



## ADITYA BIRLA FASHION AND RETAIL LIMITED

**Registered Office:** Piramal Agastya Corporate Park, Building 'A', 4<sup>th</sup> and 5<sup>th</sup> Floor,  
Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070

**CIN:** L18101MH2007PLC233901

**Tel:** +91 8652905000 | **Website:** [www.abfrl.com](http://www.abfrl.com) | **E-mail:** [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com)

### Notice of the 18<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the 18<sup>th</sup> Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited ("the Company") will be held on Tuesday, September 23, 2025 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio - Visual Means ("OAVM") to transact the following business(es):

#### ORDINARY BUSINESS (ES):

##### **1) To consider and adopt:**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 and the Reports of the Auditors thereon.

##### **2) To appoint a Director in place of Mr. Pankaj Sood (DIN:05185378), Non-Executive (Nominee) Director, who retires by rotation and being eligible, offers himself for re-appointment**

##### **3) To appoint a Director in place of Ms. Ananyashree Birla (DIN:06625036), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment**

#### SPECIAL BUSINESS (ES):

##### **4) Appointment of M/s. BNP & Associates, Company Secretaries as the Secretarial Auditor of the Company**

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

**"RESOLVED THAT** pursuant to Section 204 and other applicable provision of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and all other applicable statutes, laws, rules, guidelines, circular 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 based on the recommendation of the Audit Committee (hereinafter referred to as "Committee") and the approval of the Board of Directors of the Company (hereinafter referred to as "Board"), consent of the Members of the Company be and hereby accorded to appoint M/s. BNP & Associates, Company Secretaries (Firm Registration No. P2014MH037400) as Secretarial Auditor of the Company for a period of 5 (Five) consecutive years i.e. from the conclusion of 18<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of the 23<sup>rd</sup> AGM, covering the period from the FY 2025-26 till FY 2029-30 to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report at such remuneration plus applicable taxes and other out of-pocket expenses as may be mutually agreed upon between the Committee / Board of the Company and the Secretarial Auditor.

**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 to take necessary actions on behalf of the Company in that regard."

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**5) Re-appointment of Ms. Sangeeta Tanwani (DIN:03321646) as the Whole-time Director of the Company**

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

**"RESOLVED THAT** pursuant to Sections 2(51), 2(94), 149, 152, 179, 196, 197, 198 and 203 read with the Schedule V, Companies (Meetings of Board and its Powers) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) ("Act") read with applicable guidelines issued by the Central Government, from time to time, 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 in line with the Memorandum and Articles of Association, Nomination Policy & Executive Remuneration Philosophy/Policy of the Company and based on the recommendation of Nomination and Remuneration Committee of the Company (hereinafter referred to as "Committee") and approval of the Board of Directors (hereinafter referred to as "Board" which term shall deem to include any Committee constituted or to be constituted by the Board) of the Company, consent of the Members of the Company be and hereby accorded to re-appoint Ms. Sangeeta Tanwani (DIN:03321646) as the Whole-time Director of the Company for the period and on the following terms as to the remuneration or otherwise,

set out hereunder and with liberty to the Board to alter the said terms and conditions in such manner as may be agreed to between the Board and Ms. Sangeeta Tanwani in the best interest of the Company but subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:

**A. Period of Appointment:**

From February 24, 2026 until January 31, 2027, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

**B. Remuneration:**

- a. Basic Salary: ₹ 2,04,57,630 (Rupees Two Crores Four Lakhs Fifty Seven Thousand Six Hundred and Thirty Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,88,00,000 (Rupees Two Crores Eighty Eight Lakhs Only) per annum.
- b. Special Allowance: ₹ 1,73,98,054 (Rupees One Crore Seventy Three Lakhs Ninety Eight Thousand and Fifty Four Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,52,00,000 (Rupees Two Crores Fifty Two Lakhs 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 ₹ 5,00,00,000 (Rupees Five Crores only) per annum.
- d. Long-term Incentive Compensation ("LTIC") including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/ Aditya Birla Group, in such manner and with such provisions as may be decided by the Board, considering the above, subject to a maximum target opportunity of ₹ 4,00,00,000 (Rupees Four Crores Only) per annum.

**C. Perquisites:**

- a. Housing: Company provided (furnished/ unfurnished) accommodation and/or House rent allowance ("HRA") in lieu of Company provided accommodation as per the Company's Policy.
- b. House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the 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 the Company's Policy.
- d. Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's Policy.
- e. Car: Two cars for use on Company's Business as per the Company's Policy.
- f. Club Membership: Fees of One Corporate Club in India (including admission and annual membership fee).
- g. Other Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's Policy.
- h. Retirement Benefit: Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme and/or Gratuity as per the Company's Policy.
- i. Other Benefits: Leave and related benefits, life insurance, personal accident insurance as per the Company's Policy.
- j. Other Allowances, benefits and 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.
- k. In case the executive is elevated to the next higher level of the Company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the executive.

Annual remuneration review is effective July 1<sup>st</sup> each year, as per policy of the Company.

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.** Subject as aforesaid, Ms. Sangeeta Tanwani, Whole-time Director, shall be governed by such other rules as are applicable to the Senior Executives of the Company from time to time.
- E.** For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Ms. Sangeeta Tanwani, Whole-time Director will be considered as continuous service with the Company from the date of her joining the Aditya Birla Group.

- F.** The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other applicable provisions of the Act read with Schedule V thereto or otherwise as may be permissible at law.
- G.** Though considering the provisions of Section 188 of the Act, Ms. Sangeeta Tanwani would not be holding any office or place of profit by her being a mere Director of the Company's Subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for her to accept the sitting fees/commission paid/payable to other Directors for attending meetings of Board(s) of Directors/Committee(s) of Subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H.** Ms. Sangeeta Tanwani shall be subject to retirement by rotation during her tenure as the Whole-time Director of the Company. So long as Ms. Sangeeta Tanwani functions as the Whole-time Director, she shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
- I.** When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Ms. Sangeeta Tanwani in accordance with the applicable provisions of the Act, read with Schedule V of the Act and subject to such approvals as may be required.
- J.** Committee shall review and recommend the remuneration payable to the Ms. Sangeeta Tanwani, Whole-time Director during the tenure of her appointment, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise, alter or modify the remuneration and perquisites payable to Ms. Sangeeta Tanwani from time to time, subject to the limits approved by the Shareholders of the Company.

**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 to take necessary actions on behalf of the Company in that regard."

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**6) Fixing remuneration limits of Mr. Ashish Dikshit (DIN: 01842066), Managing Director**

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

**"RESOLVED THAT** pursuant to Sections 197 and 198 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) ("Act") read with applicable guidelines issued by the Central Government, from time to time, 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 in line with the Memorandum and Articles of Association, Nomination Policy & Executive Remuneration Philosophy/Policy of the Company and based on the recommendation of Nomination and Remuneration Committee (hereinafter referred to as “Committee”) and approval of the Board of Directors (hereinafter referred to as “Board” which term shall deem to include any Committee constituted or to be constituted by the Board) of the Company, consent of the Members of the Company be and hereby accorded for the payment of the remuneration to Mr. Ashish Dikshit (DIN: 01842066), Managing Director of the Company for the remaining period of 2 (two) years viz., February 1, 2026 up to January 31, 2028 and upon the terms and conditions, including remuneration and perquisites, as set out hereunder:

**A. Remuneration:**

- a. Basic Salary: ₹ 1,98,22,000 (Rupees One Crore Ninety Eight Lakhs Twenty Two Thousand Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 3,00,00,000 (Rupees Three Crores Only) per annum.
- b. Special Allowance: ₹ 2,09,55,227 (Rupees Two Crores Nine Lakhs Fifty Five Thousand Two Hundred and Twenty Seven Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 3,00,00,000 (Rupees Three Crores 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 Crores Only) per annum.
- d. Long-term Incentive Compensation (“LTIC”) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/ Aditya Birla Group, in such manner and with such provisions as may be decided by the Board, considering the above, subject to a maximum target opportunity of ₹ 7,50,00,000 (Rupees Seven Crores Fifty Lakhs Only) per annum.

**B. Perquisites:**

- a. Housing: Company provided (furnished/ unfurnished) accommodation and/ or House rent allowance (“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. Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's Policy.
- e. Car: Two cars for use of the Company's Business, as per the Company's policy.
- f. Club Membership: Fees of Two Clubs in India (including admission and annual membership fee).
- g. Other expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's policy.
- h. Retirement Benefit: Contribution towards Provident Fund and/or Superannuation Fund and/or National Pension Scheme and/or Gratuity as per the Company's Policy.
- i. Other Benefits: Leave and related benefits, life insurance, personal accident insurance as per the Company's Policy.
- j. Other Allowances, benefits and 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.
- k. Other Retirement benefit: Any other one-time/ periodic retirement allowances/ benefits as may be decided by the Board at the time of retirement.

Annual remuneration review is effective from July 1<sup>st</sup> each year, as per policy of the Company.

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.

- C.** Pursuant to the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("the Company"), Aditya Birla Lifestyle Brands Limited ("Resulting Company/ABLBL") and their respective shareholders and creditors ("Scheme") the Madura Fashion and Lifestyle Business (as defined in the Scheme) ("MFL Business") of the Company has been transferred to ABLBL. The Scheme was sanctioned by

the Hon'ble National Company Law Tribunal, Mumbai Bench *vide* its order dated March 27, 2025 and the Scheme has become effective from May 1, 2025. The Board of Directors of ABLBL on May 1, 2025 has appointed Mr. Ashish Dikshit as Managing Director of the ABLBL in addition to his current position as the Managing Director of the Company.

The Company and ABLBL have agreed that the remuneration and perquisites ("Total Remuneration") payable to Mr. Ashish Dikshit as Managing Director of the Company as well as the Managing Director of ABLBL shall be entirely paid by the Company and the ABLBL shall separately reimburse 50% (fifty) of Total Remuneration to the Company, on such terms as may be agreed between the Company and ABLBL. In term of Section 203(3) of the Act read with Section V of Schedule V of the Act, Total Remuneration payable to Mr. Ashish Dikshit by the Company and ABLBL will not exceed the amount approved by Committee, Board and Shareholders of the Company. Further, the Board be and hereby authorised to execute and implement the reimbursement to 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.

- D.** Subject as aforesaid, Mr. Ashish Dikshit, Managing Director, shall be governed by such other rules as are applicable to the Senior Executives of the Company, from time to time.
- E.** 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.
- F.** The aggregate of the total remuneration 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.** Though considering the provisions of Section 188 of the Act, Mr. Ashish Dikshit would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other Directors for attending meetings of Board(s) of Directors/ Committee(s) of Subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H.** Mr. Ashish Dikshit shall not be subject to retirement by rotation during his continuing tenure as the Managing Director of the Company. So long as Mr. Ashish Dikshit functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.



- I. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Ashish Dikshit in accordance with the applicable provisions of the Act, read with Schedule V of the Act and subject to such approvals as may be required.
- J. Committee shall review and recommend the remuneration payable to the Mr. Ashish Dikshit, Managing Director during the tenure of his appointment, from time to time.

**RESOLVED FURTHER THAT** save and except as aforesaid, the resolution as passed by the Shareholders *via* postal ballot on June 23, 2022 w.r.t. approving the re-appointment of Mr. Ashish Dikshit (DIN: 01842066) as the Managing Director of the Company for a period of 5 years (w.e.f. February 1, 2023 to January 31, 2028) shall continue to remain in full force and effect until the completion of his tenure.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise, alter or modify the remuneration and perquisites payable to Mr. Ashish Dikshit from time to time, subject to the limits approved by the Shareholders of the Company.

**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 to take necessary actions on behalf of the Company in that regard."

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**7) To approve adoption of "Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025"**

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

**"RESOLVED THAT** pursuant to Section 62 and other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder, Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable (collectively, the "Applicable Laws"), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions, as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee to exercise its powers conferred by this Resolution),

consent of the Members of the Company be and hereby granted for adoption of the “Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025” (“ABFRL Scheme 2025”), the salient features of which are furnished in the explanatory statement to the Notice.

**RESOLVED FURTHER THAT** consent be and is hereby granted to the Board to create, grant, offer and issue in one or more tranches under the ABFRL Scheme 2025, at any time to or for the benefit of the employees of the Company, whether working in India or outside India, including any managing director or whole-time directors of the Company, as defined in the SEBI SBEB & SE Regulations, such number of employee stock options (“Option”) and/or Performance Stock Units (“PSU”) (collectively “Stock Options” exercisable into not more than 1,95,24,000 equity shares of ₹ 10/- each (“Equity Shares”) being 1.60% of the paid-up equity share capital of the Company as on the date of this Notice (or such other number adjusted in terms of the ABFRL Scheme 2025 as per Applicable Laws), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

**RESOLVED FURTHER THAT** the maximum number of Stock Options to be granted to eligible employees under the ABFRL Scheme 2025 shall not cumulatively exceed 1,95,24,000 Stock Options exercisable into not more than 1,95,24,000 equity shares of face value of ₹ 10/- each (or such other number adjusted in terms of ABFRL Scheme 2025 as per Applicable Laws).

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 1.60% i.e. 1,95,24,000 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be issued and allotted on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ABFRL Scheme 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ABFRL Scheme 2025 and determine the detailed terms

and conditions of the aforementioned ABFRL Scheme 2025 including but not limited to the quantum of Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such eligible employees, at such time and on such terms and conditions as set out in the ABFRL Scheme 2025 and as the Board may in its absolute discretion think fit, subject to the terms of ABFRL Scheme 2025 and Applicable Laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of Stock Options, from time to time, in accordance with ABFRL Scheme 2025 and to take necessary steps for listing of the Equity Shares so allotted on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEB & SE Regulations and other Applicable Laws.

**RESOLVED FURTHER THAT** the Equity Shares issued and to be allotted on exercise by the Board or Committee pursuant to the ABFRL Scheme 2025 in the manner aforesaid shall rank *pari passu* in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem fit, necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ABFRL Scheme 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the ABFRL Scheme 2025, as it may deem fit, from time to time or to suspend, withdraw or revive the ABFRL Scheme 2025 from time to time in conformity with the provisions of the Act and rules made thereunder, the SEBI SBEB & SE Regulations and other Applicable Laws, provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under the ABFRL Scheme 2025.”

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**8) To approve extending the benefits of the “Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025” to the employees of the subsidiary company(ies) of the Company**

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

**“RESOLVED THAT** pursuant to Section 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s)

or modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable (collectively, the “Applicable Laws”) the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee to exercise its powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits and coverage of the Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025 (“ABFRL Scheme 2025”) (referred to in the resolution under Item No. 7 of this Notice) to such persons who are in employment of subsidiary company(ies) of the Company who is working in India or outside India, including any managing director or whole-time directors (selected on the basis of criteria decided by the Board) under the ABFRL Scheme 2025 in the manner mentioned in the resolution under Item No. 7 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board

Sd/-

**Anil Malik**

**President & Company Secretary**

Membership No.: A11197

**Place :** Mumbai

**Date :** August 13, 2025

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

The following statement sets out all material facts relating to the special businesses mentioned in this Notice for the 18<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company:

### **4) Appointment of M/s. BNP & Associates, Company Secretaries as the Secretarial Auditor of the Company**

The Board of Director of the Company at its meeting held on May 23, 2025 based on the recommendation of Audit Committee, approved the appointment of M/s BNP & Associates, Company Secretaries, Peer Reviewed Firm (Firm Registration Number: P2014MH037400) as the Secretarial Auditor of the Company ("said appointment"), subject to the approval of the Members of the Company being sought *via* this Notice.

The said appointment shall be in terms of the Section 204 and other applicable provision of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time.

While recommending the said appointment, the Audit Committee and Board of the Directors of the Company as per the provisions of SEBI Listing Regulations has considered the below:

#### **a. Brief Profile:**

M/s. BNP & Associates, Company Secretaries registered with the Institute of Company Secretaries of India (Firm Registration Number: P2014MH037400), with Mr. B. Narasimhan, Mr. Avinash Bagul, Mr. Ramaswami Kalidas, and Mr. Venkataraman Krishnan, as partners. All of them have diverse exposure in the areas of Corporate Advisory services, Transactional Services, Litigation, Advocacy and Legal Due Diligence. Moreover, the firm has Associate Partners with rich profile, and they also share the same values as that of the firm i.e., Character, Competence and Commitment. Areas of expertise include Corporate and Securities Management, Public offering of securities, all Corporate Actions associated with listed companies including hands on experience on operations relating to Corporate Actions. M/s. BNP & Associates engaged in rendering Compliance Audit & Assurance Services, Advisory and Representation Services, Transactional Services etc.

#### **b. Eligibility and Qualifications:**

M/s. BNP & Associates, Company Secretaries has provided its consent dated May 19, 2025 to act as Secretarial Auditor of the Company to conduct the Secretarial Audit and to furnish the Secretarial Audit Report to the Company and is a Peer Reviewed Company Secretary and has not incurred any of the disqualifications as specified by SEBI.

c. **Term of appointment:**

For a term of 5 (Five) consecutive years i.e., from the conclusion of 18<sup>th</sup> AGM till the conclusion of the 23<sup>rd</sup> AGM of the Company, covering the period from FY 2025-26 till FY 2029-30.

d. **Fees:**

₹ 2,00,000 (Rupees Two Lakhs Only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. BNP & Associates. In addition to the secretarial audit, M/s. BNP & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Audit Committee/Board of Directors from time to time as may be required.

None of the Directors and Key Managerial Personnel and/or their relatives thereof are deemed to be concerned or interested (financially or otherwise) in the proposed Ordinary Resolution.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 4 of this Notice with respect with respect to the Appointment of M/s. BNP & Associates, Company Secretaries as the Secretarial Auditor of the Company, for approval of the Members of the Company as an Ordinary Resolution.

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**5) Re-appointment of Ms. Sangeeta Tanwani (DIN:03321646) as the Whole-time Director of the Company**

Ms. Sangeeta Tanwani was appointed as the Whole-time Director at the 14<sup>th</sup> Annual General Meeting of the Company held on September 9, 2021, for a period of 5 (five) years, effective from February 24, 2021 to February 23, 2026. Accordingly, the tenure of Ms. Sangeeta Tanwani as the Whole-time Director is due to expire on February 23, 2026.

Ms. Sangeeta Tanwani is proposed to be re-appointed from February 24, 2026 to January 31, 2027 as the Whole-time Director of the Company.

Considering her vast experience and valuable contributions to the Company, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 23, 2025 has approved the re-appointment of Ms. Sangeeta Tanwani as the Whole-time Director of the Company with effect from February 24, 2026 to January 31, 2027, subject to the approval of the Members of the Company being sought *via* this Notice.

Ms. Sangeeta Tanwani has provided to the Board:

- a. consent to act as the Whole-time Director ("WTD") and is eligible to be re-appointed as the WTD of the Company;

- b. declaration that she is not disqualified to be re-appointed as a Director in terms of provisions of Section 164 of the Companies Act, 2013 ("Act") and
- c. is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority.

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

The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company lays down criteria for Annual Incentive Pay including, but not limited to business performance, Individual performance and group performance etc. and key responsibility area also includes certain ESG parameters. Further vesting of employee stock options plan is based on the Company's achievement of specific performance and other criteria.

Members approval is sought for the re-appointment of and remuneration payable to Ms. Sangeeta Tanwani as the Whole-time Director for the period commencing from February 24, 2026 to January 31, 2027 in terms of the applicable provisions of the Act, more particularly as stated in the resolution no. 5 of the Notice and this explanatory statement.

Details of Ms. Sangeeta Tanwani are provided separately as under:

- a. Brief Profile: **Annexure A**
- b. Particulars as per Schedule V of the Act: **Annexure B**

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

Considering the above, the Board of Directors recommends the resolution as set out at item no. 5 of this Notice with respect with respect to the re-appointment of Ms. Sangeeta Tanwani as the Whole-time Director of the Company, for approval of the Members of the Company as a Special Resolution.

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## **6) Fixing remuneration limits of Mr. Ashish Dikshit (DIN: 01842066), Managing Director**

On June 23, 2022, the Members of the Company *via* postal ballot has approved:

- a. the re-appointment of Mr. Ashish Dikshit (DIN: 01842066) as the Managing Director of the Company for a further period of 5 (five) years i.e., from February 1, 2023 to January 31, 2028 and

- b. his remuneration for a period of 3 (three) years i.e., from February 1, 2023 to January 31, 2026.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 13, 2025 has approved the remuneration limit of Mr. Ashish Dikshit (DIN: 01842066), Managing Director of the Company for the remaining period of 2 (two) years i.e., from February 1, 2026 to January 31, 2028, subject to the approval of the Members of the Company being sought via this Notice. Fixing remuneration limits for the above period shall be in terms of Section 197(1) read with schedule V and rules made thereunder of the Companies Act, 2013 ("Act"), more particularly as stated in the resolution No. 6 of the Notice and this explanatory statement.

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

The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company lays down criteria for Annual Incentive Pay including, but not limited to business performance, Individual performance and group performance etc. and key responsibility area also includes certain ESG parameters. Further vesting of employee stock options plan is based on the Company's achievement of specific performance and other criteria.

Save and except as aforesaid, all other terms and condition of Mr. Ashish Dikshit's re-appointment as the Managing Director shall continue to remain in full force and effect until the completion of his current tenure (w.e.f. from February 1, 2023 to January 31, 2028), as approved by the Members of the Company *via* postal ballot dated on June 23, 2022.

Pursuant to the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("the Company"), Aditya Birla Lifestyle Brands Limited ("Resulting Company/ABLBL") and their respective shareholders and creditors ("Scheme") the Madura Fashion and Lifestyle Business (as defined in the Scheme) ("MFL Business") of the Company has been transferred to ABLBL. The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench *vide* its order dated March 27, 2025 and the Scheme has become effective from May 1, 2025. The Board of Directors of ABLBL on May 1, 2025 has appointed Mr. Ashish Dikshit as Managing Director of the ABLBL in addition to his current position as the Managing Director of the Company.

The Company and ABLBL have agreed that the remuneration and perquisites ("Total Remuneration") payable to Mr. Ashish Dikshit as Managing Director of the Company as well as the Managing Director of ABLBL shall be entirely paid by the Company and the ABLBL shall separately reimburse 50% (fifty) of Total Remuneration to the Company, on such other terms as may be agreed between the Company and ABLBL. In term of Section 203(3) of the Act read with Section V of Schedule V of the Act, Total Remuneration



payable to Mr. Ashish Dikshit by the Company and ABLBL will not exceed the amount approved by Committee, Board and Shareholders of the Company. Further, the Board be and hereby authorised to execute and implement the reimbursement to 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.

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

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

Considering the above, the Board of Directors recommends the resolution as set out at item no. 6 of this Notice with respect to the Fixing remuneration limits for Mr. Ashish Dikshit, Managing Director of the Company for the remaining term of 2 (two) years, for approval of the Members of the Company as a Special Resolution.

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7) **Item No 7 & 8:**

**To approve adoption of Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025 ("ABFRL Scheme 2025") and to approve extending of the benefits of the ABFRL Scheme 2025 to employees of the subsidiary company(ies) of the Company**

The Board of Directors ("Board") of the Company at its meeting held on August 13, 2025, based upon the recommendation of Nomination and Remuneration Committee approved adoption of the Aditya Birla Fashion and Retail Limited Employees Stock Option and Performance Stock Unit Scheme 2025 ("ABFRL Scheme 2025") for the benefit of eligible employees of the Company, including subsidiary Company(ies) in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and the Companies Act, 2013 ("the Act"), which entitles them to exercise the equity shares of the Company, subject to the approval of the Members of the Company by way of a Special Resolution being sought *via* this Notice .

The Board has nominated the Nomination and Remuneration Committee (the "Committee"/ "NRC") to be designated as the Compensation Committee for the administration and superintendence of the ABFRL Scheme 2025 in accordance with the SEBI SBEB & SE Regulations. Approval of the Members is being sought for grant of employee stock options ("Options") and/or Performance stock units ("PSUs") (collectively "Stock Options") to the eligible employees as may be determined by the NRC.

In accordance with Regulation 6 of the SEBI SBEB & SE Regulations, approval of Members by way of Special Resolution is required to be passed, for the adoption of the ABFRL Scheme 2025 and extending the benefits of the ABFRL Scheme 2025 to eligible employees of the subsidiary company(ies).

Accordingly, separate Resolutions are being passed for the above.

The salient features and other details of the ABFRL Scheme 2025 as required pursuant to Regulation 6(2) read with Part C of Schedule I of the SEBI SBEB & SE Regulations are as under:

S. No.	Particulars	Details
1)	A brief description of the ABFRL Scheme 2025	<p>The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Company views stock options in the form of Options and Performance Stock Units as long-term incentive instruments to enable the employees to share the value they create for the Company in the years to come.</p> <p>The main objectives of the ABFRL Scheme 2025 are:</p> <ul style="list-style-type: none"> <li>(i) to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long term interests of the Company;</li> <li>(ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;</li> <li>(iii) to recognise and reward the efforts of employees and their continued association with the Company and its Subsidiary and</li> <li>(iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.</li> </ul>

S. No.	Particulars	Details
2)	Total number of Stock Options, shares to be offered and granted	<p>(i) The aggregate number of Stock Options proposed to be granted under the ABFRL Scheme 2025 shall be exercisable into not more than 1,95,24,000 equity shares equivalent to 1.60 % of the paid-up equity share capital of the Company (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time). Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one PSU will entitle the grantee to one Equity Share).</p> <p>(ii) In case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional equity shares are issued by the Company to the grantees, for making such fair and reasonable adjustment, the ceiling of 1,95,24,000 shall be deemed to be increased to the extent of such additional equity shares issued. Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present ABFRL Scheme 2025 or under a new scheme, subject to compliance with Applicable Laws.</p>
3)	Identification of classes of employees entitled to participate and be beneficiaries in ABFRL Scheme 2025	<p>(a) An employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>(b) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p>

S. No.	Particulars	Details
		<p>(c) an Employee, as defined in Sub-Clauses (a) or (b) in this paragraph, of a subsidiary company, in India or outside India, of the Company, but does not include:</p> <ol style="list-style-type: none"> <li>1) an employee who is a Promoter or a person belonging to the Promoter Group;</li> <li>2) a director who either by himself or through relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.</li> </ol>
4)	Requirements of vesting and period of vesting	<p>The Board or the Committee may, at its discretion, lay down certain criteria, including but not limited to, the performance metrics which would include profitability, revenue, ESG metric or any other strategic metrics as may be decided on the achievement of which the granted Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard.</p> <p>Vesting of Options / PSUs shall be subject to, amongst other things:</p> <ol style="list-style-type: none"> <li>a. the condition that a minimum of one year has completed from the grant date, except in case of death or permanent incapacity of the grantee, in which case the Options / PSUs, as the case may be, shall vest immediately;</li> <li>b. the grantee being in continuous employment with the Company or a subsidiary company (as the case may be); and</li> <li>c. the grantee is not subject to any pending disciplinary proceedings.</li> </ol> <p>The Options / PSUs granted under the Scheme shall Vest not earlier than completion of one year, and not later than 4 (four) years, from the Grant Date, in the manner set out in the Letter of Grant to be issued by the Company to the Grantees.</p> <p>The vesting of Stock Options granted to employees may expire or lapse or forfeit or accelerate (as the case may be) in the following circumstances:</p>

S. No.	Particulars	Details
		(i) Stock Options not vested due to non-fulfilment of vesting conditions, vested Stock Options which the grantees have expressly refused to exercise, Stock Options which have been surrendered and any Stock Options granted but not vested / exercised within the stipulated time due to any reasons, shall lapse.
		(ii) In cases of cessation of employment/engagement due to death or permanent incapacity, the minimum vesting period of one year shall not apply and the Stock Options shall vest immediately with employee / nominee(s) / legal heir(s) / successor (as the case may be).
		Death: In case the proof of succession is not produced to the Company within six months from the date of death of the grantee or such further time as the NRC may permit in its absolute discretion, the Stock Options shall lapse and shall be available for grant by the NRC to any other employee(s) as it may deem fit in its absolute discretion.
		(iii) the NRC may, (a) subject to compliance with the minimum Vesting period of 1 (one) year, accelerate the vesting of the Stock Options in case of exceptional performance of an employee or class of employees or such other circumstances as may be decided by the NRC, subject to Applicable Law; or (b) not vest any of the Stock Options already Granted; or (c) vest such lesser number of Stock Options than as already granted; or (d) modify the vesting schedule in respect of the Stock Options already granted, as applicable, in the event it is found that:
		a. the grantee has not satisfied any vesting condition; or
		b. the grantee has not met the performance parameters; or
		c. has not performed up to the expectations; or
		d. has not been regularly attending the office for a substantial period of time without any valid reason or authority; or

S. No.	Particulars	Details
		e. has been put on a modified employment arrangement such as part-time working, reassignment to lower accountability, sabbatical, leave without pay; or
		f. is found to be guilty of fraud or misconduct; or
		g. has violated the Company policies/terms of employment or the ESOS Code of Conduct; or
		h. on account of such other circumstances as the NRC may in its absolute discretion decide, subject to applicable law.
		(iv) On account of such other circumstances as the NRC may in its absolute discretion decide, subject to applicable law
		(v) In the event of termination of employment of employee as a good leaver (as defined under the ABFRL Scheme 2025) then the NRC may accelerate the vesting of Stock Options, subject to compliance with minimum vesting period of one year.  In the event the NRC does not grant acceleration, all Stock Options shall expire, and stand cancelled with effect from the date of submission of resignation / termination notice.
		(vi) In the event of termination of employment of a grantee due to breach of company policies/terms of employment, all Stock Options which were not exercised prior to such breach, shall stand terminated with immediate effect.

S. No.	Particulars	Details
		<p>Further, the Stock Options granted but not vested and the vested Stock Options which are not exercised in case of a grantee who has been suspended from the services of the Company or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to fraud, misconduct, violation of the company policies / terms of employment or codes of the Company or for having committed or abetted any illegal or unlawful activity may, on the recommendation of the management, be suspended or kept in abeyance or cancelled at the sole discretion of the NRC.</p> <p>(vii) In case of cessation of employment on account of resignation by the grantee which is not covered above, all Stock Options (including the ones in respect of which the minimum vesting period has not been met) shall expire and stand cancelled with effect from date of submission of the termination/ resignation notice.</p> <p>(vii) Treatment of Stock Options in case of long leave: The period of leave shall not be included in determining the vesting period in the event an employee is on sabbatical. In all other conditions, including earned leave, maternity leave and sick leave, the period of leave shall be included to calculate the vesting period.</p>
5)	The maximum period within which the Stock Options shall be vested	The Options and PSUs granted under ABFRL Scheme 2025 would vest not earlier than completion of 1 (one) year and not later than 4 (Four) years from the date of Grant.
6)	Exercise price or pricing formula	<p>a) Option Exercise Price: The Option Exercise Price shall be the Market Price of the Equity Shares, being the closing price of the equity shares of the Company, one day prior to the date of the Grant of Options by the NRC.</p> <p>b) PSU Exercise Price: The PSU Exercise Price shall be the face value of the equity shares as on the date of the Grant of PSUs.</p>

S. No.	Particulars	Details
		<p>The long-term incentive earning opportunity is granted as a mix of Options and PSUs. Normally we grant ~75% of the earning opportunity in the form of Options which are granted at market price and ~25% of the earning opportunity is granted as PSUs with performance conditions.</p>
7)	Exercise period and process of exercise	<p>a) The exercise period will commence from the date of vesting and shall not be more than 5 years from the date of respective vesting of the respective Options and/or PSUs or such other period as may be determined by the NRC from time to time, which shall be within a period of 5 (five) years.</p> <p>b) The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the NRC from time to time. The Options and PSUs will lapse if not exercised within the specified exercise period.</p> <p>c) Separation from employment: Stock Options can be exercised as per provisions outlined below:</p> <p>(i) In case of death of grantee while in employment with the Company, all Stock Options shall vest in the nominee(s) / legal heir(s) / successor(s) immediately on the date of death; and such Stock Options can be exercised within three years from the date of death (subject to the last date of exercise not exceeding 5 (five) years from the date of vesting of Stock Options), failing which these shall lapse.</p>



S. No.	Particulars	Details
		<p>(ii) In the event of separation of a grantee due to reasons of permanent incapacity while in employment, all Stock Options granted shall vest immediately on the date of such permanent incapacity. All such Stock Options shall be exercised within 3 (three) years from the date of separation on account of such permanent incapacity (subject to the last date of exercise not exceeding five years from the date of each vesting of Stock Options), failing which these shall lapse. In the event of death of the grantee after such separation or inability of the grantee to exercise Stock Options, the nominee(s)/legal heir(s)/successor(s) of such grantee will be allowed to exercise all Stock Options (including those which vest upon the permanent incapacity of the grantee), within three years from the date of separation of the grantee on account of such permanent incapacity (subject to the last date of exercise not exceeding five years from the date of each vesting of Stock Options, failing which these shall lapse.</p>
		<p>(iii) After the date of retirement, all vested Stock Options shall be exercisable by the grantee (or by the nominee(s)/ legal heir(s)/ successor(s) of the grantee as the case may be, upon the death of the grantee) within three years from the date of retirement, subject to the last date of exercise not exceeding five years from the date of vesting of the Stock Options.</p>
		<p>(iv) In the event of termination of employment as a good leaver, any accelerated vested Stock Options shall be exercisable within the period set out in the vesting letter to be issued in this regard, subject to applicable law.</p> <p>In the event NRC does not grant acceleration, all unvested Stock Options shall expire. However, all vested Stock Options as on the date of submission of the termination / resignation notice shall be exercisable by the good leaver within the period specified in the relevant vesting letter.</p>

S. No.	Particulars	Details
		<p>(v) In the case of cessation of employment (including on account of resignation by the grantee) which is not covered above, all vested Stock Options as on such date shall at the discretion of the Committee, be exercisable by the grantee within the period specified in the relevant vesting letter.</p> <p>(vi) In the event a grantee is (i) transferred by company to associate company; or (ii) is on secondment, prior to vesting or exercise of Stock Options, the Stock Options shall vest or be exercised as per the terms of the grant and as specified in the letter of grant or vesting letters, as applicable, even after such transfer or secondment.</p>
8)	The Appraisal process for determining the eligibility of Employees for the ABFRL Scheme 2025	The appraisal process for determining the eligibility criteria of the employees will be specified by the NRC, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, and/or such other criteria that may be determined by the NRC at its sole discretion.
9)	Maximum number of Stock Options, shares, as the case may be, to be offered and issued per Employee and in aggregate, if any	<p>The maximum number of Options and PSUs that can be granted to a single Employee under the ABFRL Scheme 2025 shall not exceed 61,01,474 Options and/or PSUs, (being 0.5% of the paid-up equity share capital of the Company) which on exercise would entitle one to not more than 61,01,474 equity shares of the face value of ₹ 10/- each.</p> <p>The maximum number of Options and PSUs that can be granted in aggregate is 1,95,24,000 equity shares, being 1.60% of the paid-up equity share capital of the Company.</p>
10)	Maximum quantum of benefits to be provided per employee under a ABFRL Scheme 2025	Apart from grant of Options and PSUs as stated above, no monetary benefits are contemplated under the ABFRL Scheme 2025.
11)	Whether the ABFRL Scheme 2025 is to be implemented and administered directly by the Company or through a trust	The ABFRL Scheme 2025 shall be administered by the Company through its NRC.

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
12)	Whether the ABFRL Scheme 2025 involves new issue of Equity Shares by the Company or secondary acquisition or both	The ABFRL Scheme 2025 will involve fresh issue of Equity Shares by the Company.
13)	The amount of loan to be provided for the implementation of the ABFRL Scheme 2025 by the Company to the trust, its tenure, utilisation, repayment terms	As the ABFRL Scheme 2025 is proposed to be implemented and administered through fresh issue of equity shares, this requirement is not applicable.
14)	Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB and SE Regulations) that can be made by the trust for the purposes of the ABFRL Scheme 2025	The ABFRL Scheme 2025 will not involve secondary acquisition of equity shares and accordingly, this requirement is not applicable.
15)	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations	The Company shall follow the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the Applicable Laws.
16)	The method which the company shall use to value its options	To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Stock Options granted or such valuation method as may be prescribed from time to time in accordance with Applicable Laws.

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
17)	The following statement if applicable: In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report	Not Applicable.
18)	Period of Lock-in	The equity shares arising out of exercise of vested Stock Options will not be subject to any lock - in period after such exercise.
19)	Terms & conditions for buyback, if any, of specified securities covered under these regulations	Not Applicable.
20)	Transferability of Stock Options	The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

A copy of the draft ABFRL Scheme 2025 is available for inspection by the shareholders at the registered office of the Company from the date of issuance of this notice and until Tuesday, September 23, 2025

None of the Directors and Key Managerial Personnel and/or their relatives thereof are deemed to be concerned or interested (financially or otherwise) in the proposed Special Resolutions, except to the extent that the Stock Options may be granted to them pursuant to the ABFRL Scheme 2025.

The Board accordingly recommends the resolutions set out at items nos. 7 and 8 of this notice for your approval.

**ANNEXURE A <sup>(1)</sup>****Details of the Directors seeking appointment / re-appointment in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India and Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015***(With reference to Item nos. 2, 3 & 5 of this Notice)*

<b>Name of the Director</b>	<b>Mr. Pankaj Sood</b>	<b>Ms. Ananyashree Birla</b>	<b>Ms. Sangeeta Tanwani</b>
<b>DIN</b>	05185378	06625036	03321646
<b>Date of Birth/Age</b>	July 11, 1975/ 50 Years	July 17, 1994 / 31 Years	January 24, 1966/ 59 Years
<b>Date of First Appointment</b>	September 20, 2022, as Non-Executive (Nominee) Director	January 30, 2023, as Non-Executive Director	February 24, 2021, as the Whole-time Director
<b>Brief resume (including qualifications and experience)</b>	<ul style="list-style-type: none"> <li>a. Mr. Pankaj Sood, is a post-graduate from Indian Institute of Management Calcutta (1999).</li> <li>b. He holds Bachelor's degree in Chemical Engineering from Indian Institute of Technology Kharagpur (1996).</li> <li>c. He also heads the Private Equity (Direct Investments) business of GIC Singapore in India and Africa.</li> <li>d. He has over 26 years of experience in private equity and M&amp;A transactions in India.</li> <li>e. Prior to joining GIC, he was an investment banker in India in Kotak Investment Bank, Ernst &amp; Young and SBI Capital Markets.</li> </ul>	<ul style="list-style-type: none"> <li>a. Ms. Ananyashree Birla is a distinguished business woman and a platinum selling artist with significant contributions across diverse business sectors.</li> <li>b. She's the founder at Svantra Microfin, the fastest growing, highly rated, second-largest microfinance organization in the country with an AUM exceeding ₹ 16,000 crores and a workforce of over 19,500. She led the largest private equity investment in the sector, raising ₹ 1,930 crores from Advent International and Multiples.</li> <li>c. 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.</li> <li>d. She serves on the boards of Aditya Birla Management Corporation Pvt. Ltd., Aditya Birla Fashion &amp; Retail, Hindalco, Grasim and Aditya Birla Lifestyle Brands. She is involved in various Aditya Birla Group businesses driving key strategy across industries, both in India and overseas.</li> </ul>	<ul style="list-style-type: none"> <li>a. Ms. Sangeeta Tanwani is a Master of Business Admin from University of Pune and Bachelor of Pharmacy from University of Mumbai.</li> <li>b. CEO of Pantaloons and Style Up brands at Aditya Birla Fashion and Retail Limited (ABFRL).</li> <li>c. Has had a successful career of over 35 years spanning across four diverse sectors i.e. FMCG, pharmaceuticals, financial services and retail.</li> <li>d. Was listed as Fortune's most powerful women in business in India for six consecutive years from 2012 to 2017.</li> <li>e. One of the top 50 most influential women in India in media and marketing for 2020 &amp; 2022. Also, on Business Today's list of Most Powerful women in Indian Business for 2020.</li> <li>f. Recognized as the "CEO of the Year" at the ET Prime Women Leadership Awards, 2020.</li> <li>g. She has Received the Aditya Birla Group 'Chairman's Award for Leader of the Leaders' for her exceptional contribution to the business in 2022.</li> </ul>

Name of the Director	Mr. Pankaj Sood	Ms. Ananyashree Birla	Ms. Sangeeta Tanwani
		e. 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.	h. Has held various industry positions, during her career. Was the Chairperson of the FICCI – Food Processing Committee, for two consecutive years when she was part of the food industry.
<b>Terms &amp; Conditions of appointment/re-appointment</b>	Proposed to be re-appointed as a Non-Executive (Nominee) Director, liable to retire by rotation.	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation.	Proposed to be re-appointed as the Whole-time Director, liable to retire by rotation.
<b>Past Remuneration drawn from the Company (FY 2024-25)</b>	Not Applicable	Sitting Fees - ₹ 3.75 Lakhs	₹ 5.26 Crores as the Whole-time Director.
<b>Remuneration sought to be paid</b>	Not Applicable	Remuneration drawn from the Company shall comprise of the sitting fees paid for attending the Board and/or Committee Meeting.	Terms and conditions of her re-appointment and proposed remuneration are specified in the resolution set out at Item no. 5 of this Notice.
<b>Shareholding in the Company as on March 31, 2025</b>		Nil	
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None	Ms. Ananyashree Birla is daughter of Mr. Kumar Mangalam Birla, Chairman and Non-Executive Director and sister of Mr. Aryaman Vikram Birla, Non-Executive Director.	None
<b>Number of Board meetings attended during FY 2024 - 2025</b>	5 out of 7	5 out of 7	7 out of 7
<b>List of other companies in which directorship is held<sup>(2)</sup></b>	<b>S. Listed Company(ies):</b> 1. Mphasis Limited 2. Aditya Birla Lifestyle Brands Limited 3. Ather Energy Limited	<b>S. Listed Company(ies):</b> 1. Grasim Industries Limited 2. Hindalco Industries Limited 3. Aditya Birla Lifestyle Brands Limited	<b>S. Listed Company(ies):</b> 1. Sula Vineyards Limited 2. International Gemmological Institute (India) Limited

Name of the Director	Mr. Pankaj Sood	Ms. Ananyashree Birla	Ms. Sangeeta Tanwani																																						
	<table><tr><th>S. No.</th><th>Unlisted Company(ies):</th></tr><tr><td>1.</td><td>Bandhan Financial Holdings Limited</td></tr><tr><td>2.</td><td>Bandhan Financial Services Limited</td></tr><tr><td>3.</td><td>Singapore Investcorp (India) Private Limited</td></tr><tr><td>4.</td><td>SPORE Investment Management (India) Private Limited</td></tr></table>	S. No.	Unlisted Company(ies):	1.	Bandhan Financial Holdings Limited	2.	Bandhan Financial Services Limited	3.	Singapore Investcorp (India) Private Limited	4.	SPORE Investment Management (India) Private Limited	<table><tr><th>S. No.</th><th>Unlisted Company(ies):</th></tr><tr><td>1.</td><td>Aditya Birla New Age Hospitality Private Limited</td></tr><tr><td>2.</td><td>Svatantra Micro Housing Finance Corporation Limited</td></tr><tr><td>3.</td><td>Svatantra Microfin Private Limited</td></tr><tr><td>4.</td><td>Svatantra Online Services Private Limited</td></tr><tr><td>5.</td><td>Antimatter Media Private Limited</td></tr><tr><td>6.</td><td>Talk and Cheese Private Limited</td></tr><tr><td>7.</td><td>Chaitanya India Fin Credit Private Limited</td></tr><tr><td>8.</td><td>Aditya Birla Management Corporation Private Limited</td></tr><tr><td>9.</td><td>Birla Cosmetics Private Limited</td></tr></table>	S. No.	Unlisted Company(ies):	1.	Aditya Birla New Age Hospitality Private Limited	2.	Svatantra Micro Housing Finance Corporation Limited	3.	Svatantra Microfin Private Limited	4.	Svatantra Online Services Private Limited	5.	Antimatter Media Private Limited	6.	Talk and Cheese Private Limited	7.	Chaitanya India Fin Credit Private Limited	8.	Aditya Birla Management Corporation Private Limited	9.	Birla Cosmetics Private Limited	<table><tr><th>S. No.</th><th>Unlisted Company(ies):</th></tr><tr><td>1.</td><td>Signify Innovations India Limited</td></tr><tr><td>2.</td><td>Aditya Birla Digital Fashion Ventures Limited</td></tr><tr><td>3.</td><td>OnEMI Technology Solutions Private Limited</td></tr></table>	S. No.	Unlisted Company(ies):	1.	Signify Innovations India Limited	2.	Aditya Birla Digital Fashion Ventures Limited	3.	OnEMI Technology Solutions Private Limited
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Listed entities from which resigned as a Director in the past three years	Bandhan Bank Limited as a Nominee Director	Nil	Nil																																						
Chairperson/Member of the Committee(s) of the Board of Directors of the Company <sup>(3)</sup>	Nil	Nil	Nil																																						
Chairperson / Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson <sup>(3)</sup>	Membership of the Committee(s)																																								
	Audit Committee:	Audit Committee:	Audit Committee:																																						
	a. Bandhan Financial Services Limited	a. Svatantra Micro Housing Finance Corporation Limited	a. Sula Vineyards Limited																																						
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	Chairperson of the Committee(s)																																								
	Nil	Nil	Nil																																						

Notes:

(1) Details stated in **Annexure A** are as on the date of this AGM Notice i.e. August 13, 2025.

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

(3) In terms of the applicable provisions of the SEBI Listing Regulations, memberships and chairperson 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 18<sup>th</sup> Annual General Meeting in terms of Section II Part II of Schedule V of the Companies Act, 2013

(As set out in item no. 5 & 6 of this notice)

Particulars	Ms. Sangeeta Tanwani	Mr. Ashish Dikshit																
Background details	Stated in <b>Annexure A</b> of this Notice	<div>a. Alumnus of IIT-Madras (Electrical Engineering), IIM-Bangalore (MBA) and Harvard Business School (Advanced Management Program).</div> <div>b. 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.</div> <div>c. 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.</div>																
Past remuneration drawn from the company as a Director/KMP	<table><tr><th>Financial year</th><th>Amount (₹ in crore)</th></tr><tr><td>2024-25</td><td>5.26</td></tr><tr><td>2023-24</td><td>6.61</td></tr><tr><td>2022-23</td><td>7.21</td></tr></table>	Financial year	Amount (₹ in crore)	2024-25	5.26	2023-24	6.61	2022-23	7.21	<table><tr><th>Financial year</th><th>Amount (₹ in crore)</th></tr><tr><td>2024-25</td><td>10.03</td></tr><tr><td>2023-24</td><td>10.10</td></tr><tr><td>2022-23</td><td>10.23</td></tr></table>	Financial year	Amount (₹ in crore)	2024-25	10.03	2023-24	10.10	2022-23	10.23
Financial year	Amount (₹ in crore)																	
2024-25	5.26																	
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2024-25	10.03																	
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2022-23	10.23																	
Recognition or awards	<div>a. She was listed as Fortune's most powerful women in business in India for six consecutive years from 2012 to 2017.</div> <div>b. One of the top 50 most influential women in India in media and marketing for 2020 &amp; 2022. Also, on Business Today's list of Most Powerful women in Indian Business for 2020.</div> <div>c. Recognized as the "CEO of the of the Year" at the ET Prime Women Leadership Awards, 2020.</div> <div>d. Received the Aditya Birla Group 'Chairman's Award for Leader of the Leaders' for her exceptional contribution to the business in 2022.</div>	<div>a. Was honoured with the "Outstanding Leader Award" in the year 2011 by the Chairman of the Aditya Birla Group.</div> <div>b. Was honored with Distinguished Alumnus Award in 2019 by the Indian Institute of Technology Madras.</div>																



Particulars	Ms. Sangeeta Tanwani	Mr. Ashish Dikshit
<b>Job profile and suitability</b>	Ms. Sangeeta Tanwani is serving as the Whole-time Director of the Company w.e.f. February 24, 2021. Considering her vast experience and valuable contributions to the Company, the Board considers Ms. Tanwani suitable for the re-appointment as the Whole-time director of the Company with effect from February 24, 2026 to January 31, 2027.	Mr. Ashish Dikshit, Managing Director of the Company (also Managing Director of Aditya Birla Lifestyle Brands Limited) has over three decades of experience and he has demonstrated versatility and depth across industries and functions, beginning his career at Asian Paints and later shaping the trajectory of Madura Fashion and Lifestyle through pivotal roles in Sales, Brand Management, Supply Chain, and Sourcing.  His rich experience and understanding of consumer behaviour and retail dynamics make him well-suited for the senior leadership roles in retail and fashion business seeking strategic growth. Considering his expertise and in-depth experience and familiarity with the industry, the Board has recommended his remuneration as set out in this Notice for the 18 <sup>th</sup> AGM for the approval of the members.
<b>Remuneration proposed</b>	As set out in Item no. 5 of this Notice	As set out in Item no. 6 of this Notice
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	Considering (i) the size of the operations of the Company; (ii) role, and responsibilities assigned to in his/her position; (iii) his/her background, competence, experience and his association with the Aditya Birla Group; and (iv) the industry benchmarks & remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him/her is considered to be fair, just and reasonable.	
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any</b>	Other than the remuneration received from the Company, no such pecuniary relationship directly or indirectly with the Company or any Managerial Personnel of the Company.	

## DETAILS OF THE COMPANY

<b>Nature of industry</b>	Apparel and Retail		
<b>Date or expected date of commencement of commercial production</b>	<ul style="list-style-type: none"> <li>• Certificate of Incorporation: April 19, 2007</li> <li>• Certificate of Commencement of Business: May 14, 2007</li> </ul>		
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable		
<b>Financial performance based on given indicators</b>	(Amount in ₹ Cr)		
	<b>Particulars</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>
	Total income	5,807.07	5,323.27
	Total expenses	6,220.16	5,948.73
	Profit/ (loss) before tax	(413.09)	(625.46)
	Less: Income tax expense	(109.06)	(138.27)
	Profit/ (loss) after taxes	(304.03)	(486.69)
<b>Foreign investments or collaborations, if any.</b>	<p>The Company being in the apparel industry, collaborates with various international brands in its ordinary course of business. Company comprises of "The Collective" - India's largest multi-brand retailer of several international brands. Company has also collaborated with select mono-brands such as Ted Baker, Ralph Lauren, Hackett London and Fred Perry to launch and operate retail stores in the country. Company has also recently partnered with Galeries Lafayette to open a luxury large format store in India.</p>		
<b>Reasons of loss or inadequate profits</b>	<ul style="list-style-type: none"> <li>• TCNS brands a recent acquisition, is currently in transformation, whereas TASVA and TMRW brands, being newer businesses, remain in build-up phase and evolving</li> <li>• Higher interest costs on borrowings also impacted PAT in the financial year 25</li> </ul>		
<b>Steps taken or proposed to be taken for improvement</b>	<p>Transformation of TCNS is on track led by optimized network and improving consumer acceptance of new product lines. TASVA and TMRW brands should scale and drive profitability improvement.</p> <p>Beyond this, other businesses like Pantaloons and designer-led ethnic brands, will continue to contribute to margin expansion, supported by better products, category diversification and higher store throughputs. Through streamlined processes, digitization and cost optimization initiatives, they aim to achieve operational excellence and hence enhanced profitability.</p> <p>Post recent fund raise done by the Company via Qualified Institutional Placement and Preferential Issue, the Company now is a net cash entity.</p>		

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**Expected increase in productivity and profits in measurable terms**

The Company expects to deliver a high-teen CAGR in revenue over the next five years, supported by a significant improvement in profitability from current levels. This growth will be driven by continued expansion of existing businesses and scaling of newer ventures. The Company remains focused on enhancing operational efficiency and capital productivity, with a commitment to delivering high intrinsic Return on Capital Employed across all business segments. These initiatives are aimed at ensuring sustainable growth and long-term value creation for all stakeholders.

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**Disclosures in the Annual Report 2024-25**

- Disclosures in the Board of Directors' Report under the heading 'Corporate Governance'.
  - The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report.
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## Notes for Members' Attention

### 1. Explanatory Statements

Pursuant to Section 102 of the Companies Act, 2013, Clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided Explanatory Statements wherever applicable.

### 2. Virtual Meeting

The Ministry of Corporate Affairs ("MCA") vide its various circulars permitted holding of the Annual General Meeting ("AGM" or "Meeting"), through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Members participating through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("Act").

Further, the Securities and Exchange Board of India ("SEBI") vide its various Circulars has granted further relaxations to ensure the AGM is conducted effectively. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM will be the Registered Office of the Company at Piramal Agastya Corporate Park, Building 'A', 4<sup>th</sup> and 5<sup>th</sup> Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400070. Since the AGM will be held through VC/OAVM, therefore, the route map of the venue of the Meeting is not annexed hereto.

### 3. Electronic copy of the Integrated Annual Report and Notice of the 18<sup>th</sup> Annual General Meeting

- a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ MUFG Intime India Private Limited ("RTA") (Formerly known as Link Intime India Private Limited)/ Depositories.
- b) Members may note that the Notice of the AGM along with the Integrated Annual Report 2024-25 will also be available on the following websites:

Sr. No	Name	Web address
1.	Aditya Birla Fashion and Retail Limited	<a href="http://www.abfrl.com">www.abfrl.com</a>
2.	BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
3.	National Stock Exchange of India Limited	<a href="http://www.nseindia.com">www.nseindia.com</a>
4.	MUFG Intime India Private Limited	<a href="https://instavote.linkintime.co.in/">https://instavote.linkintime.co.in/</a>

- c) Additionally, as per Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Members whose e-mail IDs are not registered

with Company/RTA/Depositories providing the weblink of Company's website from where the Integrated Annual Report and AGM Notice of the Company for financial year 2024-25 along with previous years can be accessed.

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#### **4. Register to receive communications electronically**

Members are encouraged to register/update their e-mail addresses or mobile number with the relevant Depository Participant.

Members who have not registered/updated their e-mail address or mobile number with the Company but wish to receive all communication (including Integrated Annual Report) from the Company electronically may register/update their e-mail and mobile numbers on <http://www.abfirl.com/investors/update-contact-details/>

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#### **5. Directors seeking appointment/re-appointment**

Relevant details with respect of Directors retiring by rotation and seeking appointment/re-appointment at the AGM, in terms of Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings, are set out in **Annexure A**, which also form part of this Notice.

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#### **6. Proxy**

The AGM is being held pursuant to the various circulars issued by MCA and SEBI through VC/OAVM, wherein physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

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#### **7. Authorised Representative**

Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Ms. Shivangini Gohel/ Mr. Dilip Bharadiya at [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to the Company Secretary at [secretarial@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com).

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#### **8. Document (s) open for inspection**

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on <https://instameet.in.mpms.mufg.com/>

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#### **9. E-voting**

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the Resolutions proposed to be passed at AGM, by

electronic means. As per the SEBI circular dated December 9, 2020 in relation to “e-Voting facility provided by the Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/Depository Participants in order to increase the efficiency of the voting process.

The Company has engaged the services of MUFG Intime India Private Limited to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.

The Company has appointed Ms. Shivangini Gohel, (ACS 25740 & C.P. No. 9205) and failing her Mr. Dilip Bharadiya (FCS 7956 & C.P. No. 6740), Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries (“Scrutinizer”) to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e., remote e-voting and e-voting at the AGM) in a fair and transparent manner. The Scrutinizer’s decision on the validity of remote e-voting will be final.

### Remote e-voting: Important Dates

<b>Cut-off date</b> (for determining the Members entitled to vote on the resolutions set forth in this Notice)	: Tuesday, September 16, 2025
<b>Remote e-voting period</b> (During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting)	<b>Commence from</b> : 9:00 a.m. IST, Friday, September 19, 2025 <b>End at</b> : 5:00 p.m. IST, Monday, September 22, 2025 (The remote e-voting module shall be disabled for voting thereafter by MUFG Intime India Private Limited)

### URL for remote e-voting

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

## Remote e-voting: Procedure

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

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
<b>Registered User</b>		
1.	The URL for users to login for NSDL IDeAS facility: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest facility are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login icon & New System Myeasi Tab.
2.	Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.	Login through myeasi user id and password.
3.	After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.	After successful login of Easi/ Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e., MUFG Intime for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
4.	Click on company name or e-Voting service provider name i.e., MUFG Intime and you will be re-directed to “Instavote” website for casting your vote during the remote e-Voting period.	Click on e-Voting service provider name and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
<b>First time user</b>		
5.	Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>	Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
Alternative Method		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile.	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.
7.	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.	(Skip step)
8.	A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.	(Skip step)
9.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	(Skip step)
10.	Click on company name or e-Voting service provider name i.e. MUFG Intime and you will be redirected to “Instavote” website for casting your vote during the remote e-Voting period.	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., MUFG Intime. Click on MUFG Intime and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting website of InstaVote for casting your vote during the remote e-Voting period to cast your vote without any further authentication.



In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022- 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## (2) Insta Vote: For Individual Shareholders holding securities in physical mode and Institutional Members

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>	
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -	
	<b>A. User ID:</b> Enter your User ID	
	(i) For members holding shares in demat account held with CDSL	: 16 digits beneficiary ID
	(ii) For members holding shares in demat account held with NSDL	: 8 Character DP ID followed by 8 digit client ID
	(iii) For members holding shares in physical form	: EVEN (250526) followed by the Folio number registered with the Company
	(Skip step)	
	<b>B. Permanent Account Number (PAN):</b> Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.	
	<b>C. Date of Birth (DOB) / Date of Incorporation (DOI):</b> Enter the DOB / DOI (As recorded with your DP / Company - in DD/MM/YYYY format)	
	<b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.	

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
2.	<div>(i) For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above</div> <div>(ii) For members holding shares in demat account held with NSDL : Shall provide 'D' above</div> <div>(iii) For members holding shares in physical form but have not recorded their folio number in 'D' above</div>	(Skip step)
3.	Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter].	(Skip step)
4.	Click on 'confirm' and your password will be generated.	(Skip step) [Use your existing password]
5.	click on 'Login' under the <b>'SHARE HOLDER'</b> tab.	
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>'Submit'</b> .	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select <b>'View'</b> icon and the e-voting page will appear.	
9.	Refer the Resolution(s) description and cast your vote by selecting your desired option <b>'Favour / Against'</b> . (If you wish to view the entire Resolution details, click on the <b>'View Resolution'</b> file link).	
10.	After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>'Yes'</b> , else to change your vote, click on <b>'No'</b> and accordingly modify your vote.	
11.	Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.	

### (3) Remote e-voting : Points to remember

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in/> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- If you have forgotten the password:
  - Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
  - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

3. In case shareholders/ members is having valid e-mail address, Password will be sent to his / her registered e-mail address.
4. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc.
5. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
6. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
8. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
9. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

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

## 10. Attending the AGM through InstaMeet

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

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

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

### Attend the AGM through VC/OAVM: Procedure

Step no.	For all shareholders
1.	Open the internet browser and launch the URL: <a href="https://instameet.in.mpms.mufig.com/">https://instameet.in.mpms.mufig.com/</a>
2.	Select the "Company" and 'Event Date' and register with your following details: -
	<b>A. Demat Account No. or Folio No:</b> Enter your 16 digit Demat Account No. or Folio No:
	(i) For members holding shares in demat account held : 16 digits beneficiary ID, with CDSL
	(ii) For members holding shares in demat account held : 8 Character DP ID followed by 8 digit client ID, with NSDL

Step no.	For all shareholders
	(iii) For members holding shares in physical form : Folio number registered with the Company
	<b>B. PAN:</b> Enter your 10-digit PAN (Members who have not updated their PAN with the DP/ Company shall use the sequence number provided to you, if applicable.
	<b>C. Mobile No.:</b> Enter your mobile number.
	<b>D. E-mail ID:</b> Enter your e-mail ID, as recorded with your DP/Company.
3.	Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
4.	Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
In case shareholders/ members have any queries regarding login, they may send an e-mail to <a href="mailto:instameet@in.mpms.mufig.com">instameet@in.mpms.mufig.com</a> or contact on: - Tel: 022-49186175.	

## 11. Speaker registration for the AGM

- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from Friday, September 12, 2025 to Wednesday, September 17, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at [secretarial@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com).
- Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link [www.webex.com/downloads.html](http://www.webex.com/downloads.html)/ (Members may also refer a tutorial video available on [www.youtube.com/watch?v=U2C9BVtGVrk](http://www.youtube.com/watch?v=U2C9BVtGVrk)).
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from Friday, September 12, 2025 to Wednesday, September 17, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at

[secretarial@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com). These queries will be replied to by the Company suitably by e-mail.

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## **12. E-voting during the AGM through InstaMeet**

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

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

### **E-voting during the AGM : Procedure**

<b>Step no.</b>	<b>For all shareholders</b>
1.	On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2.	Enter your 16 digit Demat Account No./ Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMEET and click on ‘Submit’.
3.	After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4.	Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5.	After selecting the appropriate option i.e. Favour/ Against, click on “Save”. Then a confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an e-mail to [instameet@in.mpms.mufig.com](mailto:instameet@in.mpms.mufig.com) or contact on: - Tel: 022-49186175.

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### 13. Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Tuesday, September 16, 2025 shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in/> (under help section) or write an e-mail to [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) or [secretarial@abfirl.adityabirla.com](mailto:secretarial@abfirl.adityabirla.com).
- d. Every client ID no./ folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- e. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./ folio no., which may be used for sending future communication(s).

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### 14. General Instructions

- a. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- e. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working days of the conclusion of the AGM, to the Chairman/Director/ Key Managerial Personnel as authorised by the Board for this purpose, who shall countersign the same and declare the result of the voting forthwith.

- f. The results shall be declared on or before Thursday, September 25, 2025 and will be displayed along with the Scrutiniser's Report:
- i at the Registered as well as Corporate Office of the Company;
  - ii on the website of the Company i.e. [www.abfml.com](http://www.abfml.com) and
  - iii on the website of MUFG i.e. <https://instavote.linkintime.co.in> and the Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

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## 15. Correspondence

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

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## 16. Information for Non-Resident Indian Shareholders

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

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

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

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## 18. Information to Shareholders

As per the provisions of Section 72 of the Act the facility for making/varying/cancelling nominations is available to individual's holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the website of the Company i.e. [www.abfml.com](http://www.abfml.com) or Share Transfer Agent website viz. <https://in.mpms.mufg.com/> or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in). Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, SEBI has mandated the security holders (holding securities in physical form) to submit their PAN (i.e. linked with Aadhaar Number), choice of nomination, Contact details (Postal Address with PIN Code and Mobile Number), Bank Account details and Specimen Signature in their corresponding folios. However, the security holder(s) whose folio does not have PAN, KYC and Nomination shall be eligible:

- i. To lodge any grievance or avail of any service request from RTA, only after furnishing the PAN, KYC details and Nomination;

- ii. To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode w.e.f. April 1, 2024) only after compliance with the above stated requirements.

Further, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 for the ease of compliance and investor convenience, has stated that Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these securityholders. However, the security holders are encouraged to update 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in the securities market.

In view of the above, Members are requested to update their details /changes, if any, pertaining to their name, postal address with PIN code, email address, telephone/mobile numbers, Permanent Account Number (PAN linked with Aadhaar), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs in case the shares held by them are in electronic form and to the RTA in case of shares held by them in physical form. The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circulars are available on Company's website i.e. <http://www.abfrl.com>.

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**19. MEMBERS ARE REQUESTED TO PLEASE READ THE “COMPANY’S RECOMMENDATIONS TO THE SHAREHOLDERS” PROVIDED IN THE “GENERAL SHAREHOLDER INFORMATION” SECTION OF THE ANNUAL REPORT FOR 2024-25.**

By Order of the Board

Sd/-

**Anil Malik**

**President & Company Secretary**

Membership No.: A11197

**Place:** Mumbai

**Date :** August 13, 2025



## Important Dates

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### Dates

### Events

Friday, September 12, 2025

Start day to register as speaker or send queries

Tuesday, September 16, 2025

Cut-off Date to determine the members who shall be entitled to vote on the resolutions set forth in this Notice.

Wednesday, September 17, 2025

Last day to register as speaker or send queries

Friday, September 19, 2025

Commencement of remote e-voting at 9:00 a.m. IST

Monday, September 22, 2025

End of remote e-voting at 5:00 p.m. IST

Tuesday, September 23, 2025

Date of AGM and Participate in AGM @ 3:00 p.m. IST via insta meet or webex

Thursday, September 25, 2025

Announcement of voting results on or before Thursday, September 25, 2025

## Virtual Guide

**E-voting**      **Commence from**      : 9:00 a.m. IST, Friday, September 19, 2025  
**End at**      : 5:00 p.m. IST, Monday, September 22, 2025

