



SH/XII/89/2026-27

22nd October, 2026

Corporate Relationship Department
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 500040/975967/975968

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th floor,
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051.
Scrip Code: ABREL

Dear Sir / Madam,

Sub: Notice of Postal Ballot of Aditya Birla Real Estate Limited ('the Company')

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

ISIN: INE055A01016, INE055A08052 and INE055A08060

With reference to our letter dated 13th August, 2026 and pursuant to the Listing Regulations, please find attached herewith a copy of Notice of Postal Ballot dated 19th October, 2026 along with the explanatory statement, which is being sent electronically to those shareholders who have registered their email IDs with the Company/Depositories, for seeking approval of the shareholders of the Company by way of Special Resolutions as mentioned below:

Sr. No.	Particulars
1.	To approve adoption of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026'
2.	To approve extending the benefits of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026' to the employees of the subsidiary company(ies) of the Company
3.	To approve: (a) secondary acquisition of equity shares of the Company by the CTIL Employee Welfare Trust for the implementation of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026' ('ABREL ESOP Scheme 2026'); and (b) grant of financial assistance/provision of money by the Company to the Trust to fund the secondary acquisition of its equity shares, in terms of the ABREL ESOP Scheme 2026.

In compliance with General Circulars issued by Ministry of Corporate Affairs from time to time, this Notice of Postal Ballot is being sent through electronic mode only as mentioned above, to those shareholders whose e-mail IDs are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date i.e. Friday, the 16th October, 2026.**





The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its shareholders. **The remote e-voting period commences from 09:00 A.M. (IST) on Sunday, the 25th October, 2026 and ends at 05:00 P.M. (IST) on Monday, the 23rd November, 2026.** During this period, the shareholders of the Company can cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date. Communication of assent or dissent of the members would only take place through the remote e-voting system.

Shareholders whose e-mail addresses are not registered with the RTA/ Depositories, may register their e-mail address on or before 05:00 P.M. (IST) up to Friday, the 13th November, 2026 to receive this Notice of Postal Ballot by sending an e-mail/letter to the Company's RTA at investor.helpdesk@in.mpms.mufg.com

The results of e-voting shall be declared on or before 05:00 P.M. (IST) on Wednesday, the 25th November, 2026.

The Notice of Postal Ballot is also available on the Company's website i.e. www.adityabirlarealestate.com and also on the website of NSDL i.e. www.evoting.nsdl.com.

The above is for your information and record.

Thanking you,

Yours truly,
For **ADITYA BIRLA REAL ESTATE LIMITED**
(Formerly Century Textiles and Industries Limited)

ATULKUMAR Digitally signed by
MOHANLAL ATULKUMAR
KEDIA MOHANLAL KEDIA
Date: 2026.10.22
17:15:00 +05'30'

ATUL K. KEDIA
Jt. President (Legal) & Company Secretary
Encl: as above



Cc:

National Securities Depository Limited (Depository)	Central Depository Services (India) Limited (Depository)	MUFG Intime India Private Limited (Registrar & Share Transfer Agent)	SBICAP Trustee Company Limited (Debenture Trustee)
301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400 051	Marathon Futurex, A-wing, 25 th Floor, N.M. Joshi Marg, Lower Parel, Mumbai- 400 013	C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083	Mistry Bhavan, 4 th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai- 400 020



ADITYA BIRLA REAL ESTATE LIMITED

(Formerly Century Textiles and Industries Limited)

Regd. Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai-400 030; **Tel. No.:** +91-22-2495 7000;

Fax No.: +91-22-2436 1980 / 2430 9491; **E-mail:** ctil.secretary@adityabirla.com; **Website:** www.adityabirlarealestate.com

CIN: L17120MH1897PLC000163

EVEN No:	143356
Cut-off date:	Friday, the 16th October, 2026
<u>Period of remote e-voting</u>	
Start Date & Time:	Sunday, the 25th October, 2026 from 09:00 a.m. (IST)
End Date & Time:	Monday, the 23rd November, 2026 till 05:00 p.m. (IST)

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard-2 on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, read with the General Circular No. 03/2025 dated 22nd September, 2025 along with other relevant General Circulars issued by the Ministry of Corporate Affairs (**"MCA"**) from time to time (hereinafter referred to as **"MCA Circulars"**), and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Members of Aditya Birla Real Estate Limited (formerly Century Textiles and Industries Limited) (**"the Company"**) that it is proposed to transact the special business relating to the resolutions appended below:

Sr. No	Particulars
1.	To approve adoption of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026'
2.	To approve extending the benefits of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026' to the employees of the subsidiary company(ies) of the Company
3.	To approve: (a) secondary acquisition of equity shares of the Company by the CTIL Employee Welfare

	Trust ("Trust") for the implementation of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026' ("ABREL ESOP Scheme 2026"); and (b) grant of financial assistance/provision of money by the Company to the Trust to fund the secondary acquisition of its equity shares, in terms of the ABREL ESOP Scheme 2026
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The proposed Special Resolutions and the explanatory statement setting out the material facts as required in terms of Sections 102, 110 and other applicable provisions, if any, of the Act read with the Rules and the MCA Circulars, which form part of the Postal Ballot Notice ("**Notice**"), seeking approval of the Members of the Company through Postal Ballot by remote e-voting process only ("**remote e-voting**"). In view of the prevailing MCA Circulars on Postal Ballot process, voting on the resolutions covered in the Notice will take place through remote e-voting only and no physical ballots will be collected. Please refer to detailed instructions for remote e-voting explained in Notes to the Notice.

Pursuant to the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company viz. www.adityabirlarealestate.com.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act and the relevant information required under Regulation 6 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, pertaining to the aforesaid resolutions, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 13th August, 2026, has appointed Mr. Gagan B. Gagrani (Membership No. FCS 1772) Practising Company Secretary, or failing him Mr. Sanjay H. Sangani (Membership No.: FCS 4090) Practising Company Secretary as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The remote e-voting period commences at 09:00 a.m. (IST) on Sunday, the 25th October, 2026 and ends at 05:00 p.m. (IST) on Monday, the 23rd November, 2026.

The Scrutinizer will submit his report to any of the Directors of the Company, upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner. The results of the Postal Ballot will be announced on or before 05:00 p.m. (IST) on Wednesday, the 25th November, 2026.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are listed. Additionally, the voting results will also be uploaded on the Company's website viz. www.adityabirlarealestate.com and on the website of NSDL viz. www.evoting.nsdl.com.

SPECIAL BUSINESS:
Item No. 1: To approve adoption of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026'

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the rules framed thereunder, and relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars /notifications / guidance / frequently asked questions issued thereunder, as amended from time to time (collectively referred to as the "**SEBI SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), the provisions of any other applicable laws, rules and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (collectively, the "**Applicable Laws**"), the relevant provisions of the Memorandum and Articles of Association of Aditya Birla Real Estate Limited ("**Company**") and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities as may be required and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee, to exercise its powers conferred by this Resolution), consent of the members of the Company be and is hereby accorded to the adoption and implementation of 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme, 2026' ("**ABREL ESOP Scheme 2026**"), the salient features of which are furnished in the explanatory statement to the notice, contemplating to create, offer and grant from time to time, in one or more tranches, up to 8,29,000 (Eight Lakh Twenty Nine Thousand Only) employee stock options ("**Options**") and/or performance stock units ("**PSUs**") (collectively "**Stock Options**") to or for the benefit of such person(s) working exclusively with the Company and its subsidiary company(ies), whether in or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the ABREL ESOP Scheme 2026, exercisable up to 8,29,000 (Eight Lakh Twenty Nine Thousand Only) equity shares of face value of Rs. 10/- (Rupees Ten) each ("**Shares**") fully paid-up, being 0.74% of the paid-up equity share capital of the Company as on the date of this notice (or such other number adjusted in terms of the ABREL ESOP Scheme 2026 as per Applicable Laws), which is well within the ceiling mentioned under the SEBI SBEB & SE Regulations, to be sourced from secondary acquisition, from time to time, through an existing employee welfare trust namely 'CTIL Employee Welfare Trust' ("**Trust**") of the Company, where one Stock Option upon exercise shall convert into one Share subject to payment / recovery of requisite exercise price through cashless / non cashless mode, applicable taxes and other related expenses, on such terms, conditions and in such manner as the Board may decide under the provisions of the ABREL ESOP Scheme 2026 in accordance with the provisions of the Applicable Laws.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the Stock Option grantees upon exercise of Stock Options in accordance with the terms of the grant and provisions of the ABREL ESOP Scheme 2026 and such Shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger or scheme of arrangement and others, if any, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the

above ceiling of 0.74% i.e., 8,29,000 Shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the Shares are either sub-divided or consolidated, then the number of Shares to be transferred on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Share bears to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ABREL ESOP Scheme 2026.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall ensure compliance with the provisions of the SEBI SBEB & SE Regulations, the Listing Regulations, the Act and all other Applicable Laws at all times, in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of accounts, records and documents in relation to the ABREL ESOP Scheme 2026 and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other Applicable Laws and regulations to the extent relevant and applicable to the ABREL ESOP Scheme 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ABREL ESOP Scheme 2026 and determine the detailed terms and conditions of the aforementioned ABREL ESOP Scheme 2026 including but not limited to the quantum of Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such eligible employees, at such time and on such terms and conditions as set out in the ABREL ESOP Scheme 2026 and as the Board may in its absolute discretion think fit, subject to the terms of ABREL ESOP Scheme 2026 and Applicable Laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem fit, necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ABREL ESOP Scheme 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in ABREL ESOP Scheme 2026, as it may deem fit, from time to time or to suspend, withdraw or revive ABREL ESOP Scheme 2026 from time to time in conformity with the provisions of the Act and rules made thereunder, the SEBI SBEB & SE Regulations and other Applicable Laws, provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under the ABREL ESOP Scheme 2026.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

Item No. 2: To approve extending the benefits of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026' to the employees of the subsidiary company(ies) of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, and relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars/ notifications / guidance / frequently asked questions issued thereunder, as amended from time to time (collectively referred to as the **"SEBI SBEB & SE Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"Listing Regulations"**), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (**"SEBI"**), the provisions of any other applicable laws, rules and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (collectively, the **"Applicable Laws"**), the relevant provisions of the Memorandum and Articles of Association of Aditya Birla Real Estate Limited (**"Company"**) and subject to any applicable approval(s), permission(s), and sanction(s) of any authorities as may be required and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee to exercise its powers conferred by this Resolution), consent of the members of the Company be and is hereby accorded to the Board to extend the benefits and coverage of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme, 2026' (**"ABREL ESOP Scheme 2026"** as referred to in the resolution under Item No. 1 of this notice) to such person(s) who are in employment of subsidiary company(ies) of the Company whether working in India or outside India, including any managing director or whole-time director (selected on the basis of criteria decided by the Board) under the ABREL ESOP Scheme 2026 in the manner mentioned in the resolution under Item No. 1 of this notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing ABREL ESOP Scheme 2026 and generally for giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

Item No. 3: To approve: (a) secondary acquisition of equity shares of the Company by the CTIL Employee Welfare Trust ("Trust") for the implementation of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026' ("ABREL ESOP Scheme 2026"); and (b) grant of financial assistance/provision of money by the Company to the Trust to fund the secondary acquisition of its equity shares, in terms of the ABREL ESOP Scheme 2026

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

"RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and the relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021 and any circulars / notifications / guidance / frequently asked questions issued thereunder, as amended from time to time (collectively referred to as the “**SEBI SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (collectively, the “**Applicable Laws**”), the relevant provisions of the Memorandum and Articles of Association of Aditya Birla Real Estate Limited (“**Company**”) and further subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed by the above authorities, which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee, to exercise its powers conferred by this Resolution), consent of the members of the Company be and is hereby accorded to the Board to:

- a) acquire or purchase, hold and deal in such number of equity shares of the Company, from the secondary market through the CTIL Employee Welfare Trust (“**Trust**”) for the purpose of implementation of the ‘Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme, 2026’ (“**ABREL ESOP Scheme 2026**”), not exceeding 8,29,000 equity shares of face value of Rs. 10 (Rupees Ten) each fully paid up of the Company (“**Shares**”), being within the statutory ceiling as per the SEBI SBEB & SE Regulations, by way of secondary acquisition on the recognised stock exchanges, in due compliance with the provisions of the SEBI SBEB & SE Regulations, the Listing Regulations, the Act and other Applicable Laws.
- b) extend or grant an interest-free financial assistance/provision of money by way of loan, guarantee, security or any other financial assistance to the Trust up to an amount not exceeding Rs. 124 crores in accordance with the Applicable Laws, in one or more tranches, for acquisition of up to 8,29,000 Shares of the Company from the secondary market through the recognised stock exchanges, representing 0.74% of the paid-up equity share capital of the Company, for the purpose of implementation of the ABREL ESOP Scheme 2026, in accordance with the provisions of the Act and rules made thereunder and the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SEBI SBEB & SE Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and other reorganisation of capital structure of the Company, the number of Shares of the Company to be acquired from the secondary market by the Trust shall be appropriately adjusted and to give effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier and further, the above ceiling of 0.74% equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued and accordingly the Board is authorised to make additional provision of money by way of loan, guarantee, security or any other financial assistance as may be required by the Trust to acquire such additional equity shares of the Company from secondary market.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as ‘non-promoter and non-public shareholding’.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall ensure compliance with the provisions of the SEBI SBEB & SE Regulations, the Listing Regulations, the Act and all other Applicable Laws at all times, in connection with acquisition,

holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of accounts, records and documents in relation to the ABREL ESOP Scheme 2026 and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition, as permitted under the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the ABREL ESOP Scheme 2026 strictly in accordance with the provisions of SEBI SBEB & SE Regulations and directions of the Board.

RESOLVED FURTHER THAT any financial assistance or the loan to be provided by the Company to the Trust for the purpose of secondary acquisition of the Shares under the ABREL ESOP Scheme 2026 shall be without charging any interest and repayable to the Company during the term of the ABREL ESOP Scheme 2026 subject to realization of proceeds of exercise of employee stock options under the ABREL ESOP Scheme 2026 / permitted sale / transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT for giving effect to these resolutions, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors including nomination and remuneration committee, with power to further delegate such powers to any executives/officers of the Company or by itself to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage and also to execute such documents, writings, etc. as may be necessary in this regard, without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties.”

By Order of the Board of Directors

Sd/

Atul K. Kedia

Company Secretary

Membership No. **ACS 10100**

Date: 19th October, 2026

Place: Mumbai

Registered office:

Century Bhavan, Dr. Annie Besant Road, Worli,
Mumbai-400 030.

CIN: L17120MH1897PLC000163

Tel. No.: +91-22-2495 7000

E-mail: ctil.secretary@adityabirla.com

Website: www.adityabirlarealestate.com

NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Rules and the relevant information required under Regulation 6 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 pertaining to the above resolutions seeking approval of ABREL ESOP Scheme 2026, setting out material facts and reasons thereof, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in this regard.
3. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively at the close of Friday, the 16th October, 2026, ("the cut-off date") and whose e-mail IDs are registered with the Company/Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their email IDs, the Company has provided the mechanism mentioned under note no. 16 of this Notice.

Members may note that the Postal Ballot Notice will be available on the following websites:

Particulars	Website
Aditya Birla Real Estate Limited	www.adityabirlarealestate.com
BSE Limited	www.bseindia.com
National Stock Exchange of India Limited	www.nseindia.com
National Securities Depository Limited (NSDL)	www.evoting.nsdl.com

4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned under note no. 14 of this Notice.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to ctil.secretarialdesk@adityabirla.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during business hours on all working days, until the last date of remote e-voting i.e. Monday, the 23rd November, 2026.
7. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the cut-off date should treat this Notice for information purpose only.

It is, however clarified that all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

8. The remote e-voting shall commence on Sunday, the 25th October, 2026 at 09:00 a.m. (IST) and shall end on Monday, the 23rd November, 2026 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date i.e. Friday, the 16th October, 2026, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
9. The above resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Monday, the 23rd November, 2026.
10. The Board of Directors has appointed Mr. Gagan B. Gagrani (Membership No. FCS 1772) Practising Company Secretary, or failing him Mr. Sanjay H. Sangani (Membership No.: FCS 4090) Practising Company Secretary as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to any of the Directors of the Company after completion of scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot will be announced on or before 05:00 P.M. (IST) on Wednesday, the 25th November, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
13. The Members are hereby requested to register their e-mail address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to Members through e-mail. The Company had earlier sent letters to all Members in this regard. However, Members who have still not registered their e-mail IDs, are requested to do so at the earliest, in the following manner:
 - a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with RTA. The said form is available on Company's website i.e. www.adityabirlarealestate.com and on the website of RTA namely MUFG Intime India Private Limited i.e. www.in.mpms.mufig.com.
 - b. Members holding shares in dematerialized mode are requested to register / update their e-mail address with their respective Depository Participant.

The Members whose e-mail address is not registered with the RTA/ Depositories, to receive the Postal Ballot Notice, may register their email addresses on or before 05:00 P.M. (IST) on Friday, the 13th November, 2026 by sending an e-mail / letter to the Company's RTA at investor.helpdesk@in.mpms.mufig.com. Further, those members whose e-mail IDs are not registered are requested to register the same for remote e-voting in accordance with the procedure as mentioned under note no. 16 of this Notice.

14. Instructions for Remote e-voting are given below:

- a. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 (“**SEBI Master Circular**”) in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide remote e-voting facility to its Members.
- b. Voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **cut-off date i.e., Friday, the 16th October, 2026**. Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date** will be entitled to cast their votes through remote e-voting in accordance with the process specified in this Notice. **The remote e-voting period commences on Sunday, the 25th October, 2026 at 09:00 a.m. (IST) and ends on Monday, the 23rd November, 2026 at 05:00 P.M. (IST)**. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the Resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- c. Members who need assistance can contact NSDL on evoting@nsdl.com / 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President, NSDL, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400 051, at e-mail id: evoting@nsdl.com.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular dated 30th January 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz.

	https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, 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 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below under note no. 16 i.e. **process for those shareholders whose email IDs are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the Company viz. 143356 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

15. General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gbgagrani@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request by e-mail to Ms. Rimpa Bag at evoting@nsdl.com.

16. Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of

- Aadhar Card) by email to ctil.investorrelations@adityabirla.com with a copy to evoting@nsdl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ctil.investorrelations@adityabirla.com with a copy to evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing above mentioned documents.
 4. In terms of SEBI Master Circular dated 30th January, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors

Sd/-

Atul K. Kedia

Company Secretary

Membership No.: **ACS 10100**

Date: 19th October, 2026

Place: Mumbai

Registered office:

Century Bhavan, Dr. Annie Besant Road,
Worli, Mumbai-400 030.

CIN: L17120MH1897PLC000163

Tel. No.: +91-22-2495 7000

E-mail: ctil.secretary@adityabirla.com

Website: www.adityabirlarealestate.com

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 1, 2 & 3

The Board of Directors ("**Board**") of Aditya Birla Real Estate Limited ("**Company**") at its meeting held on 13th August, 2026 based upon the recommendation of the Nomination and Remuneration Committee ("**NRC**") approved adoption of the 'Aditya Birla Real Estate Limited Employee Stock Options & Performance Stock Units Scheme 2026' ("**ABREL ESOP Scheme 2026**") for the benefit of eligible employees of the Company including subsidiary company(ies), in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**") and the Companies Act, 2013 ("**Act**"), which entitles them to the equity shares of the Company, subject to the approval of the members of the Company by way of special resolutions being sought via this notice.

The Board has nominated the NRC to be designated as the compensation committee for the administration and superintendence of the ABREL ESOP Scheme 2026 in accordance with the SEBI SBEB & SE Regulations. Approval of the members is being sought for grant of employee stock options ("**Options**") and/or performance stock units ("**PSUs**") (collectively "**Stock Options**") to the eligible employees of the Company as may be determined by the NRC.

The ABREL ESOP Scheme 2026 shall be implemented through the CTIL Employee Welfare Trust ("**Trust**"). The Trust will acquire equity shares of the Company through secondary acquisition such that the secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company. Further, in terms of the SEBI SBEB & SE Regulations, the total equity shares to be held by the Trust through secondary acquisition shall at no point of time exceed 5% of the paid-up equity share capital of the Company.

In accordance with Regulation 6 of the SEBI SBEB & SE Regulations, approval of members by way of special resolutions are required to be passed, for the adoption of the ABREL ESOP Scheme 2026 which is being implemented through the Trust, extending the benefits of the ABREL ESOP Scheme 2026 to eligible employees of the subsidiary company(ies) and for provision of financial assistance/provision of money for secondary acquisition of equity shares of the Company by the Trust.

Accordingly, separate resolutions are being passed for the above.

Upon approval of the members and after complying with the procedural and statutory formalities, the Trust is empowered to acquire in one or more tranches, up to 8,29,000 Equity Shares of the Company from the secondary market through the stock exchanges, representing 0.74% of the paid-up equity share capital of the Company, for the implementation of the ABREL ESOP Scheme 2026.

The Company will provide financial assistance/provision of money to the Trust up to an amount not exceeding Rs. 124 crores in one or more tranches. The financial assistance/provision of money shall be interest free and will be utilised for implementation of the ABREL ESOP Scheme 2026. As and when the exercise price is recovered from the employees upon exercise of options, the Trust shall repay the money periodically to the Company.

The salient features and other details of the ABREL ESOP Scheme 2026 as required pursuant to Regulation 6(2) read with Part C of Schedule I of the SEBI SBEB & SE Regulations are as under:

I. A brief description of the ABREL ESOP Scheme 2026:

The Company aims to provide competitive remuneration opportunities to its employees, including through annual

incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Company views Stock Options in the form of Options and PSUs as long-term incentive instruments to enable the employees to share the value they create for the Company in the years to come. The main objectives of the ABREL ESOP Scheme 2026 are:

- (a) to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company;
- (b) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;
- (c) to recognise and reward the efforts of employees and their continued association with the Company and its subsidiary company(ies); and
- (d) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

II. The total number of Stock Options, shares to be offered and granted:

- (a) The aggregate number of Stock Options proposed to be granted under the ABREL ESOP Scheme 2026, shall be exercisable into not more than 8,29,000 equity shares equivalent to 0.74% of the paid-up equity share capital of the Company (which number shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company from time to time). Upon exercise, each Stock Option entitles the relevant grantee to one equity share (i.e. one Option will entitle the grantee to one equity share and one PSU will entitle the grantee to one equity share).
- (b) In case of any corporate action(s) such as rights issue, bonus issue, merger and split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional equity shares are granted / issued by the Company to the grantees, for making such fair and reasonable adjustment, the ceiling of 8,29,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued. Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying equity shares will be available for grant under the present ABREL ESOP Scheme 2026 or under a new scheme, subject to compliance with applicable laws.

III. Identification of classes of employees entitled to participate and be beneficiaries in ABREL ESOP Scheme 2026:

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (c) an employee as defined in sub-clauses (a) or (b) above, of a subsidiary company(ies), in India or outside India, of the Company,

but does not include -

- (a) an employee who is a promoter or a person belonging to the promoter group;
- (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

IV. Requirements of vesting and period of vesting:

The Board or the NRC may, at its discretion, lay down certain criteria, including but not limited to, the performance metrics which would include business development, booking value, profitability, revenue, ESG metric or any other strategic metrics as may be decided on the achievement of which the granted Stock Options would vest and which may be specified in the respective letters of grant or the vesting letters to be issued in this regard. Further, the stock options are granted generally in the ratio of 75% Options and 25% PSUs.

Vesting of Options/PSUs shall be subject to, amongst other things:

- (a) the grantee being in continuous employment with the Company or its subsidiary company(ies) (as the case may be);
- (b) the condition that a minimum of one year has completed from the grant date, except in case of death or permanent incapacity of the grantee, in which case the Options/PSUs, as the case may be, shall vest immediately; and
- (c) the grantee is not subject to any pending disciplinary proceedings and has not violated the Company policies/terms of employment or the ESOS code of conduct, etc.

The Options/PSUs granted under the ABREL ESOP Scheme 2026 shall vest not earlier than completion of 1 (one) year, and not later than 5 (five) years, from the grant date, in the manner set out in the letter of grant to be issued by the Company to the grantees.

Provided that in case where Stock Options are granted by the Company under this ABREL ESOP Scheme 2026 in lieu of employee stock options held by a person under an employee stock option scheme in another company which has merged or amalgamated with the Company ("**Transferor Company**"), the period during which the options granted by the Transferor Company were held by the person shall be adjusted against the minimum vesting period set out above.

The vesting of Stock Options granted to employees may expire or lapse or forfeit or accelerate (as the case may be) in the following circumstances:

- (a) Stock Options not vested due to non-fulfilment of vesting conditions, vested Stock Options which the grantees have expressly refused to exercise, Stock Options which have been surrendered and any Stock Options granted but not vested/exercised within the stipulated time due to any reasons, shall lapse.
- (b) In cases of cessation of employment/engagement due to death or permanent incapacity, the minimum vesting period of one year shall not apply and the Stock Options shall vest immediately with employee / nominee(s) / legal heir(s) / successor (as the case may be). In case the proof of succession is not produced to the Company within six months from the date of death of the grantee or such further time as the NRC may permit in its absolute discretion, the Stock Options shall lapse and shall be available for grant by the NRC to any other

employee(s) as it may deem fit in its absolute discretion.

- (c) The NRC may: (a) not vest any of the Stock Options already granted; or (b) vest such lesser number of Stock Options than as already granted; or (c) modify the vesting schedule in respect of the Stock Options already granted, as applicable, in the event it is found that:
 - (i) the grantee has not satisfied any vesting condition; or
 - (ii) the grantee has not met the performance parameters; or
 - (iii) has not performed up to the expectations; or
 - (iv) has not been regularly attending the office for a substantial period of time without any valid reason or authority; or
 - (v) has been put on a modified employment arrangement such as part-time working, reassignment to lower accountability, sabbatical, leave without pay; and
 - (vi) on account of such other circumstances as the NRC may in its absolute discretion decide, subject to applicable law.
- (d) In the event of separation from employment for reasons of normal retirement or a retirement specifically approved by the Company, all unvested Stock Options and/or unvested PSUs shall continue to vest in accordance with the respective vesting schedules even after retirement or superannuation, subject to the discretion of the NRC, and in accordance with the Company policies and applicable law.
- (e) In the event of termination of employment of an employee as a good leaver (as defined under the ABREL ESOP Scheme 2026) then the NRC may accelerate the vesting of Stock Options, subject to compliance with minimum vesting period of one year, prior to or on the last date of employment, while there is a subsisting employment relationship with the grantee. In the event the NRC does not grant acceleration, all unvested Stock Options (including the ones in respect of which the minimum vesting period has not been met) shall expire, and stand cancelled with effect from the date of submission of resignation/termination notice.
- (f) In the event of termination of employment of a grantee due to breach of the Company policies/terms of employment, all Stock Options which were not exercised prior to such breach, shall stand terminated with immediate effect. Further, the Stock Options granted but not vested and the vested Stock Options which are not exercised in case of a grantee who has been suspended from the services of the Company or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to fraud, misconduct, violation of the Company policies/terms of employment or codes of the Company or for having committed or abetted any illegal or unlawful activity may, on the recommendation of the management, be suspended or kept in abeyance or cancelled at the sole discretion of the NRC.
- (g) In case of cessation of employment on account of termination / resignation of the grantee which is not covered above, all unvested Stock Options (including the ones in respect of which the minimum vesting period has not been met) shall expire and stand cancelled with effect from date of submission of the termination/resignation notice. However, all vested Stock Options as on such date shall, at the discretion of the NRC, be exercisable by the grantee within the period specified in the relevant letter of grant.

- (h) In the event a grantee is (a) transferred by the Company to a group company including an associate company / subsidiary company / holding company; or (b) is on secondment, prior to vesting or exercise of Stock Options, the Stock Options, granted to such grantee shall vest or be exercised as per the terms of grant under the ABREL Scheme 2026 and as specified in the letter of grant, even after such transfer or secondment, unless otherwise determined by the NRC and specified in the letter of grant / vesting letter issued to the grantee.

Provided that, in the event that the NRC determines that the Stock Options, granted to a grantee will not continue to vest, after such grantee is transferred or on secondment, as the case may be: (a) such number of Stock Options, that represent the proportionate period of employment of the grantee from the grant date of the Stock Options shall vest on the date of transfer or on secondment, as the case may be subject to fulfilment of minimum vesting period of 1 (one) year; and (b) the balance unvested Stock Options held by the grantee, will lapse on the date of transfer or on secondment, as the case may be.

- (i) Treatment of Stock Options in case of long leave: the period of leave shall not be included in determining the vesting period in the event an employee is on sabbatical. In all other conditions, including earned leave, maternity leave and sick leave, the period of leave shall be included to calculate the vesting period.

V. The maximum period within which the Stock Options shall be vested:

The Options and PSUs granted under the ABREL ESOP Scheme 2026 would vest not later than 5 (five) years from the date of grant.

VI. Exercise price or pricing formula:

Option exercise price: the Option exercise price shall be the market price of the equity shares (with the relevant date being the date of the grant of Options).

PSU exercise price: the PSU exercise price shall be the face value of the equity shares as on the date of the grant of such PSUs.

VII. Exercise period and process of exercise:

The exercise period will commence from the date of vesting and shall not be more than 5 (five) years from the date of vesting of the respective Stock Options or such other period as may be determined by the NRC from time to time, which shall be within a period of 5 (five) years from the date of respective vesting of the Stock Options.

The Stock Options will be exercisable by the employees through an exercise application / exercise form / letter of Exercise to the Company or such other mode either physically or electronically as may be prescribed by the NRC, accompanied by payment of the exercise price, tax obligations and other related expenses in such manner and on execution of such documents, as may be prescribed by the Board or the NRC from time to time, and upon receipt of such application, the Company shall request the Trust for transfer of the underlying equity shares. The Options and PSUs will lapse if not exercised within the specified exercise period.

Separation from employment: Stock Options can be exercised as per provisions outlined below:

- (a) In case of death of a grantee while in employment with the Company, all Stock Options shall vest in the nominee(s) / legal heir(s) / successor(s) immediately on the date of death; and such Stock Options can be exercised within three years from the date of death (subject to the last date of exercise not exceeding five years from the date of each vesting of Stock Options), failing which these shall lapse.

- (b) In the event of separation of a grantee due to reasons of permanent incapacity while in employment, all Stock Options granted shall vest immediately on the date of such permanent incapacity. All such Stock Options shall be exercised within three years from the date of separation on account of such permanent incapacity (subject to the last date of exercise not exceeding five years from the date of each vesting of Stock Options), failing which these shall lapse. In the event of death of the grantee after such separation or inability of the grantee to exercise Stock Options, the nominee(s) / legal heir(s) / successor(s) of such grantee will be allowed to exercise all Stock Options (including those which vest upon the permanent incapacity of the grantee), within three years from the date of separation of the grantee on account of such permanent incapacity (subject to the last date of exercise not exceeding five years from the date of each vesting of Stock Options), failing which these shall lapse.
- (c) After the date of retirement or superannuation, all vested Stock Options shall be exercisable by the grantee (or by the nominee(s) / legal heir(s) / successor(s) of the grantee as the case may be, upon the death of the grantee) within three years from the date of retirement or superannuation, subject to the last date of exercise not exceeding five years from the date of vesting of the Stock Options.
- (d) In the event of termination of employment as a good leaver, the NRC may, in its sole discretion, accelerate the vesting of the unvested Options and unvested PSUs held by the good leaver, subject to compliance with the minimum vesting period of one year from the grant date, and such accelerated vesting shall occur prior to or on the last date of employment while there is a subsisting employment relationship with the grantee. Such accelerated vested Stock Options shall be exercisable within the period set out in the vesting letter to be issued in this regard, subject to applicable law. The equity shares resulting from the exercise of the accelerated vested Stock Options may be subject to a lock-in period of one year from the date of transfer of equity shares, if so specified in the accelerated vesting letter. In the event NRC does not grant acceleration, all unvested Stock Options shall expire and stand cancelled with effect from the date of submission of the termination/resignation notice. However, subject to the exercise period, all vested Stock Options as on the date of submission of the termination/resignation notice shall be exercisable by the good leaver within the period specified in the relevant vesting letter.
- (e) In the case of cessation of employment (including on account of resignation by the grantee) which is not covered above, all vested Stock Options as on such date shall at the discretion of the NRC, be exercisable by the grantee within the period specified in the relevant vesting letter.
- (f) In the event a grantee is: (a) transferred by the Company to a group company including an associate company / subsidiary company / holding company; or (b) is on secondment, prior to vesting or exercise of Stock Options, and in the event that the NRC determines that the Stock Options granted to a grantee will not continue to vest after such transfer or secondment: (i) such number of unvested Stock Options that represent the proportionate period of employment of the grantee from the grant date of the Stock Options shall vest on the date of transfer or secondment; (ii) the balance unvested Stock Options held by the grantee will lapse on the date of transfer or secondment, as the case may be; and (iii) all vested Stock Options shall be exercised by the grantee within a maximum period of 5 (five) years from the date of vesting, failing which these shall lapse.

VIII. The appraisal process for determining the eligibility of employees to the ABREL ESOP Scheme 2026:

The appraisal process for determining the eligibility criteria of the employees will be specified by the NRC, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, balance years of service until normal retirement age and/or such other criteria that may be determined by the NRC at its sole discretion.

IX. The maximum number of Stock Options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any:

The maximum number of Options and PSUs that can be granted to a single employee under the ABREL ESOP Scheme 2026 shall not exceed 2,00,000 Options and/or PSUs, being 0.18% of the paid-up equity share capital of the Company, which on exercise would entitle the grantee to not more than 2,00,000 equity shares of the face value of ₹ 10/- each, being 0.18% of the paid-up equity share capital of the Company.

The maximum number of Options and PSUs that can be granted in aggregate is 8,29,000 equity shares, being 0.74% of the paid-up equity share capital of the Company.

X. The maximum quantum of benefits to be provided per employee under the ABREL ESOP Scheme 2026:

Apart from grant of Options and PSUs as stated above in point no. (IX), no monetary benefits are contemplated under the ABREL ESOP Scheme 2026.

XI. Whether the ABREL ESOP Scheme 2026 is to be implemented and administered directly by the Company or through a trust:

The ABREL ESOP Scheme 2026 will be implemented through the Trust.

XII. Whether the ABREL ESOP Scheme 2026 involves new issue of shares by the Company or secondary acquisition by a trust or both:

The ABREL ESOP Scheme 2026 will only involve secondary acquisition of equity shares by the Trust through the recognized stock exchanges. The secondary acquisition of equity shares will be undertaken in compliance with the SEBI SBEB & SE Regulations and other applicable laws.

XIII. The amount of loan to be provided for implementation of the ABREL ESOP Scheme 2026 by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Company shall make interest free financial assistance/provision of money up to an amount not exceeding Rs. 124 crores in one or more tranches to fund the acquisition of equity shares by the Trust from the stock exchanges through secondary acquisition, in terms of the ABREL ESOP Scheme 2026. The exercise price received from the employees upon exercise of Stock Options shall be used for the purpose of repayment of loan to the Company.

XIV. The maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the ABREL ESOP Scheme 2026:

The Trust may acquire equity shares through secondary acquisition such that secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year.

XV. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations:

The Company shall follow the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the applicable laws.

XVI. The method which the Company shall use to value its Stock Options:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the stock options granted or such valuation method as may be prescribed from time to time in accordance with applicable laws.

XVII. The following statement, if applicable: in case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report:

Not applicable.

XVIII. Period of lock-in:

There will be no lock-in period in respect of the equity shares, which may be upon exercise of the Stock Options granted pursuant to the ABREL ESOP Scheme 2026, other than in the event of termination of employment as a 'good leaver', as decided by the NRC, in its sole discretion.

XIX. Terms and conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations:

Subject to applicable laws, the NRC shall determine the procedure for buy-back of specified securities, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

XX. The details required in the explanatory statement for the provision of such money, under Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

(a) The class of employees, for whose benefit the ABREL ESOP Scheme 2026 is being implemented, and money is being provided for purchase of or subscription to shares:

Please refer to the disclosure made at row point (III) above, for the class of employees for whose benefit the ABREL ESOP Scheme 2026 is being implemented.

(b) The particulars of the trustee or employees in whose favour such shares are to be registered:

Same as given in point no. (c)(iii) below.

(c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

(i) **Name:** CTIL Employee Welfare Trust

(ii) **Address of the Trust:** 2nd Floor, Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai-400030

(iii) **Details of the Trustees:**

Sr. No.	Name	Address	Occupation	Nationality
1.	Mr. Anand Tripathi	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai-400030	Service	Indian
2.	Mr. Rupesh Joshi	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai-400030	Professional	Indian

None of the above trustees and their respective relatives are related to promoters, directors and key managerial personnel (each as defined in the Act) of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid trustees may be changed at any time in accordance with the SEBI SBEB & SE Regulations. None of the trustees hold 10% or more of the beneficial interest in the Company.

(d) Any interest of key managerial personnel, directors or promoters in the ABREL ESOP Scheme 2026 or trust and effect thereof:

None of the directors, key managerial personnel and promoters (each as defined in the Act) of the Company are deemed to be concerned or interested (financially or otherwise) in the ABREL ESOP Scheme 2026, except to the extent of Stock Options that may be lawfully granted to the directors / key managerial personnel (each as defined in the Applicable Laws) under the ABREL ESOP Scheme 2026 and to the extent of such director(s) / key managerial personnel(s) / promoter(s) shareholding in the Company, if any.

(e) The detailed particulars of benefits which will accrue to the employees for the implementation of the ABREL ESOP Scheme 2026:

Upon exercise of Stock Options, the eligible employees will be entitled to receive equity shares of the Company, in accordance with the ABREL ESOP Scheme 2026, subject to the provisions of the Act, the SEBI SBEB & SE Regulations and such other laws as may be applicable.

(f) The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the ABREL ESOP Scheme 2026 would be exercised:

The SEBI SBEB & SE Regulations provide that the trustee of a trust governed under the SEBI SBEB & SE Regulations, shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither the Trust nor any of its trustees will exercise voting rights in respect of the shares of the Company held by the Trust.

A copy of the draft ABREL ESOP Scheme 2026 is available for inspection by the shareholders at the registered office of the Company from the date of issuance of this notice and until the last date of remote e-voting i.e. Monday, the 23rd November, 2026.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives (each as defined in the Act) are deemed to be concerned or interested (financially or otherwise) in the proposed special resolution(s), except to the extent of Stock Options that may be lawfully granted to them under the ABREL ESOP Scheme 2026 and to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolutions set out at item nos. 1, 2 and 3 of this notice for your approval.

By Order of the Board of Directors

Sd/-

Atul K. Kedia

Company Secretary

Membership No.: **ACS 10100**

Date: 19th October, 2026

Place: Mumbai

Registered office:

Century Bhavan, Dr. Annie Besant Road,
Worli, Mumbai-400 030.

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