ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office: Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor,
Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070
CIN: L18101MH2007PLC233901
Tel: +91 8652905000 | **Website:** www.abfrl.com | **E-mail:** secretarial@abfrl.adityabirla.com

Notice of the 19th Annual General Meeting

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited ("the Company") will be held on Tuesday, August 25, 2026 at 3:30 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, 2026 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, 2026 and the Reports of the Auditors thereon.

2) To appoint a Director in place of Mr. Aryaman Vikram Birla (DIN:08456879)**, Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

3) Re-appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to Section 139, 141 and 142 other applicable provision of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014 and Regulation 36 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 re-appoint Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 304026E/E-300009) (PW & Co.) as the Statutory Auditors of the Company, for a second term of 5 (five) consecutive years i.e., from the conclusion of 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting, at a remuneration of ₹ 1.44 Crore (Rupees One Crore Forty-four Lakhs only) plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company for the financial year 2026-27 and further increment(s) for the remaining tenure of the appointment, as may be recommended by the Committee and approved by the Board from time to time.

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

SPECIAL BUSINESS:

4) Re-designation and appointment of Ms. Sangeeta Tanwani (DIN:03321646) **as a Non-Executive Non-Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force), and in line with the Memorandum and Articles of Association of the Company and Nomination Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee (hereinafter referred to as "Committee") and approval of the Board of Directors of the Company (hereinafter referred to as "Board"), consent of the Members be and is hereby accorded to re-designate and appoint Ms. Sangeeta Tanwani, (DIN: 03321646) as a Non-Executive Non-Independent Director of the Company, for a term of 2 (Two) years w.e.f. from August 1, 2026 to July 31, 2028, liable to retire by rotation.

RESOLVED FURTHER THAT the Board except Ms. Sangeeta Tanwani 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

Place: Mumbai
Date: July 11, 2026

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the businesses mentioned in this Notice for the 19th Annual General Meeting of the Members of the Company:

3) Re-appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditors of the Company.

The Members of the Company had approved the appointment of Price Waterhouse & Co Chartered Accountants LLP [Firm Registration Number: 304026E/E-300009] (hereinafter referred to as "PW & Co.") as the Statutory Auditors of the Company to hold office for a period of 5 (five) years i.e., from the conclusion of the 14th Annual General Meeting ("AGM") held on September 9, 2021 until the conclusion of 19th AGM.

The Board of Directors of the Company at its meeting held on May 25, 2026 based on the recommendation of Audit Committee, approved the re-appointment of PW & Co. as the Statutory Auditors of the Company ("Proposed Re-appointment"), subject to the approval of the Members of the Company being sought via this Notice.

The Proposed re-appointment shall be in terms of the Section 139, 141 and 142 other applicable provision of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014 and Regulation 36 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 proposed re-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:

Price Waterhouse & Co Chartered Accountants LLP ("PW & Co."), having a Firm Registration No. 304026E/E-300009, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. PW & Co. was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The registered office of the Firm is at Plot No. 56 & 57, Block DN, Sector V, Salt Lake, Kolkata - 700 091 and has nine (9) branch offices in various cities in India.

PW & Co. is primarily engaged in providing assurance and auditing services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. PW & Co. holds a valid peer review certificate and serves as auditor to several companies listed on Indian stock exchanges.

b. Eligibility and Qualifications:

PW & Co. has provided its eligibility certificate dated May 23, 2026 to act as the Statutory Auditors and has also confirmed that the re- appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 ("Act") and is not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(2) and Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

c. Term of re-appointment:

For a second term of 5 (Five) consecutive years i.e., from the conclusion of 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company.

d. Fees:

₹ 1.44 Crore (Rupees One Crore Forty-four Lakhs only) plus applicable taxes and other out-of-pocket expenses for financial year 2026-27 and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and PW & Co. In addition to the Statutory audit, PW & Co. 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/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above and evaluation of the past performance, experience & expertise of PW & Co., the Board of Directors recommends the resolution as set out at item no. 3 of this Notice with respect to the re-appointment of PW & Co. as the Statutory Auditors of the Company, for approval of the Members of the Company as an Ordinary Resolution.

4) Re-designation and appointment of Ms. Sangeeta Tanwani (DIN:03321646) **as a Non-Executive Non-Independent Director of the Company.**

The Members of the Company at the 14th Annual General Meeting ("AGM") held on September 9, 2021 had approved the appointment of Ms. Sangeeta Tanwani as the Whole-time Director ("WTD") of the Company for a term of 5 (five) years w.e.f. from February 24, 2021 to February 23, 2026. Subsequently, considering her continued contributions to the Company, the Members had approved her re-appointment as a WTD at the 18th AGM held on September 23, 2025, up to January 31, 2027.

The Company has received a letter from Ms. Sangeeta Tanwani expressing her desire to relinquish her position of WTD of the Company and CEO-Pantaloons, with effect from closure of business hours of July 31, 2026. Considering her vast experience, expertise and significant contributions to the Company, and based on the recommendation of the Nomination and Remuneration Committee (hereinafter referred to as "NRC"), the Board of Directors (hereinafter referred to as "Board") approved the re-designation and appointment of Ms. Sangeeta Tanwani as a Non-Executive Non-Independent Director of the Company for a term of 2 (two) years with effect from August 1, 2026 to July 31, 2028, liable to retire by rotation, subject to the approval of the Members of the Company being sought via this Notice.

The Company has received a notice from a Member pursuant to Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Tanwani for the office of Director of the Company.

Ms. Sangeeta Tanwani has provided to the Board:

a. consent to act as a Non-Executive Non-Independent Director of the Company;

b. declaration that she is not disqualified to be as a Director in terms of provisions of Section 164 of the Companies Act, 2013 ("Act") and

c. that she 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.

Ms. Sangeeta Tanwani will be paid remuneration by way of the sitting fees for attending the meetings of the Board and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Board, which shall be within the limits stipulated under Section 197 of the Act subject to the approval of the Members from time to time, if any.

In terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS -2") issued by the Institute of Company Secretaries of India, brief profile of Ms. Tanwani and other requisite information, forms part of the **Annexure A** of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Ms. Tanwani and her relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

Considering the above, the Board recommends the resolution as set out at item no. 4 of this Notice with respect to the re-designation and appointment of Ms. Sangeeta Tanwani as a Non-executive Non-Independent Directors of the Company, for approval of the Members of the Company as an Ordinary Resolution.

ANNEXURE A [1]

Details of the Directors seeking Appointment/Re-appointment in terms of Secretarial Standard -2 of 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 & 4 of this Notice)

Name of the Director	Mr. Aryaman Vikram Birla	Ms. Sangeeta Tanwani
DIN	08456879	03321646
Date of Birth/Age	July 09, 1997/ 29 Years	January 24, 1966/ 60 Years
Date of First Appointment	January 30, 2023, as a Non-Executive Director	February 24, 2021, as the Whole-time Director
Expertise in specific functional areas	• Corporate Governance, Legal & Compliance • Financial Literacy • General Management • Human Resource Development • Industry Knowledge • Technology, Digitisation & Innovation • Marketing • Risk Management • Strategic Expertise • Sustainability	• Financial Literacy • Strategic Expertise • General Management • Industry Knowledge • Marketing • Risk Management • Sustainability • Technology, Digitisation & Innovation
Qualification	a) MBA (Honors), Harvard Business School; b) Masters in Global Finance, Bayes Business School and c) Bachelor of Commerce, University of Mumbai.	a) MBA, University of Pune and b) Bachelor of Pharmacy, University of Mumbai
Brief resume and experience	Aryaman Vikram Birla is a seventh-generation member of the Birla family and part of the leadership team of the Aditya Birla Group. He leads the Group's portfolio strategy agenda, alongside its Fashion, Renewables, Hospitality, and Venture Capital businesses. Aryaman has played a leading role in several of the Group's most important strategic initiatives, spanning landmark acquisitions, primary capital raises, new consumer platforms, venture investments, and global partnerships. Most recently, he spearheaded the Group's $1.8 billion acquisition of Indian Premier League franchise Royal Challengers Bengaluru (RCB), alongside marquee partners including Blackstone, Bolt Ventures, and the Times Group. He has also helped shape the Group's next phase of growth across high-potential sectors. In Renewables, he led Aditya Birla Renewables' primary capital raise from Global Infrastructure Partners, part of BlackRock, one of India's largest primary capital infusions in the renewable energy sector, helping scale the Group's clean energy platform. In Hospitality and consumer lifestyle, he led the acquisition of KA Hospitality and the partnership to bring Joe & The Juice to India, strengthening the Group's presence across premium hospitality and lifestyle brands. Through Aditya Birla Ventures, he has also led minority investments across emerging sectors including consumer products, space technology, fintech, and other high-growth new-age businesses. He serves on the board of the Aditya Birla Management Corporation, the Group's apex decision-making body, and is also a Director on the boards of several key Group Companies. Aryaman holds an MBA with Honours from Harvard Business School. Prior to joining the Aditya Birla Group, he was a first-class cricketer	Sangeeta Tanwani brings over three decades of leadership experience across FMCG, Retail and pharmaceuticals. Since joining the Aditya Birla Fashion and Retail Limited in 2018, she led a strategic transformation of Pantaloons, strengthening brand positioning, product portfolio, retail experience, and adopting a capital-light model to scale successfully in the masstige fashion segment. She spearheaded the Company's entry into the deep-value fashion segment, building Style Up and transforming it into OWND! a youth-focused brand reflecting sharp customer insight and strong understanding of India's evolving fashion landscape.
Terms & Conditions of appointment/ re-appointment	Proposed to be appointed as a Non-Executive Non-Independent Director, liable to retire by rotation.	
Past Remuneration drawn from the Company (FY 2025-26)	Sitting Fees: ₹ 3.75 Lakhs	Remuneration as a Whole time Director: ₹ 7.72 Crores.
Remuneration sought to be paid	Remuneration drawn from the Company shall comprise of the sitting fees paid for attending the Board and/or Committee Meeting and commission, if any.	
Shareholding in the Company as on March 31, 2026	4,25,000 Equity Shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Aryamam Vikram Birla is son of Mr. Kumar Mangalam Birla and brother of Ms. Ananyashree Birla, Non-Executive Directors of the Company. He is not related to any of the other existing Directors, Manager or the Key Managerial Personnel of the Company.	Ms. Sangeeta Tanwani is not related to any of the existing Directors, Manager or the Key Managerial Personnel of the Company.
Number of Board meetings attended during FY 2025 - 2026	5 Board Meetings of the Company were held during the year, and Mr. Aryaman Vikram Birla had attended all the Meetings.	5 Board Meetings of the Company were held during the year, and Ms. Sangeeta Tanwani had attended 4 Meetings.

Name of the Director	Mr. Aryaman Vikram Birla	Ms. Sangeeta Tanwani
List of other companies in which Directorship is held[2]	**S. No. – Listed Company(ies):** 1. Hindalco Industries Limited 2. Aditya Birla Lifestyle Brands Limited 3. Grasim Industries Limited **S. No. – Unlisted Company(ies):** 1. Aditya Birla New Age Hospitality Private Limited 2. Aditya Birla New Age Advisory Services Private Limited 3. Aditya Birla New Age Restaurants and Cafe Private Limited 4. Aditya Birla Digital Fashion Ventures Limited 5. Aditya Birla Management Corporation Private Limited 6. Aditya Birla Elixir Private Limited 7. Aditya Birla Renewables Limited	**S. No. – Listed Company(ies):** 1. Sula Vineyards Limited 2. International Gemmological Institute (India) Limited 3. OnEMI Technology Solutions Limited **S. No. – Unlisted Company(ies):** 1. Signify Innovations India Limited 2. Aditya Birla Digital Fashion Ventures Limited
Listed entities from which resigned as a Director in the past three years	None	None
Chairperson/Member of the Committee(s) of the Board of Directors of the Company[3]	None	None
Chairperson / Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson[3]	None	**Chairperson of Committee(s)** Nil **Membership of Committee(s)** **Audit Committee:** **S. No. – Listed Company(ies):** 1. Sula Vineyards Limited 2. International Gemmological Institute (India) Limited 3. On EMI Technology Solutions Limited **S. No. – Unlisted Company(ies):** 1. Signify Innovations India Limited

Notes:

*(1) Details stated in **Annexure A** are as on the date of the Annual General Meeting notice i.e. July 11, 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 Companies Act, 2013.

(3) In terms of the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Chairpersonship and Memberships 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. Explanatory Statements

Pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings issued by 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) inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ('MCA Circulars'), has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ('SEBI'), vide Regulations 36, 44 and 58 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') have provided relaxations from compliance with certain provisions relating to the sending of Annual Report to security holders as well as appointing of proxy.

In compliance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and MCA Circulars, the 19th AGM of the Company is being held through VC/OAVM on Tuesday, August 25, 2026, at 3:30 p.m. (IST). The deemed venue for the AGM will be the Registered Office of the Company at Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400070. Since the AGM will be held through VC/OAVM, 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 19th Annual General Meeting

a) In compliance with the circulars, Notice of the AGM along with the Integrated Annual Report 2025-26 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") / Depositories.

b) Members may note that the Notice of the AGM along with the Integrated Annual Report 2025-26 will also be available on the following websites:

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

Additionally, as per Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Integrated Annual Report for the FY 2025-26, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/Depository Participants/Registrar and Share Transfer Agent.

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.abfrl.com/investors/update-contact-details/ or with the RTA.

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 Secretarial Standard - 2 on General Meetings issued by Institute of Company Secretaries of India and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out in **Annexure A**, which also form part of this Notice.

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.

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 Mr. Avinash Bagul / Mr. Kalidas Ramaswami, at ab@bnpassociates.in / kr@bnpassociates.in and support@bnpassociates.in, with a copy marked to the Company Secretary & Compliance Officer at secretarial@abfrl.adityabirla.com .

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

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, ("Act") and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, August 25, 2026. Members seeking to inspect such documents can send an email to secretarial@abfrl.adityabirla.com mentioning his / her / its folio number / DP ID and Client ID.

9. E-voting

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the 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/DPs 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 Mr. Avinash Bagul, (FCS 5578 & C.P. No. 19862) and failing him Mr. Kalidas Ramaswami, (FCS 2440 & C.P. No. 22856), Partners of M/s. BNP & 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

Cut-off date (for determining the Members entitled to vote on the resolutions set forth in this Notice)		:	Tuesday, August 18, 2026
Remote e-voting period (During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting)	**Commence from**	:	9:00 a.m. IST, Friday, August 21, 2026
	End at	:	5.00 p.m. IST, Monday, August 24, 2026 (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 ("NSDL")	:	https://eservices.nsdl.com or directly through your depository participant
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) ("CDSL")	:	https://web.cdslindia.com/myeasitoken/Home/Login or https://www.cdslindia.com or directly through your depository participant
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode	:	https://instavote.linkintime.co.in

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
	Registered User	
1.	The URL for users to login for NSDL IDeAS facility: https://eservices.nsdl.com either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest facility are https://web.cdslindia.com/myeasitoken/Home/Login or https://www.cdslindia.com and click on login icon & New System Myeasi Tab.

Step no.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
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 my easi 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.
	First time user	
5.	Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration or www.cdslindia.com
	Alternative Method	
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsdl.com either on a personal computer or on a mobile.	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.
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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022- 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(2) 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: https://instavote.linkintime.co.in	
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - **A. User ID:** Enter your User ID	(Skip step)

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
	(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 (260475) followed by the Folio number registered with the Company	
	B. Permanent Account Number (PAN): Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.		
	C. Date of Birth (DOB) / Date of Incorporation (DOI): Enter the DOB / DOI (As recorded with your DP / Company - in DD/MM/YYYY format)		
	D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.		
	(i) For members holding shares in demat account held with CDSL :	Shall provide either 'C' or 'D', above	
	(ii) For members holding shares in demat account held with NSDL :	Shall provide 'D' above	
	(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above :	Shall provide their folio number in 'D' above	
3.	Set the password of your choice		
	[The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter].		(Skip step)
4.	Click on 'confirm' and your password will be generated.		(Skip step) [Use your existing password]
5.	click on 'Login' under the 'SHARE HOLDER' 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(s) description and cast your vote by selecting your desired option 'Favour / Against'. (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).		
10.	After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.		
11.	Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.		

(3) 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 LIIPL 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 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 Companies Act, 2013.

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: https://instameet.in.mpms.mufg.com
2.	Select the "Company" and 'Event Date' and register with your following details: -

Step no.	For all shareholders	
	A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No:	
	(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	: Folio number registered with the Company
	B. PAN: 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.	
	C. Mobile No.: Enter your mobile number.	
	D. E-mail ID: 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 instameet@in.mpms.mufg.com or contact on: - Tel: 022-49186175.

11. Speaker registration for the AGM

1. 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 till Wednesday, August 12, 2026 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfrl.adityabirla.com
2. Only those Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
4. 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 (Members may also refer a tutorial video available on www.youtube.com/watch?v=U2C9BVtGVrk).
5. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
6. 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.
7. Other Shareholder may ask questions to the panellist, via active chat-box during the meeting.

The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till Wednesday, August 12, 2026 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfrl.adityabirla.com These queries will be replied to by the Company suitably by e-mail.

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

Step no.	For all shareholders
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.mufg.com or contact on: - Tel: 022-49186175.

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, August 18, 2026 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.mufg.com or secretarial@abfrl.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).

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, 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, August 27, 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 and

iii on the website of MUFG i.e. https://instavote.linkintime.co.in and the Stock Exchanges i.e. www.bseindia.com and www.nseindia.com .

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.

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.

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.

18. Information to Shareholders

As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or MIIPL or can download the form from website of the Company. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

19. MEMBERS ARE REQUESTED TO PLEASE READ THE "COMPANY'S RECOMMENDATIONS TO THE SHAREHOLDERS" PROVIDED IN THE "GENERAL SHAREHOLDER INFORMATION" SECTION OF THE INTEGRATED ANNUAL REPORT FOR 2025-26.

By Order of the Board

Sd/-
Rajeev Agrawal
Company Secretary & Compliance Officer
Membership No.: A18877

Place: Mumbai
Date: July 11, 2026

Important Dates

Dates	Events
Wednesday, August 12, 2026	Last day to register as speaker or send queries
Tuesday, August 18, 2026	Cut-off Date to determine the members who shall be entitled to vote on the resolutions set forth in this Notice.
Friday, August 21, 2026	Commencement of remote e-voting at 9:00 a.m. IST
Monday, August 24, 2026	End of remote e-voting at 5:00 p.m. IST
Tuesday, August 25, 2026	Date of AGM and Participate in AGM @ 3:30 p.m. IST via insta meet or webex
On or before Thursday, August 27, 2026	Announcement of voting results.

Virtual Guide

E-voting	**Commence from**	: 9:00 a.m. IST, Friday, August 21, 2026
	End at	: 5.00 p.m. IST, Monday, August 24, 2026