



### **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, Maharashtra, India

**CIN:** L18101MH2007PLC233901

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

### **POSTAL BALLOT NOTICE**

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

To,

#### **The Members of the Company**

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

<b>S. No.</b>	<b>Particulars</b>
1.	Re-appointment of Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director.
2.	Re-appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director.
3.	Re-appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director.

This Notice:

- a) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/ Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories. Hard copy of Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only and

b) will also be available on the Company's website [www.abfrl.com](http://www.abfrl.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of MUFG Intime India Private Limited ("RTA") of the Company i.e. <https://instavote.linkintime.co.in>.

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

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

<b>Cut-off date</b>	:	Tuesday, February 3, 2026
[for determining the Members entitled to vote on the Resolutions set forth in this Notice]		
<b>Remote e-voting period</b>	<b>Commence</b>	: 9:00 a.m. Monday, February 9, 2026
[During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]		
<b>from</b>		
<b>Ends at</b>	:	5:00 p.m. Tuesday, March 10, 2026
<b>URL for remote e-voting</b>	:	<ul style="list-style-type: none"> <li>a. National Securities Depository Limited ("NSDL"):            <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> or            <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>b. Central Depository Services (India) Limited ("CDSL"):            <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></li> <li>c. InstaVOTE:            <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> </ul>

**SPECIAL BUSINESS:****1. Re-appointment of Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Act and Regulation 16, 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) in line with the Memorandum & Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Company (hereinafter referred to as the "Board"), Mr. Arun Kumar Adhikari (DIN: 00591057), who holds office as an Independent Director up to May 18, 2026, be and is hereby reappointed as an Independent Director of the Company for a second term commencing from May 19, 2026, until January 19, 2029 (both days inclusive), on the terms provided in the Explanatory Statement and shall not be liable to retire by rotation.

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

**2. Re-appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Act and Regulation 16, 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) in line with the Memorandum & Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Company (hereinafter referred to as the "Board"), Ms. Preeti Vyas (DIN: 02352395), who holds office as an Independent Director up to March 30, 2026, be and is hereby reappointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from March 31, 2026, until March 30, 2031 (both days inclusive), on the terms provided in the Explanatory Statement and shall not be liable to retire by rotation.

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

**3. Re-appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Act and Regulation 16, 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) in line with the Memorandum & Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Company (hereinafter referred to as the "Board"), Mr. Yogesh Chaudhary (DIN: 01040036), who holds office as an Independent Director up to March 16, 2026, be and is hereby reappointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from March 17, 2026, until March 16, 2031 (both days inclusive), on the terms provided in the Explanatory Statement and shall not be liable to retire by rotation.

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

By Order of the Board of Directors

Sd/-

**Rajeev Agrawal**

**Company Secretary & Compliance Officer**

**Membership No.: A18877**

**Date:** February 5, 2026

**Place:** Mumbai

**EXPLANATORY STATEMENT***[Pursuant to section 102(1) of the Companies Act, 2013]*

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

**Item No. 1 Re-appointment of Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director:**

Mr. Arun Kumar Adhikari was appointed as an Independent Director at the 14<sup>th</sup> Annual General Meeting of the Company held on September 9, 2021, for a period of 5 (five) consecutive years, effective from May 19, 2021 until May 18, 2026. His first term as an Independent Director of the Company will expire on May 18, 2026. Accordingly, Mr. Adhikari is proposed to be reappointed as an Independent Director of the Company for a second term commencing from May 19, 2026 until January 19, 2029.

Pursuant to the performance evaluation of Mr. Adhikari and considering his seniority, expertise and vast experience and significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on February 5, 2026, approved the re-appointment of Mr. Adhikari as an Independent Director of the Company for a second term commencing from May 19, 2026 until January 19, 2029, subject to the approval of the Members of the Company being sought *via* this Postal Ballot Notice.

The Brief profile and areas of expertise of Mr. Adhikari is provided as under:

<b><u>Qualification</u></b>	B. Tech. (Chemical Engineering) from IIT, Kanpur; MBA from IIM Calcutta; Advanced Management Program at The Wharton School, University of Pennsylvania, USA
<b><u>Experience</u></b>	<p>a) He Joined Hindustan Unilever Limited as Management Trainee in 1977 and was with Unilever through his full career and retired from Unilever in January 2014 Senior Vice-President for Unilever Laundry Category across Asia and Africa (Singapore).</p> <p>b) He has worked with McKinsey &amp; Company in India as Senior Advisor from May 2014 for 4 years, supporting the Consumer Practice and working extensively with McKinsey clients across Consumer and non-Consumer businesses on Marketing and Sales strategy related areas.</p> <p>c) He is Currently an Independent Director on the Boards of the Company, Aditya Birla Lifestyle Brands Limited, Hindalco Industries Limited, Aditya Birla Capital Limited, Voltas Limited and Aditya Birla Sunlife Insurance Company Limited.</p>
<b><u>Skills &amp; Competencies</u></b>	Corporate Governance, Legal and Compliance, Environmental and Social Sustainability, Finance Literacy, General Management, Human Resource Development, Marketing, Risk Management and Strategic Expertise.

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

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

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

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

Draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members of the Company.

Except Mr. Adhikari, none of the Director(s) and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution.

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

**Item No. 2 Re-appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director:**

Ms. Preeti Vyas was appointed as an Independent Director at the 14<sup>th</sup> Annual General Meeting of the Company held on September 9, 2021, for a period of 5 (five) consecutive years, effective from March 31, 2021 until March 30, 2026. Her first term as an Independent Director of the Company will expire on March 30, 2026. Accordingly, Ms. Vyas is proposed to be reappointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from March 31, 2026, until March 30, 2031.

Pursuant to the performance evaluation of Ms. Vyas considering her expertise and vast experience and significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC") at its meeting held on

February 5, 2026, approved the re-appointment of Ms. Vyas as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from March 31, 2026, until March 30, 2031, subject to the approval of the Members of the Company being sought *via* this Postal Ballot Notice.

The Brief profile and areas of expertise of Ms. Vyas is provided as under:

<b><u>Qualification</u></b>	Graduated from the National Institute of Design.
<b><u>Experience</u></b>	<p>a) She is an independent entrepreneur who has steered Vyas Giannetti Creative to a top position in India as an Integrated Design and Communication Consultancy, with a portfolio of Marquee clients.</p> <p>b) She has been counted among 50 most influential women in India by Impact and Verve magazines. Ranked as one of the top creative minds by the Economic Times and named one of the 25 most Powerful Women in Indian business by Business Today.</p> <p>c) She has served on the Juries of Cannes Awards, D&amp;Ad London, New York Festivals and others and involved in the Design education space as a consultant for many institutions.</p> <p>d) Conferred with the Women Disruptors Life Time Achievement Award by Ad Gully and has been featured in two books; Sheroes amongst us, and Women and Money. She has also served on the Indian Design Council.</p> <p>e) She is currently an Independent Director on the Boards of the Company, Aditya Birla Real Estate Limited, Aditya Birla Lifestyle Brands Limited, Novel Jewels Limited, Goodview Fashion Private Limited, Indivinity Clothing Retail Private Limited and Aditya Birla Renewables Limited.</p>
<b><u>Skills &amp; Competencies</u></b>	Strategic Expertise and General Management, Industry Knowledge and Marketing, Technology Digitisation & Innovation, Sustainability.

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

Ms. Vyas has provided a declaration to the Board, stating that she:

- a. meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations;
- b. is qualified to be reappointed as a Director in terms of Section 164 of the Act and has provided her consent to act as a Director;
- c. is not been debarred from holding the office of a director by virtue of any order passed by Securities and Exchange Board of India or any other such authority;

- d. is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company in term of Regulation 25(8) of the SEBI Listing Regulations and
- e. is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 of the Act, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

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

Draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members of the Company.

Except Ms. Vyas, none of the Director(s) and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 2 of this Notice with respect to the re-appointment of Ms. Vyas as an Independent Director for approval of the Members of the Company *via* Special Resolution.

**Item No. 3 Re-appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director:**

Mr. Yogesh Chaudhary was appointed as an Independent Director at the 14<sup>th</sup> Annual General Meeting of the Company held on September 9, 2021, for a period of 5 (five) consecutive years, effective from March 17, 2021 until March 16, 2026. His first term as an Independent Director will expire on March 16, 2026. Accordingly, Mr. Chaudhary is proposed to be re-appointed as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from March 17, 2026 until March 16, 2031.

Pursuant to the performance evaluation of Mr. Chaudhary and considering his expertise and vast experience and significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on February 5, 2026, approved the re-appointment of Mr. Chaudhary as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from March 17, 2026 until March 16, 2031 subject to the approval of the Members of the Company being sought *via* this Postal Ballot Notice.

The Brief profile and areas of expertise of Mr. Chaudhary is provided as under:

<b>Qualification</b>	2 years of Management Education from Boston College, USA
<b>Experience</b>	<p>a) Mr. Chaudhary is an experienced Entrepreneur and is a Director of Jaipur Rugs Company Limited, since last 20 years. Jaipur Rugs, makes handcrafted luxury Carpets and have a Group Turnover of more than Rs. 1000 Crores. They export Carpets to more than 100 countries and have stores in global cities like Milan, Dubai, London,</p>

	<p>Singapore, Shanghai, Beijing and Samara</p> <p>b) He possesses immense entrepreneurial abilities with perfect business approach and has deep knowledge of Retail Sector. He is also a part of the prestigious Entrepreneurs Organization (EO).</p> <p>c) Mr. Chaudhary is also a Founding Partner of “Warmup Ventures”, a founder’s led sector agnostic technology focused Micro VC fund investing in seed and pre seed stages.</p> <p>d) He is currently an Independent Director on the Boards of the Company, Aditya Birla Lifestyle Brands Limited, Goodview Fashion Private Limited and House of Masaba Lifestyle Private Limited.</p>
<b><u>Skills &amp; Competencies</u></b>	Strategic Expertise and General Management, Industry Knowledge, Technology Digitisation & Innovation, Sustainability and Risk Management.

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

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

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

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

Draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members of the Company.

Except Mr. Chaudhary, none of the Director(s) and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Special Resolution.

Considering the above, the Board of Directors recommends the resolution as set out at item no. 3 of this Notice with respect to the re-appointment of Mr. Chaudhary as an Independent Director for approval of the Members of the Company *via* Special Resolution.

## ADDITIONAL DISCLOSURE

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

Name of Director	Mr. Arun Kumar Adhikari	Ms. Preeti Vyas	Mr. Yogesh Chaudhary																
DIN	00591057	02352395	01040036																
Date of Birth/Age	January 20, 1954/ 72 years	November 26, 1956/ 69 years	October 9, 1986/ 39 years																
Date of First Appointment	May 19, 2021 as an Independent Director	March 31, 2021 as an Independent Director	March 17, 2021 as an Independent Director																
Qualification and Experience	Please refer to the explanatory statement forming part of this Notice.																		
Terms & conditions of the appointment/ re-appointment	Re-appointment as an Independent Director for a second term of commencing from May 19, 2026 until January 19, 2029 and shall not liable to retire by rotation.	Re-appointment as an Independent Director for a second term of 5 (Five) consecutive years commencing from March 31, 2026 until March 30, 2031 and shall not liable to retire by rotation.	Re-appointed as an Independent Director for a second term of 5 (Five) consecutive years commencing from March 17, 2026 until March 16, 2031 and not liable to retire by rotation.																
Past Remuneration drawn from the Company (Sitting Fees)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Financial years</th> <th style="text-align: left;">Mr. Arun Kumar Adhikari</th> <th style="text-align: left;">Ms. Preeti Vyas</th> <th style="text-align: left;">Mr. Yogesh Chaudhary</th> </tr> </thead> <tbody> <tr> <td>FY 2025-26*</td> <td>8.35</td> <td>3.40</td> <td>4.60</td> </tr> <tr> <td>FY 2024-25</td> <td>11.40</td> <td>6.65</td> <td>7.45</td> </tr> <tr> <td>FY 2023-24</td> <td>9.20</td> <td>4.65</td> <td>5.45</td> </tr> </tbody> </table> <p style="text-align: center;">*up to February 5, 2026</p>			Financial years	Mr. Arun Kumar Adhikari	Ms. Preeti Vyas	Mr. Yogesh Chaudhary	FY 2025-26*	8.35	3.40	4.60	FY 2024-25	11.40	6.65	7.45	FY 2023-24	9.20	4.65	5.45
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Remuneration sought to be paid	Remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company.																		
Shareholding in the Company including shareholding as a beneficial owner	Nil																		
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None																		
Number of Board meetings attended	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of Directors</th> <th style="text-align: left;">FY 2025-26*</th> <th style="text-align: left;">FY 2024-25</th> <th style="text-align: left;">FY 2023-24</th> </tr> </thead> <tbody> <tr> <td>Mr. Arun Kumar Adhikari</td> <td>4 out of 4</td> <td>7 out of 7</td> <td>5 out of 5</td> </tr> <tr> <td>Ms. Preeti Vyas</td> <td>4 out of 4</td> <td>7 out of 7</td> <td>5 out of 5</td> </tr> <tr> <td>Mr. Yogesh Chaudhary</td> <td>4 out of 4</td> <td>7 out of 7</td> <td>5 out of 5</td> </tr> </tbody> </table> <p style="text-align: center;">*up to February 5, 2026</p>			Name of Directors	FY 2025-26*	FY 2024-25	FY 2023-24	Mr. Arun Kumar Adhikari	4 out of 4	7 out of 7	5 out of 5	Ms. Preeti Vyas	4 out of 4	7 out of 7	5 out of 5	Mr. Yogesh Chaudhary	4 out of 4	7 out of 7	5 out of 5
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Name of Director	Mr. Arun Kumar Adhikari	Ms. Preeti Vyas	Mr. Yogesh Chaudhary			
<b>List of other companies in which directorship is held<sup>(2)</sup></b>	<b>Equity Listed Company (ies):</b> <ul style="list-style-type: none"> <li>1. Aditya Birla Lifestyle Brands Limited</li> <li>2. Hindalco Industries Limited</li> <li>3. Aditya Birla Capital Limited</li> <li>4. Voltas Limited</li> </ul> <b>Debt Listed Company (ies):</b> <ul style="list-style-type: none"> <li>1. Aditya Birla Sun Life Insurance Company Limited</li> <li>1. Aditya Birla Renewables Limited</li> </ul> <b>Unlisted Company (ies):</b> <table> <tr> <td>1. Voltbek Home Appliances Private Limited</td> <td> <ul style="list-style-type: none"> <li>1. Goodview Fashion Private Limited</li> <li>2. Indivinity Clothing Retail Private Limited</li> <li>3. Birla Estates Private Limited</li> <li>4. Novel Jewels Limited</li> </ul> </td> <td> <ul style="list-style-type: none"> <li>1. Goodview Fashion Private Limited</li> <li>2. Jaipur Rugs Company Limited</li> <li>3. Shyam Ahuja Private Limited</li> <li>4. Marie-Anne Jaipur Private Limited</li> <li>5. House of Masaba Lifestyle Private Limited</li> </ul> </td> </tr> </table>			1. Voltbek Home Appliances Private Limited	<ul style="list-style-type: none"> <li>1. Goodview Fashion Private Limited</li> <li>2. Indivinity Clothing Retail Private Limited</li> <li>3. Birla Estates Private Limited</li> <li>4. Novel Jewels Limited</li> </ul>	<ul style="list-style-type: none"> <li>1. Goodview Fashion Private Limited</li> <li>2. Jaipur Rugs Company Limited</li> <li>3. Shyam Ahuja Private Limited</li> <li>4. Marie-Anne Jaipur Private Limited</li> <li>5. House of Masaba Lifestyle Private Limited</li> </ul>
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<b>Listed entities from which resigned as a director in the past three years</b>	<ul style="list-style-type: none"> <li>1. Vodafone Idea Limited</li> <li>2. Ultratech Cement Limited</li> </ul>	Nil	Nil			
<b>Justification for choosing the appointee for appointment as independent director</b>	Please refer to the explanatory statement forming part of this Notice.					
<b>Chairperson/Member of the Committee(s) of the Board of Directors of the Company<sup>(3)</sup></b>	<b>Member: Audit Committee</b>	<b>Chairperson: Stakeholders Relationship Committee</b>	<b>Member: Stakeholders Relationship Committee</b>			
<b>Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member/ Chairperson<sup>(3)</sup></b>	<b>Membership - Audit Committee</b> <ul style="list-style-type: none"> <li>1. Aditya Birla Lifestyle Brands Limited</li> <li>2. Aditya Birla Capital Limited</li> <li>3. Voltas Limited</li> <li>4. Hindalco Industries Limited</li> <li>5. Aditya Birla Sun Life Insurance Company Limited</li> <li>1. Aditya Birla Real Estate Limited</li> <li>2. Aditya Birla Renewables Limited</li> <li>3. Goodview Fashion Private Limited</li> <li>4. Novel Jewels Limited</li> </ul>					

Name of Director	Mr. Arun Kumar Adhikari	Ms. Preeti Vyas	Mr. Yogesh Chaudhary
<b>Membership - Stakeholders Relationship Committee</b>			
	1. Aditya Birla Lifestyle Brands Limited 2. Aditya Birla Capital Limited	1. Aditya Birla Real Estate Limited	Nil
<b>Chairperson - Audit Committee</b>			
Nil		1. Indivinity Clothing Retail Private Limited	1. Goodview Fashion Private Limited 2. House of Masaba Lifestyle Private Limited
<b>Chairperson - Stakeholders Relationship Committee</b>			
Nil		Nil	1. Aditya Birla Lifestyle Brands Limited

**Notes:**

- (1) Details stated above are as on the date of this Notice i.e., February 5, 2026.
- (2) Directorship in other Companies as on date of this Notice excludes this company, foreign companies and companies formed under section 8 of the Act.
- (3) In terms of the applicable provisions of the Regulation 26 of SEBI Listing Regulations, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not.

**NOTES FOR MEMBERS' ATTENTION**

1. The Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from the Depositories as on Tuesday, February 3, 2026 ("cut-off date"). A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
2. Mr. Dilip Bharadiya (FCS 7956 & C.P. No. 6740) and failing him Ms. Shivangini Gohel, (ACS 25740 & C.P. No. 9205), Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries ("Scrutinizer") have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.

**3. AUTHORISED REPRESENTATIVE**

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

The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail ID to Ms. Shivangini Gohel/ Mr. Dilip Bharadiya, at [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to the Company Secretary at [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com), not later than Tuesday, March 10, 2026.

**4. DOCUMENTS OPEN FOR INSPECTION**

All documents referred to in the Notice will be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice till the last date of the remote e-voting process. Members seeking to inspect such documents can send an e-mail at [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com)

**5. REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY**

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

## 6. REMOTE E-VOTING: PROCEDURE

Pursuant to Section 108 of the Act, Rule 20 of the Rules, as amended, Regulation 44 of the Listing Regulations and the Circulars, the Company is pleased to provide the facility to the Members to exercise their right to vote, on the resolution proposed to be passed by Postal Ballot, by electronic means. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
Registered User		
1.	The URL for users to login for NSDL IDeAS facility: <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 are <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> and click on "Login" and select "My Easi New (Token)".
First time user		
2.	Once the home page of e-Services is launched, click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID, Password and Verification code & click on " <b>Log-in</b> ".	Login through their user id and password.
3.	After successful authentication, you will be able to see e-Voting services under Value added services section. 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" or "evoting link displayed alongside Company's Name" for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
4.	Click on company name or e-Voting service provider name i.e. "MUFG InTime" and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.	Click on e-Voting service provider name and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

First time user

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
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/Home/EasiRegistration">https://web.cDSLindia.com/myeasitoken/Home/EasiRegistration</a> / <a href="https://web.cDSLindia.com/myeasitoken/Home/EasiestRegistration">https://web.cDSLindia.com/myeasitoken/Home/EasiestRegistration</a> or <a href="http://www.cDSLindia.com">www.cDSLindia.com</a>
<b>Alternative Method</b>		
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 “ <b>Login</b> ” 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” or “evoting link displayed alongside Company’s Name” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. MUFG InTime. Click on “Link InTime/MUFG InTime” and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

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

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

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 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) InstaVote: For Individual Shareholders holding securities in physical mode/ Non- Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of LINKINTIME is given below:**

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: <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: -  A. <b>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 260047 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.	

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
	<b>C. Date of Birth (DOB)/ Date of Incorporation</b> (DOI): 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.	
	(i) For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above	
	(ii) For members holding shares in demat account held with NSDL : Shall provide 'D' above	
	(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above	
3.	Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one alphabet and at least one capital letter].	(Skip step)
4.	Click on 'confirm' and your password will be generated.	(Skip step) [Use your existing password]
5.	Click on 'Login' under the 'SHAREHOLDER' tab.	
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select 'View' icon and the e-voting page will appear.	
9.	Refer the Resolution description and cast your vote by selecting your desired option ' <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 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.	
11.	Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.	

### Remote e-voting: Points to remember

1. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of MUFG at <https://instavote.linkintime.co.in/> and register themselves as '**Custodian/ Mutual Fund/ Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/ Mutual Fund/ Corporate Body**' login for the Scrutinizer to verify the same.
2. 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.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: Tel: 022-4918 6000.

## 7. CORRESPONDENCE

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

## 8. VOTING RESULTS

The Scrutinizer will submit the report to the Chairman/ Key Managerial Personnel as authorised by the Board for this purpose after completion of scrutiny of the remote e-voting. The results shall be declared on or before Thursday, March 12, 2026 and will be displayed along with the Scrutiniser's Report:

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

By Order of the Board of Directors

Sd/-

**Rajeev Agrawal**

**Company Secretary & Compliance Officer**

Membership No.: A18877

**Date:** February 5, 2026

**Place:** Mumbai