as an Independent Director
	<p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Mr. Arun Adhikari (DIN: 00591057) as an Additional Director (Independent Director) of the Company with effect from May 20, 2025 till January 19, 2029, not liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>The Company has received a Notice proposing the candidature of Mr. Adhikari for the office of Director under Section 160 of the Act.</p> <p>Mr. Adhikari has provided a declaration to the Board, stating that he:</p> <ol style="list-style-type: none"> meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;

	<p>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;</p> <p>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;</p> <p>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</p> <p>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.</p> <p>f. his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.</p> <p>In the opinion of the Board of Directors, Mr. Adhikari is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management.</p> <p>Draft letter of appointment of Independent Directors setting out the terms and conditions is available for inspection by the Members through electronic mode by writing to the Company at secretarial.abl@abfrl.adityabirla.com.</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Adhikari 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.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 6 of this Notice with respect to the appointment of Mr. Adhikari as an Independent Director for approval of the members of the Company as a Special Resolution.</p>
7.	<p>Appointment of Mr. Nish Bhutani (DIN: 03035271) as an Independent Director</p> <p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Mr. Nish Bhutani (DIN: 03035271) as an Additional Director (Independent Director) of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030, not liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>The Company has received a Notice proposing the candidature of Mr. Bhutani for the office of Director under Section 160 of the Act.</p> <p>Mr. Bhutani has provided a declaration to the Board, stating that he:</p> <p>a. meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;</p>

	<p>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;</p> <p>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;</p> <p>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</p> <p>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.</p> <p>f. his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.</p> <p>In the opinion of the Board of Directors, Mr. Bhutani is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management.</p> <p>Draft letter of appointment of Independent Directors setting out the terms and conditions is available for inspection by the Members through electronic mode by writing to the Company at secretarial.abl@abfirl.adityabirla.com.</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Bhutani 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.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 7 of this Notice with respect to the appointment of Mr. Bhutani as an Independent Director for approval of the members of the Company as a Special Resolution.</p>
8.	<p>Appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director</p> <p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Ms. Preeti Vyas (DIN: 02352395) as an Additional Director (Independent Director) of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030, not liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>The Company has received a Notice proposing the candidature of Ms. Vyas for the office of Director under Section 160 of the Act.</p> <p>Ms. Vyas has provided a declaration to the Board, stating that she:</p> <p>a. meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;</p>

	<p>b. is qualified to be appointed as a Director in terms of Section 164 of the Act and has provided her consent to act as a Director;</p> <p>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;</p> <p>d. is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company in term of Regulation 25(8) of the SEBI Listing Regulations and</p> <p>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 her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.</p> <p>f. her name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.</p> <p>In the opinion of the Board of Directors, Ms. Vyas is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for her appointment as an Independent Director and she is independent of the management.</p> <p>Draft letter of appointment of Independent Directors setting out the terms and conditions is available for inspection by the Members through electronic mode by writing to the Company at secretarial.abl@abfrl.adityabirla.com.</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Ms. Vyas 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.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 8 of this Notice with respect to the appointment of Ms. Vyas as an Independent Director for approval of the members of the Company as a Special Resolution.</p>
9.	<p>Appointment of Mr. Sunirmal Talukdar (DIN: 00920608) as an Independent Director</p> <p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Mr. Sunirmal Talukdar (DIN: 00920608) as an Additional Director (Independent Director) of the Company with effect from May 20, 2025 till December 5, 2026, not liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>The Company has received a Notice proposing the candidature of Mr. Talukdar for the office of Director under Section 160 of the Act.</p> <p>Mr. Talukdar has provided a declaration to the Board, stating that he:</p> <p>a. meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;</p>

	<p>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;</p> <p>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;</p> <p>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</p> <p>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.</p> <p>f. his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.</p> <p>In the opinion of the Board of Directors, Mr. Talukdar is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management.</p> <p>Draft letter of appointment of Independent Directors setting out the terms and conditions is available for inspection by the Members through electronic mode by writing to the Company at secretarial.abl@abfirl.adityabirla.com.</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Talukdar 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.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 9 of this Notice with respect to the appointment of Mr. Talukdar as an Independent Director for approval of the members of the Company as a Special Resolution.</p>
10.	<p>Appointment of Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) as an Independent Director</p> <p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) as an Additional Director (Independent Director) of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030 not liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>The Company has received a Notice proposing the candidature of Mr. Mysore for the office of Director under Section 160 of the Act.</p> <p>Mr. Mysore has provided a declaration to the Board, stating that he:</p>

	<p>a. meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;</p> <p>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;</p> <p>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;</p> <p>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</p> <p>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.</p> <p>f. his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.</p> <p>In the opinion of the Board of Directors, Mr. Mysore is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management.</p> <p>Draft letter of appointment of Independent Directors setting out the terms and conditions is available for inspection by the Members through electronic mode by writing to the Company at secretarial.abl@abfirl.adityabirla.com.</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Mysore 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.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 10 of this Notice with respect to the appointment of Mr. Mysore as an Independent Director for approval of the members of the Company as a Special Resolution.</p>
11.	Appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director
	<p>The Board of Directors of the Company has at its meeting held on May 20, 2025, appointed Mr. Yogesh Chaudhary (DIN: 01040036) as an Additional Director (Independent Director) of the Company for a term of 5 (Five) consecutive years commencing from May 20, 2025 till May 19, 2030 not liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").</p> <p>The Company has received a Notice proposing the candidature of Mr. Chaudhary for the office of Director under Section 160 of the Act.</p> <p>Mr. Chaudhary has provided a declaration to the Board, stating that he:</p>

	<p>a. meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;</p> <p>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;</p> <p>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;</p> <p>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</p> <p>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.</p> <p>f. his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.</p> <p>In the opinion of the Board of Directors, Mr. Chaudhary is a person of integrity, possesses the relevant skills, knowledge, experience, expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for his appointment as an Independent Director and he is independent of the management.</p> <p>Draft letter of appointment of Independent Directors setting out the terms and conditions is available for inspection by the Members through electronic mode by writing to the Company at secretarial.abl@abfirl.adityabirla.com.</p> <p>In terms of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure A to this Notice.</p> <p>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Chaudhary 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.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 11 of this Notice with respect to the appointment of Mr. Chaudhary as an Independent Director for approval of the members of the Company as a Special Resolution.</p>
12.	Adoption of new set of Articles of Association of the Company
	<p>The Board of Directors at its meeting held on May 20, 2025, subject to the approval of members of the Company and statutory authority(ies), if any, had approved the adoption of new set of Articles of Association of the Company.</p> <p>The existing Articles of Association ("Articles") of the Company were adopted at the time of its incorporation and were based on the provisions applicable to an unlisted public company. Subsequently, Pursuant to the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company"/ "ABFRL"), Aditya Birla Lifestyle Brands Limited ("Company"), and their respective shareholders and creditors ("Scheme"), the equity shares of the Company are propose to be a listed on BSE Limited and National Stock Exchange of India Limited and as such, it is now required to</p>

	<p>comply with the provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws governing listed companies.</p> <p>In order to align the Articles with the requirements applicable to listed companies and to incorporate certain provisions that facilitate better governance, transparency, and compliance, it is proposed to adopt a new set of Articles of Association in substitution of the existing Articles of Association of the Company.</p> <p>Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Act and the rules framed thereunder, amendment of Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.</p> <p>A draft copy of the altered Articles of Association of the Company is available for inspection by the Members through electronic mode by writing to the Company at secretarial.abl@abfirl.adityabirla.com.</p> <p>None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed Resolution at Item Nos. 12 of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.</p> <p>Considering the above, the Board of Directors recommends the resolution as set out at item no. 12 of this Notice with respect to the adoption of new set of Articles of Association for approval of the members of the Company as a Special Resolution.</p>
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NOTES

1. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
2. Corporate members intending to send their authorised representatives, in terms of Section 113 of the Companies Act, 2013 ("Act"), to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing the representative to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts relating to special business to be transacted at the meeting, is annexed hereto and forms part of this Notice.
4. Members/ Proxies / Authorised Representative should bring the Attendance Slip to the Meeting duly filled in for attending the Meeting.
5. Route Map showing directions to reach to the venue of the EGM is annexed as per the requirement of the Secretarial Standards - 2 on "General Meetings."
6. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, from the majority of Members representing not less than 95% of the Paid-up share capital of the Company, pursuant to the provisions of Section 101 of the Act.
7. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, from the majority of Members representing not less than 95% of the Paid-up share capital of the Company, pursuant to the provisions of Section 101 of the Act.
8. In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

ANNEXURE A ⁽¹⁾

**[Details of Director seeking appointment in terms of Secretarial Standard -2]
(As set out in item nos. 1 to 11 of this Notice)**

Name of Director	Mr. Ashish Dikshit	Mr. Vishak Kumar
DIN	01842066	09078653
Date of Birth/Age	July 15, 1969 / 55 years	June 23, 1972 / 52 years
Date of First Appointment	April 9, 2024	May 1, 2025
Brief resume (including qualifications and experience)	<ul style="list-style-type: none"> • Alumnus of IIT-Madras (Electrical Engineering), IIM-Bangalore (MBA) and Harvard Business School (Advanced Management Program). • He has over 30 years of experience in diverse roles across industries and functions. 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. He was appointed President of its Lifestyle (MFL) Business in 2007 and went on to become its CEO in 2012. • He served as the Principal Executive Assistant to the Chairman of Aditya Birla Group, where he built strong knowledge across Group's various businesses in multiple industry sectors, ranging from manufacturing businesses such as Metals, Cement, Textiles and Specialty chemicals to consumer businesses such as Telecom, Financial Services and Retail. • He was honoured with the Outstanding Leader Award in the year 2011 by the Chairman of the Aditya Birla Group. • He took over as the Managing Director of Aditya Birla Fashion and Retail Limited in February 2018. 	<ul style="list-style-type: none"> • IIM Bangalore alumnus and a computer engineer from BIT Ranchi. • He was a CEO of Madura Fashion & Lifestyle (MFL), a business unit of Aditya Birla Fashion and Retail Limited. • He joined the Madura business in 1995 as a Management Trainee. During his 30-year long stint, he has worked across functions and occupied various roles in sales, marketing and retail. Prior to his stint as CEO of Madura, he was the CEO of Aditya Birla Retail Limited, where he was instrumental in transforming the "More" Supermarket and Hypermarket business. • He has won multiple accolades for his stellar contribution to the fashion and retail industry. Within the ABG umbrella, in 2014, Mr. Kumar received the Aditya Birla Group 'Chairman's Award for Outstanding Leader' for his exceptional contribution to the business. Vishak was honored as "Leader of leaders" at Aditya Birla Group's Chairman's Awards in 2022. In 2015, ABG conferred him with the prestigious 'Aditya Birla Fellow' title
Terms & conditions of the appointment/ re-appointment	Appointed as Managing Director for a period of 5 years w.e.f. May	Appointed as Deputy Managing Director & Chief Executive Officer

NOTICE OF EXTRA ORDINARY GENERAL MEETING

	1, 2025, not liable to retire by rotation.	for a period of 5 years w.e.f. May 1, 2025, liable to retire by rotation.
Past Remuneration drawn from the Company (FY 2024-25)	Nil	N.A.
Remuneration sought to be paid	Terms and conditions of remuneration sought to be paid to them, are more particularly stated in the resolution no. 1 and 2 of this Notice.	
Shareholding in the Company as on March 31, 2025	1 (holding as a nominee on behalf of Aditya Birla Fashion and Retail Limited)	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 6	Not Applicable
List of other companies in which directorship is held ⁽²⁾	Listed Company(ies): 1. Aditya Birla Fashion and Retail Limited Unlisted Company(ies): 1. Jaypore E-commerce Private Limited 2. Goodview Fashion Private Limited 3. Indivinity Clothing Retail Private Limited 4. Finesse International Design Private Limited 5. Aditya Birla Digital Fashion Ventures Limited 6. House of Masaba Lifestyle Private Limited 7. Novel Jewels Limited 8. CLI Footwear and Accessories Private Limited 9. Aditya Birla Management Corporation Private limited	Nil
Listed entities from which resigned as a director in the past three years	Nil	Aditya Birla Fashion and Retail Limited as Whole-Time Director
Chairperson/Member of the Committee(s) of the Board of Directors of the Company ⁽³⁾	Stakeholders Relationship Committee – Member	Nil
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson ⁽³⁾	Audit Committee	Nil
	Member: Goodview Fashion Private Limited	
	Stakeholders Relationship	
	Member: a. Aditya Birla Fashion and Retail Limited	

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Ms. Ananyashree Birla
DIN	06625036
Date of Birth/Age	July 17, 1994/ 30 years
Qualification	Alumnae of the University of Oxford
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Ms. Ananyashree Birla is a distinguished businesswoman and a platinum selling artist with significant contributions across diverse business sectors. • She's the founder at Svatantra Microfin, the fastest growing, highly rated, second-largest microfinance organization in the country with an AUM exceeding ₹16,000CR and a workforce of over 19,500. She led the largest private equity investment in the sector, raising ₹1,930CR from Advent International and Multiples. • As Founder at Birla Cosmetics Private Limited, she oversees the company's foray into colour cosmetics as part of its long-term vision to build a dynamic beauty portfolio, leveraging deep consumer insights. The brands are positioned as a premium brand created in India, for consumers in the market and across the world. • She serves on the boards of Aditya Birla Management Corporation Pvt. Ltd., Aditya Birla Fashion Retail, and Grasim Industries Limited, actively shaping key strategies across various industries. • Ms. Birla serves as the global ambassador for NAMI, advocating the need for mental wellness. The Ananya Birla Foundation, which she established, spearheads pioneering research in mental health and social impact within rural Maharashtra, with its findings being published in the Cambridge Prism Global Mental Health Report.
Terms & conditions of the appointment/ re-appointment	To be appointed as a Non-Executive Director, 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	N.A.
Date of first appointment on the Board	May 20, 2025
Shareholding in the Company including shareholding as a beneficial owner	Nil

Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Sister of Mr. Aryaman Vikram Birla, Additional Non- Executive Director (he is being appointed as a Non-Executive Director)
Number of Board meetings attended during FY 2024-25	N.A.
List of other companies in which directorship is held ⁽²⁾	<p>Listed Company(ies):</p> <ol style="list-style-type: none"> 1) Aditya Birla Fashion and Retail Limited 2) Grasim Industries Limited 3) Hindalco Industries Limited <p>Unlisted Company(ies):</p> <ol style="list-style-type: none"> 1) Svatanttra Micro Housing Finance Corporation Limited 2) Svatanttra Microfin Private Limited 3) Svatanttra Online Services Private Limited 4) Antimatter Media Private Limited 5) Talk and Cheese Private Limited 6) Aditya Birla New Age Hospitality Private Limited 7) Chaitanya India Fin Credit Private Limited 8) Aditya Birla Management Corporation Private Limited 9) Birla Cosmetics 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	N.A.
Chairperson/Member of the Committee(s) of the Board of Directors of the Company ⁽³⁾	Nil
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson ⁽³⁾	<p>Audit Committee</p> <p>Member:</p> <ol style="list-style-type: none"> 1) Chaitanya India Fin Credit Private Limited 2) Svatanttra Micro Housing Finance Corporation Limited <p>Chairperson:</p> <p>Nil</p> <p>Stakeholders Relationship Committee</p> <p>Member:</p> <p>Nil</p> <p>Chairperson:</p> <ol style="list-style-type: none"> 1) Chaitanya India Fin Credit Private Limited 2) Svatanttra Microfin Private Limited

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Mr. Aryaman Vikram Birla
DIN	08456879
Date of Birth/Age	July, 9 1997 / 27 years
Qualification	<ul style="list-style-type: none"> • Graduate from University of Mumbai • A commerce graduate from the University of Mumbai, Aryaman holds an MSc. in Global Finance from Bayes Business School, London
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Mr. Aryaman Vikram Birla comes with diverse experiences including entrepreneurship, VC investing, and professional sport. • He is closely involved with several businesses of the Aditya Birla Group (ABG) including Fashion & Retail, Real Estate, Paints, and the Group's fashion D2C platform TMRW. • Aryaman has founded and is spearheading, Aditya Birla New Age Hospitality, the Group's growing hospitality business as well as the venture capital fund, Aditya Birla Ventures, that invests in high-growth start-ups. • He serves on the boards of Aditya Birla Management Corporation Private Limited (the apex body that provides strategic direction to the Aditya Birla Group's businesses), Grasim Industries Limited, Hindalco Industries Limited, Aditya Birla Fashion and Retail Limited, Aditya Birla New Age Hospitality Private Limited, Aditya Birla New Age Restaurants and Cafe Private Limited, KA Hospitality Private Limited, Aditya Birla Digital Fashion Ventures Limited and Aditya Birla Global Trading (Singapore) Pte. Limited.
Terms & conditions of the appointment/ re-appointment	To be appointed as a Non-Executive Director, 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	N.A.
Date of first appointment on the Board	May 20, 2025
Shareholding in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Brother of Ms. Ananyashree Birla, Additional Non- Executive Director (she is being appointed as a Non-Executive Director)
Number of Board meetings attended during FY 2024-25	N.A.
List of other companies in which directorship is held⁽²⁾	Listed Company(ies): <ol style="list-style-type: none"> 1) Aditya Birla Fashion and Retail Limited 2) Grasim Industries Limited 3) Hindalco Industries Limited

NOTICE OF EXTRA ORDINARY GENERAL MEETING

	Unlisted Company(ies): 1) Aditya Birla New Age Hospitality Private Limited 2) Aditya Birla New Age Restaurants and Cafe Private Limited 3) Aditya Birla Digital Fashion Ventures Limited 4) Aditya Birla Management Corporation Private Limited 5) KA Hospitality 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	N.A.
Chairperson/Member of the Committee(s) of the Board of Directors of the Company ⁽³⁾	Nil
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson ⁽³⁾	Audit Committee
	Nil
	Stakeholders Relationship Committee
	Nil

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Mr. Pankaj Sood
DIN	05185378
Date of Birth/Age	July 11, 1975/49 years
Qualification	Post Graduate from the Indian Institute of Management Calcutta and has a Bachelor's degree in Chemical Engineering from the Indian Institute of Technology Kharagpur
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Mr. Pankaj Sood heads the Private Equity (Direct Investments) business of GIC Singapore in India and Africa. • He has over 26 years of experience in Private Equity and M&A transactions in India. Prior to GIC Singapore, he was an investment banker in India at Kotak Investment Bank, Ernst & Young and SBI Capital Markets. • He serves as a nominee director on the board of Aditya Birla Fashion and Retail Limited, Ather Energy Limited, Bandhan Financial Holdings Limited, Mphasis Limited and Bandhan Financial Services Limited.
Terms & conditions of the appointment/ re-appointment	To be appointed as a Non-Executive Director, 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	N.A.
Date of first appointment on the Board	May 23, 2025
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	N.A.
List of other companies in which directorship is held⁽²⁾	<p>Listed Company(ies):</p> <ol style="list-style-type: none"> 1) Aditya Birla Fashion and Retail Limited 2) Mphasis Limited <p>Unlisted Company(ies):</p> <ol style="list-style-type: none"> 1) Singapore Investcorp (India) Private Limited 2) Spore Investment Management (India) Private Limited 3) Ather Energy Limited 4) Bandhan Financial Holdings Limited 5) Bandhan Financial Services Limited
Listed entities from which resigned as a director in the past three years	1) Bandhan Bank Limited
Justification for choosing the appointee for appointment as independent director	N.A.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Chairperson/Member of the Committee(s) of the Board of Directors of the Company⁽³⁾	Audit Committee Nil Stakeholders Relationship Committee Nil
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson⁽³⁾	Audit Committee
	Member: 1. Bandhan Financial Services Limited Chairperson Nil
	Stakeholders Relationship Committee
	Member: Nil Chairperson: Nil

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Mr. Arun Adhikari
DIN	00591057
Date of Birth/Age	January 20, 1954 / 71 years
Qualification	<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
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • He Joined Hindustan Unilever Limited (HUL) as Management Trainee in 1977 and was with Unilever through his full career and retired from Unilever in January 2014 Senior Vice-President for Unilever Laundry Category across Asia and Africa (Singapore). • He has worked with McKinsey & Company in India as Senior Advisor from May 2014 for 4 years, supporting the Consumer Practice and working extensively with McKinsey clients across Consumer and non-Consumer businesses on Marketing and Sales strategy related areas. • He is Currently an Independent Director on the Boards of Aditya Birla Fashion and Retail Limited, Aditya Birla Capital Limited, Aditya Birla Sunlife Insurance Co Limited, Voltas Limited and Hindalco Industries Limited.
Terms & conditions of the appointment/ re-appointment	Proposed to be appointed as an Independent Director, with effect from May 20, 2025 till January 19, 2029, 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 meetings of the Board of Directors and/or its Committees.
Past Remuneration drawn from the Company	N.A.
Date of first appointment on the Board	May 20, 2025
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	N.A.
List of other companies in which directorship is held⁽²⁾	Listed Company(ies): 1) Aditya Birla Fashion and Retail Limited 2) Aditya Birla Capital Limited 3) Voltas Limited 4) Hindalco Industries Limited
	Unlisted Company(ies): 1) Aditya Birla Sun Life Insurance Company

NOTICE OF EXTRA ORDINARY GENERAL MEETING

	Limited 2) Voltbek Home Appliances Private Limited
Listed entities from which resigned as a director in the past three years	1) Vodafone Idea Limited 2) UltraTech Cement Limited
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⁾	Audit Committee -Member
	Stakeholders Relationship Committee - Member
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson⁽³⁾	Audit Committee
	Member: 1) Aditya Birla Fashion and Retail Limited 2) Aditya Birla Capital Limited 3) Voltas Limited 4) Aditya Birla Sun Life Insurance Company Limited 5) Hindalco Industries Ltd Chairperson: Nil
	Stakeholders Relationship Committee
	Member: 1) Aditya Birla Capital Limited Chairperson: Nil

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Mr. Nish Bhutani
DIN	03035271
Date of Birth/Age	March 7, 1967/ 58 years
Qualification	<ul style="list-style-type: none"> • MBA (Honors) from Harvard University • 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 appointed as an Independent Director for a term of 5 consecutive years commencing from May 20, 2025 till May 19, 2030, 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	N.A.
Date of first appointment on the Board	May 20, 2025
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	N.A.
List of other companies in which directorship is held⁽²⁾	Listed Company: 1) Aditya Birla Fashion and Retail Limited
	Unlisted Company: 1) 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⁾	Audit Committee – Member
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson⁽³⁾	Audit Committee
	Member: 1) Aditya Birla Fashion and Retail Limited
	Chairperson: Nil
	Stakeholders Relationship Committee
	Member: Nil
	Chairperson: Nil

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Ms. Preeti Vyas
DIN	02352395
Date of Birth/Age	November 26, 1956/ 68 years
Qualification	<ul style="list-style-type: none"> Graduate from the National Institute of Design
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> She is an independent entrepreneur who has steered Vyas Giannetti Creative to a top position in India as an Integrated Design and Communication Consultancy, with a portfolio of Marquee clients. She is serving as an Independent Director on the board of Aditya Birla Real Estate Limited, Aditya Birla Fashion and Retail Limited, Novel Jewels Limited, Goodview Fashion Private Limited and Indivinity Clothing Retail Private Limited. She has been counted among 50 most influential women in India by Impact and Verve magazines. Ranked as one of the top creative minds by the Economic Times and named one of the 25 most Powerful Women in Indian business by Business Today. She has served on the Juries of Cannes Awards, D&Ad London, New York Festivals and others. She has been involved in the Design education space as a consultant for many institutions. She is conferred with the Women Disruptors Life Time Achievement Award by Ad Gully. She has been featured in two books; Sheroes amongst us, and Women and Money. She has also served on the Indian Design Council.
Terms & conditions of the appointment/ re-appointment	Proposed to be appointed as an Independent Director for a term of 5 consecutive years commencing from May 20, 2025 till May 19, 2030, 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	N.A.
Date of first appointment on the Board	May 20, 2025
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	N.A.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

List of other companies in which directorship is held⁽²⁾	Listed Company(ies): 1) Aditya Birla Fashion and Retail Limited 2) Aditya Birla Real Estate Limited
	Unlisted Company(ies): 1) Birla Estates Private Limited 2) Novel Jewels Limited 3) Goodview Fashion Private Limited 4) Indivinity Clothing Retail 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⁾	Nil
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson⁽³⁾	Audit Committee
	Member: 1) Aditya Birla Real Estate Limited 2) Goodview Fashion Private Limited 3) Novel Jewels Limited Chairperson: 1) Indivinity Clothing Retail Private Limited
	Stakeholders Relationship Committee
	Member: 1) Aditya Birla Real Estate Limited Chairperson: Nil

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Mr. Sunirmal Talukdar
DIN	00920608
Date of Birth/Age	December 6, 1951/ 73 years
Qualification	<ul style="list-style-type: none"> Chartered Accountant BSc. (St. Xavier's College, Calcutta University)
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> He has been Retired as Group Executive President and Chief Financial Officer of Hindalco Industries Limited in 2012. He Has over 3 decades of rich & comprehensive experience backed by benchmark competence in the areas of Strategic & Tactical Planning, Mergers & Acquisitions, Corporate Governance, Project Evaluation & Financing, Equity & Debt Syndication, Internal Control/Audit Compliance, Direct, Indirect & International Taxation, Organizational Restructuring etc.
Terms & conditions of the appointment/ re-appointment	Proposed to be appointed as an Independent Director with effective from May 20, 2025 till December 5, 2026, 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 meetings of the Board of Directors and/or its Committees.
Past Remuneration drawn from the Company	N.A.
Date of first appointment on the Board	May 20, 2025
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	N.A.
List of other companies in which directorship is held⁽²⁾	<p>Listed Company(ies):</p> <ol style="list-style-type: none"> Aditya Birla Fashion and Retail Limited Heubach Colorants India Limited Sasken Technologies Limited Vodafone Idea Limited Assam Carbon Products Limited Aditya Birla Real Estate Limited <p>Unlisted Company(ies):</p> <ol style="list-style-type: none"> Innvol Medical India Limited Indivinity Clothing Retail Private Limited
Listed entities from which resigned as a director in the past three years	<ol style="list-style-type: none"> India Carbon Limited Titagarh Rail Systems Limited
Justification for choosing the appointee for appointment as independent director	Please refer Explanatory Statement of the Notice
Chairperson/Member of the Committee(s) of the Board of Directors of the Company⁽³⁾	Audit Committee - Chairperson

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson⁽³⁾	Audit Committee
	Member: 1) Indivinity Clothing Retail Private Limited 2) Vodafone Idea Limited 3) Assam Carbon Products Limited Chairperson: 1) Aditya Birla Fashion and Retail Limited 2) Heubach Colorants India Limited 3) Sasken Technologies Limited 4) Aditya Birla Real Estate Limited
	Stakeholders Relationship Committee
	Member: 1) Heubach Colorants India Limited 2) Aditya Birla Real Estate Limited Chairperson: Nil

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Mr. Venkatesh Satyaraj Mysore
DIN	01401447
Date of Birth/Age	December 30, 1958/ 66 Years
Qualification	<ul style="list-style-type: none"> ▪ B.A., ▪ MBA in Marketing & Finance, from University of Madras
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> ▪ Mr. Mysore holds extensive experience in sports management, entertainment, and financial services. ▪ He is the CEO of The Knight Riders Group & Red Chillies Entertainment since 2010, leading the global expansion of the Knight Riders franchise in T20 cricket across multiple leagues, including the Caribbean Premier League (CPL), Major League Cricket (MLC), and UAE T20 League ▪ He oversees Red Chillies Entertainment, a full-fledged studio engaged in content production, marketing, distribution, and cutting-edge VFX work in Bollywood and international films. ▪ Previously he had a distinguished career in financial services, including leadership roles at MetLife in the US, Indonesia, Hong Kong, and India. ▪ He played a key role in establishing MetLife India as its first CEO/MD and securing its license through collaboration with IRDA. ▪ Later he served as the India Country Head for Sun Life Financial of Canada, overseeing the Birla-Sun Life JV with ABG. ▪ He holds significant affiliations, including independent directorship at Aditya Birla Fashion and Retail Limited, past chairmanship of AMCHAM Bangalore, and membership in YPO.
Terms & conditions of the appointment/ re-appointment	Proposed to be appointed as an Independent Director for a term of 5 consecutive years commencing from May 20, 2025 till May 19, 2030, 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 meetings of the Board of Directors and/or its Committees.
Past Remuneration drawn from the Company	N.A.
Date of first appointment on the Board	May 20, 2025
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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Number of Board meetings attended during FY 2024-25	N.A.
List of other companies in which directorship is held⁽²⁾	Listed Company(ies): 1. Aditya Birla Fashion and Retail Limited Unlisted Company(ies): Nil
Listed entities from which resigned as a director in the past three years	Obero Realty Limited
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)	Audit Committee
	Nil
	Stakeholders Relationship Committee
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson(3)	Nil
	Audit Committee
	Nil
	Stakeholders Relationship Committee
	Nil

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Name of Director	Mr. Yogesh Chaudhary
DIN	01040036
Date of Birth/Age	October 9, 1986 / 38 years
Qualification	<ul style="list-style-type: none"> Management student from Boston College, USA.
Brief resume and Nature of expertise in specific functional areas	<ul style="list-style-type: none"> He has immense entrepreneurial abilities and deep knowledge in the manufacturing business, leading Jaipur Rugs increase its global presence to 65 plus nations, from just two a decade ago. Currently, he is a vital part of many prestigious associations such as Rajasthan Angel Investors network (RAIN), Intellectap Impact Investment Network (I3N) and Entrepreneurs Organization (EO), to name a few.
Terms & conditions of the appointment/ re-appointment	Proposed to be appointed as an Independent Director for a term of 5 consecutive years commencing from May 20, 2025 till May 19, 2030, 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 meetings of the Board of Directors and/or its Committees.
Past Remuneration drawn from the Company	N.A.
Date of first appointment on the Board	May 20, 2025
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	N.A.
List of other companies in which directorship is held⁽²⁾	Listed Company(ies): 1. Aditya Birla Fashion and Retail Limited Unlisted Company(ies): 1. Jaipur Rugs Company Private Limited 2. Infurnia Holdings Limited 3. Goodview Fashion Private Limited 4. Tech Designworks Private Limited 5. Shyam Ahuja Private Limited 6. Marie-Anne Jaipur 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⁾	Stakeholders Relationship Committee - Chairperson
Chairperson/ Member of the Committee(s) of	Audit Committee:

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Board of Directors of other Companies in which Director is a Member/ Chairperson(3)	Member: Nil Chairperson: 1. Goodview Fashion Private Limited
	Stakeholders Relationship Committee
	Member: Aditya Birla Fashion and Retail Limited Chairperson: Nil

(1) Details stated in Annexure A are as on the date of this Notice i.e. May 23, 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.

ANNEXURE B

**[Details of the directors seeking approval for payment of remuneration at the Extra Ordinary General Meeting, in terms of Section II Part II of Schedule V of the Companies Act, 2013]
(As set out in item nos. 1 to 2 of this Notice)**

Particulars	Mr. Ashish Dikshit	Mr. Vishak Kumar
Background details	Stated in Annexure A of this Notice	
Past Remuneration drawn from the Company as a Director/KMP		
Recognition or awards	<p>a) Was honoured with the “Outstanding Leader Award” in the year 2011 by the Chairman of Aditya Birla Group.</p> <p>b) Was honoured with Distinguished Alumnus Award in 2019 by the Indian Institute of Technology Madras.</p>	<p>a) 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.</p> <p>b) In 2015, ABG conferred him with the prestigious ‘Aditya Birla Fellow’ title.</p> <p>c) Was honoured as ‘Leader of Leaders’ at Aditya Birla Group’s Chairman’s Awards in 2022.</p>
Job profile and suitability	Mr. Ashish Dikshit appointed as Managing Director for a period of 5 years w.e.f. May 1, 2025, not liable to retire by rotation.	Appointed as Deputy Managing Director & Chief Executive Officer for a period of 5 years w.e.f. May 1, 2025, liable to retire by rotation.
Remuneration proposed	Stated in the resolution for Item no. 1 of this Notice.	Stated in the resolution for Item no. 2 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering (i) the size & complexity of the operations of the Company; (ii) role, and responsibilities assigned to their position; (iii) their background, competence, experience in the consumer sector and their association with the Aditya Birla Group; and (iv) the industry benchmarks & remuneration packages of similarly placed personnel of other companies in the similar sector in the country, the remuneration proposed to be paid to them 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.	
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors	Stated in the Explanatory Statement for Item no. 1 and 2 of this Notice.	
Details of fixed component and performance linked incentives		

NOTICE OF EXTRA ORDINARY GENERAL MEETING

along with the performance criteria	
Service contracts, notice period, severance fees.	Service Contracts - Nil
	Notice Period - 3 (three) months
	Severance fees - Nil
Stock option details	As provided under the Scheme of Arrangement, Mr. Ashish Dikshit and Mr. Vishak Kumar will be entitled to Stock Options in the Company's Stock Option Plans.

DETAILS OF THE COMPANY	
Nature of industry	Apparel and Retail
Date or expected date of commencement of commercial production	Certificate of Incorporation: April 9, 2024 Certificate of Commencement of Business: April 19, 2024
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 (in ₹ Cr)	NA since the Company was incorporated on April 9, 2024
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 international brands such as American Eagle and Reebok.
Reasons of loss or inadequate profits	Remuneration sought to be paid may exceed the limits as mentioned in Section 197 of Companies Act, 2013.
Steps taken or proposed to be taken for improvement	N.A. since the Company was incorporated on April 9, 2024
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.

By Order of the Board

Date: May 23, 2025

Place: Mumbai

Sd/-
Rajeev Agrawal
Company Secretary & Compliance Officer
A18877

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Attendance Slip

CIN: U46410MH2024PLC423195

Name of the Company: Aditya Birla Lifestyle Brands Limited

Registered office: Piramal Agastya Building 'A', 401,403,501,502, LBS Road, Kurla, Mumbai,
Maharashtra, India, 400070

Name (In Block Letters)	
Address	
Registered Folio No. / DP ID & Client Id	
Shareholder / Proxy/ Authorised Representative	

I/We hereby record my/our presence at the Extra-ordinary General Meeting of members of the Company, to be held on Saturday, 24th May 2025 at 05:00 p.m. (IST) at the registered office of the Company, situated at Piramal Agastya Corporate Park, Building A, 5th Floor, Unit No. 502, L.B. S. Road, Kurla, Mumbai- 400070.

Signature of Shareholder / Proxy / Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting venue.

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Form No. MGT-11**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U46410MH2024PLC423195

Name of the Company: Aditya Birla Lifestyle Brands Limited

Registered office: Piramal Agastya Building 'A', 401,403,501,502, LBS Road, Kurla, Mumbai,
Maharashtra, India, 400070

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/Clint Id:

DP ID:

I/ We being the member of Aditya Birla Lifestyle Brands Limited, holding shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of members of the Company, to be held on Saturday, 24th May 2025 at 05:00 PM (IST) at Piramal Agastya Corporate Park, Building A, 5th Floor, Unit No. 502, L.B. S. Road, Kurla, Mumbai- 400070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	For	Against
1.	Appointment of Mr. Ashish Dikshit (DIN: 01842066) as the Managing Director		
2.	Appointment of Mr. Vishak Kumar (DIN: 09078653) as the Deputy Managing Director and Chief Executive Officer		
3.	Appointment of Ms. Ananyashree Birla (DIN: 06625036) as Non-Executive Director		
4.	Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as Non-Executive Director		
5.	Appointment of Mr. Pankaj Sood		

NOTICE OF EXTRA ORDINARY GENERAL MEETING

	(DIN: 05185378) as Non-Executive Director		
6.	Appointment of Mr. Arun Adhikari (DIN: 00591057) as an Independent Director		
7.	Appointment of Mr. Nish Bhutani (DIN: 03035271) as an Independent Director		
8.	Appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director		
9.	Appointment of Mr. Sunirmal Talukdar (DIN: 00920608) as an Independent Director		
10.	Appointment of Mr. Venkatesh Satyaraj Mysore (DIN: 01401447) as an Independent Director		
11.	Appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director		
12.	Adoption of new set of Articles of Association of the Company		

Please indicate your response by putting a (ü) mark in the appropriate column above

Signed this day of May 2025

Affix
revenue
stamp of
Re. 1

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

