



January 22, 2025

BSE Limited
Scrip code: 535755

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: Notice of Extra Ordinary General Meeting of Aditya Birla Fashion and Retail Limited
("the Company")

Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
2. Our intimation dated January 15, 2025

Dear Sir/ Madam,

This is further to the above intimation and captioned subject, enclosed herewith the Notice of the Extra Ordinary General Meeting of the Company ("Notice") which is to be held on Thursday, February 13, 2025 at 11:00 a.m. IST through Video Conferencing/Other Audio-Visual Means, to consider and approve the following resolutions:

S. No	Description of Resolutions	Type of Resolution
1.	Issue of equity shares on a preferential basis to Promoter Group	Special
2.	Issue of equity shares on a preferential basis to Qualified Institutional Buyers	Special

In accordance with applicable laws, the said Notice is being sent electronically to all the Members whose e-mail IDs are registered with the Company/ MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*) ("RTA")/ Depositories as on Friday, January 17, 2025 (*"cut-off date"*). The same is also available on the website of the Company i.e. www.abfrl.com and the Company's RTA i.e. at <https://instavote.linkintime.co.in>

The remote e-voting period shall commence on Monday, February 10, 2025 (9:00 a.m. IST) and conclude on Wednesday, February 12, 2025 (5:00 p.m. IST).

This is for your information and records.

Thanking you,

Sincerely,
For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

Encl. as above

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

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

CIN: L18101MH2007PLC233901
Tel.: +91 86529 05000
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Website: www.abfrl.com

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ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office: Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502,
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Notice of the Extra Ordinary General Meeting

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Aditya Birla Fashion and Retail Limited (**"the Company"**) will be held on Thursday, February 13, 2025 at 11:00 a.m. IST through Video Conferencing (**"VC"**)/ Other Audio - Visual Means (**"OAVM"**) to transact the following businesses:

1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER GROUP

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

"RESOLVED THAT pursuant to the applicable provisions of Sections 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 (**"Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions and/or rules and regulations made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**"ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), all other applicable provisions of the Act, rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any (including any statutory modification or re-enactment thereof, for the time being in force), and enabling provisions of the Memorandum of Association and Articles of Association and subject to any approvals, permissions and sanctions from any statutory/ regulatory authority including Securities and Exchange Board of India (**"SEBI"**), BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**), Ministry of Corporate Affairs (**"MCA"**), and / or any other competent authorities as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the **"Board"**/ which shall include a duly constituted committee(s) thereof), consent of Members of the Company be and is hereby accorded to authorize the Board to offer, issue and allot up to 4,08,72,580 fully paid up equity shares at face value of ₹ 10 each (Rupees Ten Only) for cash at a price of ₹ 317.45 (Rupees Three Hundred Seventeen and Forty-Five Paise Only) (includes premium of ₹ 307.45) per equity share aggregating upto ₹ 12,97,50,00,521 (Rupees One Thousand Two Hundred Ninety-seven Crore Fifty Lakhs Five Hundred and Twenty One Only) (**"Equity Shares"**), by way of preferential issue to Piani Investment and Industries Corporation Limited, part of Promoter Group of the Company (**"Promoter Group Allottee"**), on such terms and conditions as may be finalized by the Board and stipulated in the explanatory statement annexed hereto, subject to applicable laws and regulations, including the provisions of the Act and ICDR Regulations.

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the “Relevant Date” for determining the issue price of Equity Shares is Tuesday, January 14, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Promoter Group Allottee by way of preferential issue shall, *inter-alia*, subject to the following:

- a) The full preferential allotment consideration shall be payable by the Promoter Group Allottee on or before the date of the allotment of the Equity Shares in accordance with ICDR Regulations;
- b) The Equity Shares so offered, issued and allotted to the Promoter Group Allottee, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Promoter Group Allottee in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be issued and allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Promoter Group Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations;
- g) The Equity Shares will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and
- h) The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Promoter Group Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and the ICDR Regulations containing the terms and conditions, together with an application form be issued to the Promoter Group Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board or any committee of the Board constituted thereof, be and is hereby authorised to issue and allot Equity Shares to the Promoter Group Allottee and also to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares, as the case may be, to be allotted to the Promoter Group Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approval and listing of shares, appointment of a monitoring agency, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

2. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO QUALIFIED INSTITUTIONAL BUYERS

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

“RESOLVED THAT pursuant to the applicable provisions of Section 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (**“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions and/or rules and regulations made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**“ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), all other applicable provisions of the Act, rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any (including any statutory modification or re-enactment thereof, for the time being in force), provisions under Foreign Exchange Management Act, 1999, as amended from time to time, and the rules and regulations framed thereunder and enabling provisions of the Memorandum of Association and Articles of Association and subject to any approvals, permissions and sanctions from any statutory/ regulatory authority including Securities and Exchange Board of India (**“SEBI”**), BSE Limited and National Stock Exchange of India Limited (**“Stock Exchanges”**), Ministry of Corporate Affairs (**“MCA”**), and/or any competent authority, as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them in granting of such approvals, permissions and sanctions and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as the **“Board”**/ which shall include a duly constituted committee(s) thereof), consent of Members of the Company be and is hereby accorded to authorize the Board to offer, issue and allot up to 3,96,97,838 fully paid up equity shares at face value of ₹ 10each (Rupees Ten Only) for cash at a price of ₹ 272.37 (Rupees Two Hundred Seventy-Two and Thirty-Seven Paise Only) (includes premium of ₹ 262.37) per Equity Share aggregating up to ₹ 10,81,25,00,137 (Rupees One Thousand Eighty-One Crores Twenty-Five lakhs One Hundred and Thirty-Seven Only) (**“Equity Shares”**), by way of preferential issue to the following five qualified institutional buyers belonging to non-promoter category of the Company (**“QIB Allottees”**) on such terms and conditions as may be finalized by the Board and stipulated in the explanatory statement annexed hereto, subject to applicable laws and regulations including the provisions of the Act and ICDR Regulations:

S. No.	Names of Proposed QIB Allottees	Category of the Proposed QIB Allottees	Proposed number of equity shares to be issued
1	Fidelity Blue Chip Growth Fund	Non-Promoter	2,37,73,623
2	Fidelity Blue Chip Growth Commingled Pool		41,08,441
3	Fidelity Blue Chip Growth K6 Fund		55,27,799
4	Fidelity Series Blue Chip Growth Fund		37,82,092
5	FIAM Target Date Blue Chip Growth Commingled Pool		25,05,883

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the “Relevant Date” for determining the issue price of Equity Shares is Tuesday, January 14, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the QIB Allottees by way of Preferential Issue shall, *inter-alia*, be subject to the following:

- a) The full preferential allotment consideration shall be payable by the QIB Allottees on or before the date of the allotment of the Equity Shares in accordance with ICDR Regulations;
- b) The Equity Shares so offered, issued and allotted to the QIB Allottees, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the QIB Allottees in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be issued and allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the QIB Allottees and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations;
- g) The Equity Shares will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and
- h) The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the QIB Allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the QIB Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board or any committee of the Board constituted thereof, be and is hereby authorised to issue and allot Equity Shares to the QIB Allottees and also to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares, as the case may be, to be allotted to the QIB Allottees, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approval and listing of shares, appointment of a monitoring agency, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

By Order of the Board

Sd/-

Anil Malik

President & Company Secretary

Membership No.: A11197

Place: Mumbai

Date: January 22, 2025

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

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

Item 1 & 2

To build a leadership play in the Indian fashion and lifestyle space, the Company over past few years has created multiple large growth platforms across key consumption themes in the Indian fashion market. Each of these initiatives is at a different stage of evolution, with these businesses operating in high-growth markets and are in their early phases of their expansion. To unlock the next phase of growth and drive long-term value creation, we are embarking on a transformative business restructuring.

Pursuant to the proposal for a vertical demerger, upon its effectiveness, western wear brands business will get demerged into a separate company named Aditya Birla Lifestyle Brands Limited. By creating two independently listed entities, we aim to unlock their intrinsic potential, attract focused investor interest and deliver enhanced value to our shareholders.

The balance portfolio operating in high growth markets within the Company viz. value and masstige retail, ethnic brands, luxury retail and digital first brands under ‘TMRW’ will remain part of the Company (“**Demerged ABFRL**”). Each business of Demerged ABFRL is uniquely positioned to play in its respective market and pursue their independent business growth opportunities. To strengthen the balance sheet of Demerged ABFRL to pursue its growth plans, it requires additional capital.

The Board of Directors of the Company (“**Board**”) at its meeting held on Wednesday, January 15, 2025, *inter alia* approved raising funds through issuance of up to 8,05,70,418 fully paid-up equity shares aggregating up to ₹ 23,78,75,00,658 (Rupees Two Thousand Three Hundred Seventy-Eight Crores Seventy-five Lakhs Six Hundred and Fifty-Eight Only) by way of a preferential issue through private placement offer (“**Preferential Issue**”), subject to the shareholder’s approval. The Board in the same meeting also approved raising funds through Qualified Institutional Placement (“**QIP**”) and constitution of a QIP Committee. The QIP Committee of the Board on January 21, 2025, approved allotment of 6,85,83,059 equity shares aggregating to ₹ 18,60,65,83,906.70 (Rupees One Thousand Eight Hundred Sixty Crores Sixty-Five Lakhs Eighty-Three Thousand Nine Hundred and Six and Seventy Paise Only) by way of a QIP.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (**the “Act”**) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company is being sought by way of special resolutions on Preferential Issue at its Extra Ordinary General Meeting to be held on Thursday, February 13, 2025 at 11:00 a.m. (“**EGM**”) through Video Conferencing or Other Audio-Visual Means (“**VC/OAVM**”).

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

a) The maximum number of securities offered, kind of securities and price at which security is being offered and material terms:

- i. up to 4,08,72,580 fully paid-up equity shares of the Company of face value of ₹ 10 each (Rupees Ten Only) for cash at issue price of ₹ 317.45 (Rupees Three Hundred Seventeen and paise Forty-five only) (includes premium of ₹ 307.45) per Equity Share aggregating to an amount up to ₹ 12,97,50,00,521 (Rupees One Thousand Two Hundred Ninety-seven Crore Fifty Lakhs Five Hundred and Twenty One Only), to Pilani Investment and Industries Corporation Limited, part of Promoter Group of the Company (“**Promoter Group Allottee**”) and
- ii. up to 3,96,97,838 fully paid-up equity shares of the Company of face value of ₹ 10 each (Rupees Ten Only) for cash at issue price of ₹ 272.37 (Rupees Two Hundred Seventy-two and paise Thirty-seven only) (includes premium of ₹ 262.37 per Equity Share aggregating to an amount up to ₹ 10,81,25,00,137 (Rupees One Thousand Eighty One Crores Twenty Five Lakhs One Hundred and Thirty Seven Only) to five Qualified Institutional Buyers under Non-Promoter Category (“**QIB Allottees**”) as mentioned below:

S. No.	Names of Proposed QIB Allottees	Category of the Proposed QIB Allottees	Proposed number of Equity Shares to be issued
1	Fidelity Blue Chip Growth Fund	Non-Promoter Category	2,37,73,623
2	Fidelity Blue Chip Growth Commingled Pool		41,08,441
3	Fidelity Blue Chip Growth K6 Fund		55,27,799
4	Fidelity Series Blue Chip Growth Fund		37,82,092
5	FIAM Target Date Blue Chip Growth Commingled Pool		25,05,883

Promoter Group Allottee and QIB Allottees have consented to the proposed Preferential Issue and have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations.

In respect of the equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the equity shares shall be payable at the time of allotment of equity shares.

The material terms of the proposed Preferential Issue of the equity shares are stipulated in the special resolutions set forth in item no.1 & 2 and this explanatory statement.

b) Object of the issue

Subject to compliance with applicable laws and regulations, the issue proceeds are proposed to be utilised as under:

		(₹ In Crore)
S. No.	Purpose for which issue proceeds is proposed to be utilized	Amount
1.	Prepayment or repayment, in full or part, of all or a portion of certain of the outstanding borrowings availed by Demerged ABFRL; and Growth investments towards development of existing businesses viz. value retail, ethnic and luxury businesses within Demerged ABFRL and / or its subsidiaries, joint ventures and Associates.	1,800.00
2.	General Corporate Purpose which includes, inter alia, meeting ongoing general corporate exigencies, contingencies and expenses as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws. *	578.75
Total		2,378.75

*The amount utilised for general corporate purposes does not exceed 25% of the issue proceeds.

While the Company’s funding requirements are based on internal management estimates, operating plans and its growth strategies, we may have to revise our estimates from time to time on account of various factors beyond our control. It is currently proposed to deploy the issue proceeds by the end of Fiscal 2026. Such deployment of issue proceeds will, however, be subject to changes in circumstances or in the Company’s financial condition, business or strategies, market conditions and obtaining necessary approvals / consents, as applicable, in accordance with applicable law. If the issue proceeds are not completely utilised for the Objects by the end of Fiscal 2026, such amounts will be utilised (in part or full) in subsequent periods, as may be determined by the Board, in accordance with applicable law.

Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted.

Further in terms of Regulation 162A of the ICDR Regulations, the Company has appointed ICRA Limited, Monitoring Agency (SEBI registered credit rating agency) to monitor the use of the proceeds of the Preferential Issue.

c) Relevant date:

“Relevant Date” for determining the issue price of Equity Shares is Tuesday, January 14, 2025, being the date 30 (thirty) days prior to the date of EGM i.e. Thursday, February 13, 2025.

d) Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (together referred to as the “Stock Exchanges”). The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

Pricing for allotment on preferential basis	
Promoter Group Allottee	QIB Allottees
In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is ₹ 317.45 per Equity Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following: i. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 317.45 per Equity Share or ii. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. ₹ 272.37 per Equity Share.	In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is ₹ 272.37 per Equity Share to qualified institutional buyer (not exceeding 5(five) in number) which is a price not less than the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

Bansi S. Mehta & Co., Chartered Accountants, having office at Merchant Chamber, 3rd Floor, 41, New Marine Lines, Mumbai – 400020 have computed price of Rs. 317.45 and Rs. 272.37 in accordance with regulation 164 (1) and regulation 164(4) respectively of Chapter V of ICDR Regulations and have issued certificate dated January 14, 2025. The said certificate is available on the Company’s website at www.abfml.com

e) The number of persons to whom allotment of securities on preferential basis have already been made during the year, in terms of number of as well as the price:

The Company has not made any preferential allotment during the current financial year 2024-25.

f) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

Pilani Investment and Industries Corporation Limited, part of Promoter Group of the Company intends to subscribe up to 4,08,72,580 equity shares in the proposed Preferential Issue.

Other than above, none of the promoters, directors, key management personnel or senior management of the Company intends to subscribe the offer.

g) Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body or in-principle approval from the Stock Exchanges, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

S. No.	Name of Proposed Allottees	Identity of natural persons who are Ultimate Beneficial Owner of and/or control the Proposed Allottee
Promoter Group Allottee		
1.	Pilani Investment and Industries Corporation Limited	Pilani Investment and Industries Corporation Limited is a listed company with its equity shares listed on BSE Limited and National Stock Exchange of India Limited.
QIB Allottees		
2.	Fidelity Blue Chip Growth Fund	Stephanie Caron
3.	Fidelity Blue Chip Growth Commingled Pool	Thomas Vercillo
4.	Fidelity Blue Chip Growth K6 Fund	Stephanie Caron
5.	Fidelity Series Blue Chip Growth Fund	Stephanie Caron
6.	FIAM Target Date Blue Chip Growth Commingled Pool	Martin McGee

i) The percentage of the post-preferential issue that may be held by the Proposed Allottees:

S. No.	Name of the Proposed Allottees	Category	Pre-Issue % Holding *	Number of Equity Shares proposed to be allotted	Post Issue % Holding
Promoter Group Allottee					
1.	Pilani Investment and Industries Corporation Limited	Promoter Group	0.35%	4,08,72,580	3.68%

S. No.	Name of the Proposed Allottees	Category	Pre-Issue % Holding *	Number of Equity Shares proposed to be allotted	Post Issue % Holding
QIB Allottees					
2.	Fidelity Blue Chip Growth Fund	Non-Promoter	Nil	2,37,73,623	1.95%
3.	Fidelity Blue Chip Growth Commingled Pool			41,08,441	0.34%
4.	Fidelity Blue Chip Growth K6 Fund			55,27,799	0.45%
5.	Fidelity Series Blue Chip Growth Fund			37,82,092	0.31%
6.	FIAM Target Date Blue Chip Growth Commingled Pool			25,05,883	0.21%

*Calculated after taking into account shares allotted pursuant to Qualified Institutional Placement on January 21, 2025

j) Change in control:

There will be no change in control of the Company consequent to the Preferential Issue.

k) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the preferential issue will be undertaken for cash consideration.

l) The class or classes of persons to whom the allotment is proposed to be made:

The allotment will be made to the entities of part promoter-group and non-promoter category of the Company.

m) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2024-25.

n) Shareholding Pattern of the Company before and after the Preferential Issue:

Attached as **Annexure A**

o) Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:

Current and proposed status	
Promoter Group Allottee	QIB Allottees
Pilani Investment and Industries Corporation Limited is part a Promoter Group of the Company and their status remains same post the preferential issue.	Fidelity Blue Chip Growth Fund; Fidelity Blue Chip Growth Commingled Pool; Fidelity Blue Chip Growth K6 Fund; Fidelity Series Blue Chip Growth Fund; and FIAM Target Date Blue Chip Growth Commingled Pool are currently not holding any equity share in the Company. They will be non-promoter shareholders of the Company post the Preferential Issue.

p) Lock-in period:

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

q) The Company hereby undertakes that:

- i. It would re-compute the price of the equity shares in terms of the provisions of the ICDR Regulations, if required;
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares shall continue to be locked in till the time such amount is paid by the proposed allottees;
- iii. Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower;
- iv. None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- v. It is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- vi. It is eligible to make the Preferential Issue to its proposed allottees under Chapter V of the ICDR Regulations.

r) Practicing Company Secretary Certificate:

A certificate has been obtained from M/s Dilip Bharadiya, Practicing Company Secretary, certifying that the issue of the equity shares on preferential basis is being made in accordance with requirements of the ICDR Regulations. The same is also available on the website of the Company www.abfrl.com.

s) Principal terms of assets charged as securities:

Not applicable

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the proposed Special Resolutions, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolutions with respect to issue of equity shares on a preferential basis to a promoter group company and qualified institutional buyers, as set out in item no. 1 & 2 of this Notice, for approval of the members.

By Order of the Board

Sd/-

Anil Malik

President & Company Secretary

Membership No.: A11197

Place: Mumbai

Date: January 22, 2025

ANNEXURE A

Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No.	Category of shareholders	Pre-Issue *		Post-Issue	
		Total No. of Shares	%	Total No. of Shares	%
A	Promoter holding				
1	Indian				
a.	Individuals/ Hindu undivided family	21,56,877	0.19	21,56,877	0.18
b.	Bodies Corporate	52,53,60,262	46.09	56,62,32,842	46.40
	Sub Total	52,75,17,139	46.28	56,83,89,719	46.57
2	Foreign Promoters				
	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-
	Others	-	-	-	-
	Sub Total	-	-	-	-
	Sub Total (A)	52,75,17,139	46.28	56,83,89,719	46.57
B	Non-Promoters' holding				
1	Institutions				
a.	Mutual Funds	12,81,74,434	11.25	12,81,74,434	10.50
b.	Alternate Investment Funds	22,15,309	0.19	22,15,309	0.18
c.	Banks	69,934	0.01	69,934	0.01
d.	Other Financial Institutions	28,454	-	28,454	-
e.	NBFC Registered with RBI	1,750	-	1,750	-
f.	Insurance Companies	5,10,15,197	4.48	5,10,15,197	4.18
g.	Others	86,944	0.01	86,944	0.01
	Sub-Total	18,15,92,022	15.93	18,15,92,022	14.88
2	Any other Institution (foreign)				
a.	Foreign Portfolio Investors	23,15,96,120	20.32	27,12,93,958	22.23
b.	Others	25,79,916	0.23	25,79,916	0.21
c.	Sub Total	23,41,76,036	20.55	27,38,73,874	22.44
3	Central Government/ State Government(s)	1,560	0.00	1,560	0.00
4	Non-Institutions				
a.	Directors and their relatives (excluding independent directors and nominee directors)	7,08,556	0.06	7,08,556	0.06
b.	Key Managerial Personnel	1,24,564	0.01	1,24,564	0.01
c.	Resident Individuals holding nominal share capital up to Rs 2 lakh	7,62,41,353	6.69	7,62,41,353	6.25
d.	Resident Individuals holding nominal share capital in excess of Rs 2 lakh	5,77,31,153	5.06	5,77,31,153	4.73
e.	Non-Resident Indian (NRI)	57,00,401	0.50	57,00,401	0.47
f.	Foreign Nationals	42,090	-	42,090	-
g.	Foreign Companies	0	-	0	-
h.	Body Corporate	3,16,68,117	2.78	3,16,68,117	2.59
	Others	1,98,97,500	1.75	1,98,97,500	1.63
	Sub - Total	19,21,13,734	16.85	19,21,13,734	15.74

Sr. No.	Category of shareholders	Pre-Issue *		Post-Issue	
		Total No. of Shares	%	Total No. of Shares	%
	Sub-Total (B)	60,78,83,352	53.33	64,75,81,190	53.06
5	Non - Promoter Non - Public Shareholders (Employee Benefit Trust)	44,06,334	0.39	44,06,334	0.36
	Sub - Total (C)	44,06,334	0.39	44,06,334	0.36
	GRAND TOTAL (A+B+C)	1,13,98,06,825	100.00	1,22,03,77,243	100.00

* Pre-Issue shareholding includes 6,85,83,059 equity shares allotted on January 21, 2025 pursuant to Qualified Institutional Placement

Notes for Members' Attention

1. Virtual Meeting

In accordance with the provisions of Companies Act, 2013 (“Act”) read with the rules made thereunder SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circulars No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”), Government of India and the Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as “Relevant Circulars”), and Secretarial Standard - 2 on General Meetings as issued by Institute of Company Secretaries of India (“SS-2”), permitted holding of the Extra Ordinary General Meeting (“EGM” or “Meeting”), through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. Members participating through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

The deemed venue for the EGM 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 - 400 070. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Proxy

The EGM 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 EGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

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/Authorization etc., authorizing its representative to attend the EGM 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 at dilipbcs@gmail.com with a copy marked to the Company Secretary at secretarial@abfirl.adityabirla.com.

4. Document open for inspection

All documents referred to in the EGM Notice will be available electronically for inspection by Members, without payment of any fees, from the date of circulation of this Notice up to the date of EGM i.e. Thursday, February 13, 2025. Members seeking to inspect such documents can send an email to secretarial@abfirl.adityabirla.com.

5. E-voting

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations 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 EGM, by electronic means.

Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 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 (*Formerly Known as Link Intime India Private Limited*) (“**MUFG Intime**”) to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the EGM on InstaMeet.

The Company has appointed Mr. Dilip Bharadiya (FCS:7956 CP:6740) failing him Ms. Shivangini Gohel (ACS:25740, CP:9205), Partners of M/s. Dilip & Associates (FRN: P2005MH091600), Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e., remote e-voting and e-voting at the EGM) in a fair and transparent manner.

Remote e-voting: Important Dates

Cut-off date [for determining the Members entitled to vote on the resolutions set forth in this Notice]	:	Thursday, February 6, 2025
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commence from	: 9:00 a.m. IST, Monday, February 10, 2025
	End at	: 5.00 p.m. IST, Wednesday, February 12, 2025 [The remote e-voting module shall be disabled for voting thereafter by LIPL]

URL for remote e-voting

Type of shareholder	E-voting link
Individual Shareholders holding securities in Demat mode with National Securities Depository Limited	: https://eservices.nsdl.com or directly through your depository participant
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited	: https://web.cdslindia.com/myeasitoken/home/login 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 is www.cdslindia.com and click on login icon & New System Myeasi Tab.
2.	Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under	Login through their user id and password.

	“Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your 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. [LINKINTIME] 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. [LINKINTIME] and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.	Click on e-Voting service provider name and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
First time user		
5.	Option to register is available at https://eservices.nSDL.com Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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. LINKINTIME 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. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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 resolutions proposed to be passed at the EGM, 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.

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. LINKINTIME and you will be redirected to “InstaVote” for casting your vote during the remote e-Voting period.

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

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

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

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote						
1.	Open the internet browser and launch the URL: https://instavote.linkintime.co.in							
2.	<p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Enter your User ID</p> <table border="0"> <tr> <td>(i) For members holding shares in demat account held with CDSL</td> <td>: 16 digits beneficiary ID</td> </tr> <tr> <td>(ii) For members holding shares in demat account held with NSDL</td> <td>: 8 Character DP ID followed by 8 digit client ID</td> </tr> <tr> <td>(iii) For members holding shares in physical form</td> <td>: EVEN (250025) followed by the Folio number registered with the Company</td> </tr> </table> <p>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</p>	(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 (250025) followed by the Folio number registered with the Company	(Skip step)
(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 (250025) followed by the Folio number registered with the Company							

Step no.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
	<p>sequence number provided to you, if applicable.</p> <p>C. Date of Birth (DOB) / Date of Incorporation (DOI): Enter the DOB / DOI (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <hr/> <p>(i) For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above</p> <p>(ii) For members holding shares in demat account held with NSDL : Shall provide 'D' above</p> <hr/> <p>(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above</p>	
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 LIPL at <https://instavote.linkintime.co.in/> and register themselves as '**Custodian/ Mutual Fund/ Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorized 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 a minimum of 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@linkintime.co.in or contact on: Tel: 022-4918 6000.

4) Attending the Meeting through InstaMeet

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

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

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

Attend the Meeting through VC/OAVM: Procedure

Step no.	For all shareholders
1.	Open the internet browser and launch the URL: https://instameet.linkintime.co.in
2.	Select the "Company" and 'Event Date' and register with your following details: - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No: (i) For members holding shares in : 16 digits beneficiary ID, demat account held with CDSL

	(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.	

5) E-voting during the Meeting through InstaMeet

1. Only those shareholders, who are present in the Meeting 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 Meeting.
2. If any Votes are cast by the shareholders through the e-voting available during the Meeting 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 Meeting. However, they will not be eligible to vote at the Meeting.

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 Meeting: 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@linkintime.co.in or contact on: - Tel: 022-49186175.

6) Other information related to e-voting

1. 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., Thursday, February 6, 2025 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
2. Members who have cast their vote by remote e-voting prior to the Meeting will be entitled to attend the Meeting 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.
3. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, February 6, 2025 .
4. 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@linkintime.co.in or secretarial@abfirl.adityabirla.com.
5. 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 Meeting.
6. 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).

7) Speaker registration for the Meeting

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 at least 7 (seven) days prior to meeting i.e. February 6, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfirl.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 Meeting.
7. Other shareholder may ask questions to the panellist, via active chat-board during the Meeting.

The shareholders who do not wish to speak during the Meeting but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. February 6, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfirl.adityabirla.com. These queries will be replied to by the Company suitably by e-mail.

8) General Instructions

1. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
2. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
3. 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.
4. At the Meeting, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the Meeting.
5. The results along with the consolidated Scrutinizer's Report shall be declared by means of dissemination on the website of the Company i.e. www.abfrrl.com and website of Link Intime i.e. <https://instavote.linkintime.co.in/> and communication to BSE and NSE, thereby enabling them to disseminate the same on their respective websites.