August 3, 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Sub.: **11th Annual General Meeting of the Members** ("11th AGM") **of Aditya Birla Fashion and Retail Limited** ("Company")

Ref.: **Regulation 30 and 47(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015** ("SEBI Listing Regulations")
[Scrip Code: BSE – 535755; NSE – ABFRL]

Dear Sir/ Madam,

Details of the 11th AGM Notice sent to Members :-

Kindly note that the 11th AGM of the Company will be held,

On : Tuesday, August 28, 2018
At : 3:00 p.m.
At : Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028, Maharashtra, India.

Notice of the said meeting as sent to the Members is enclosed herewith as **Annexure A**.

Newspaper advertisement issued for Notice of 11th AGM of Members :-

Kindly note that in terms of the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Company issued the Notice of the 11th AGM alongwith Voting (Incl E-Voting details) on August 3, 2018, in the :-

1) Business Standard (at Page No. 15) and
2) Navshakti (at Page No. 13).

Copies of the said advertisements are enclosed herewith as **Annexure B1 and B2.** The same are also available on website of the Company i.e. at www.abfrl.com and on the website of CDSL i.e. at www.evotingindia.com.

This is for your information.

Thanking You,
For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
Asst. Vice President & Company Secretary
Encl.: a/a

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai - 400 059, Maharashtra, India

CIN: L18101MH2007PLC233901; **Website:** www.abfrl.com; **E-mail:** secretarial.abfrl@adityabirla.com;

Tel: +91 - 8652905000; **Fax:** +91 - 8652905400

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited will be held on Tuesday, August 28, 2018, at 3:00 p.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028, Maharashtra, India, to transact, the following businesses:

ORDINARY BUSINESS

Item no. 1 - Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2018 and the Reports of the Directors and Auditors thereon.

Item no. 2 - Appointment of Director:

To appoint a Director in place of Mr. Sushil Agarwal (holding Director Identification Number 00060017), who retires from office by rotation and being eligible, offers himself for re-appointment.

Item no. 3 - Ratification of appointment of Statutory Auditors:

To consider and if thought fit, to ratify the appointment of M/s. S R B C & CO LLP, Statutory Auditors of the Company, to hold office till the conclusion of the Fourteenth Annual General Meeting of the Company and for that purpose, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"**RESOLVED THAT** in terms of the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder ("Act") and all other statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and pursuant the resolution passed by the Members at the Ninth Annual General Meeting ("AGM") held on September 7, 2016 and recommendation of the Audit Committee of the Board of Directors, the appointment of M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No.: 324982E/ E300003), as the Statutory Auditors of the Company, to hold office till the conclusion of Fourteenth AGM, be and is hereby ratified."

SPECIAL BUSINESS

Item no. 4 - Appointment of Mr. Pranab Barua as a Non-Executive Director:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"**RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the Memorandum and Articles of Association & Nomination Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee & the Board of Directors at their respective meetings held on January 9, 2018 and pursuant to the notice received by the Company under Section 160 of the Act, Mr. Pranab Barua (holding Director Identification Number 00230152) be and is hereby appointed as a Non-Executive Director of the Company w.e.f. February 1, 2018, liable to retire by rotation."

Item no. 5 : Appointment of Mr. Ashish Dikshit as the Managing Director:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT in terms of the provisions of Sections 2(54), 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder including Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and all other statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the Memorandum and Articles of Association, Nomination Policy and Executive Remuneration Philosophy/Policy of the Company and subject to such other approvals, consents, sanctions and permissions, as may be necessary from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee & the Board of Directors at their respective meetings held on January 9, 2018, Mr. Ashish Dikshit (holding Director Identification Number 01842066) be and is hereby appointed as the Managing Director of the Company, for such period and on such terms & conditions including remuneration, as set out hereunder, with the liberty to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted Committee(s) thereof or such other person(s) authorised by the Board) to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Ashish Dikshit, in the best interests of the Company, however within the parameters set out hereunder and subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:

A. Period of appointment:

5 Years w.e.f. February 1, 2018, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration for the period of 3 years i.e. from February 1, 2018 upto January 31, 2021:

a) Basic Salary : ₹ 8,24,000/- (Rupees Eight Lakh and Twenty Four Thousand only) per month, with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 17,50,000/- (Rupees Seventeen Lakh and Fifty Thousand only) per month.

b) Special Allowance : ₹ 8,07,062/- (Rupees Eight Lakh Seven Thousand and Sixty Two only) per month, with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 17,50,000/- (Rupees Seventeen Lakh and Fifty Thousand only) per month. This allowance however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.

c) Annual Incentive Pay : Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 6,00,00,000/- (Rupees Six Crore only) per annum.

d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/ Aditya Birla Group, in such manner and with such provisions as may be decided by the Board, considering the above.

C. Perquisites:

a) Housing: Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of company provided accommodation as per the policy of the Company.

b) Reimbursement of expenses: At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.

c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actual (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.

d) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.

e) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).

f) Car: Two cars for use of the Company's Business.

g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.

h) Leave and encashment of leave: As per the policy of the Company.

i) Personal accident Insurance Premium: As per the policy of the Company.

j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme: As per the policy of the Company.

k) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.

l) Other Allowances/ benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.

m) Any other one-time/ periodic retirement allowances/ benefits: As may be decided by the Board at the time of retirement.

n) In case Mr. Dikshit is elevated to the higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the executive.

o) Annual remuneration review effective July 1st each year, as per policy of the Company.

D. Subject as aforesaid, Mr. Ashish Dikshit, Managing Director, shall be governed by such other Rules as are applicable to the Senior Executives of the Company, from time to time.

E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Ashish Dikshit, Managing Director, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.

F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit specified under applicable provisions of the Act or otherwise as may be permissible at law, from time to time.

G. Though considering the provisions of Section 188 of the Act, Mr. Ashish Dikshit would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other directors for attending meetings of Board(s) of Directors/ Committee(s) of Subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.

H. Mr. Ashish Dikshit shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Ashish Dikshit functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

I. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Dikshit in accordance with the applicable provisions of the Act and subject to such approvals as may be required.

J. Board shall review and recommend the remuneration payable to the Managing Director during the tenure of his appointment, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign & execute any deed/ document/ undertaking/ agreement/ paper/ writing, as may be required in this regard and to delegate all or any of these powers to any of the Directors and/ or Key Managerial Personnel and/or Officers of the Company."

Item no. 6 - Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 Crore, on private placement basis:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT in terms of the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder ("Act"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ("SEBI ILDS Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and all other statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions, as may be necessary from time to time, approval of the Members of the Company, be and is hereby accorded to issue and/or offer and/or invite subscription for and/or allot Non-Convertible Debentures of the Company of upto ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only), through Private Placement, in one or more tranches, during a period

of 1 (one) year from the conclusion of the Eleventh Annual General Meeting ("AGM"), to such person(s) (who may or may not be the Debenture Holders of the Company) as the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted Committee(s) thereof or such other person(s) authorised by the Board) may at its sole discretion decide, on such terms and conditions as may be determined and considered proper & most beneficial to the Company, as per the process laid down in the Act and/or SEBI ILDS Regulations and/or SEBI Listing Regulations and/or other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign & execute any deed/ document/ undertaking/ agreement/ paper/ writing, as may be required in this regard and to delegate all or any of these powers to any of the Directors and/ or Key Managerial Personnel and/or Officers of the Company."

By Order of the Board

Sd/-

Geetika Anand

Asst. Vice President and Company Secretary

Place : Mumbai

Date : May 11, 2018

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

The following statement sets out all material facts relating to the Special Businesses mentioned in this notice for the Eleventh Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited:

Item no. 4 : Appointment of Mr. Pranab Barua as a Non-Executive Director:

Mr. Pranab Barua (holding Director Identification Number 00230152) vide his letter dated October 30, 2017, expressed his desire to step down from the position of the Managing Director of the Company with effect from the closing hours of January 31, 2018.

The Board of Directors of the Company ("Board") at its meeting held on January 9, 2018 took note of the same and expressed gratitude for the immense contribution of Mr. Barua towards the growth of the Company and for his leadership during his tenure as the Managing Director of the Company. Further, considering the vast knowledge, experience and the value that he brings to the Board, the Board, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Barua as an Additional Director of the Company with effect from February 1, 2018, proposed to be appointed as a Non-Executive Director, liable to retire by rotation, subject to the approval of the Members of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013 ("Act"), Mr. Barua holds office upto the date of the Eleventh Annual General Meeting and is eligible to be appointed as a Non-Executive Director of the Company. Further, the Company has received a notice proposing the candidature of Mr. Barua for the office of Director under Section 160 of the Act.

Mr. Barua has provided:-

a) his consent to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and

b) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;

Brief Profile of Mr. Barua, alongwith other details in terms of the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings, are disclosed as a part of this notice.

Accordingly, the Board proposes his appointment as a Non-Executive Director, liable to retire by rotation, in terms of the provisions of the Act.

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

The Board recommends the Ordinary Resolution with respect to the appointment of Mr. Barua as a Non-Executive Director of the Company, as set out in Item no. 4 of the Notice, for approval of the Members.

Item no. 5 : Appointment of Mr. Ashish Dikshit as the Managing Director:

Consequent to the resignation of Mr. Pranab Barua, the Board of Directors of the Company ("Board") at its meeting held on January 9, 2018, on recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Ashish Dikshit (holding Director Identification Number 01842066), for a period of 5 years with effect from February 1, 2018, on such terms and conditions including remuneration (for a period of 3 years), as set out in the resolution under Item no. 5 of this notice.

In terms of the provisions of Part I of Schedule V of the Companies Act, 2013 ("Act"), Mr. Dikshit is eligible to be appointed as the Managing Director of the Company. Further, Mr. Dikshit has also provided:-

a) his consent to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and

b) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act.

Details of Mr. Ashish Dikshit in terms of the provisions of Section II, Part II of Schedule V of the Act, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as under:

<table>
<tr><th colspan="2">Details of the Director</th></tr>
<tr><td>Director Identification Number</td><td>01842066</td></tr>
<tr><td>Date of Birth/ Age</td><td>July 15, 1969/ 48 years</td></tr>
<tr><td>Date of First Appointment</td><td>February 1, 2018</td></tr>
<tr><td>Brief resume including Qualification, Experience and expertise in specific functional area</td><td>Mr. Ashish Dikshit, is an Electronics & Electrical Engineer from IIT - Madras and holds a Master's Degree in Business Administration from IIM – Bangalore. He is also an alumnus of Harvard Business School through its Advanced Management Program. He has worked in diverse roles across industries and functions over the last 25 years. Mr. Dikshit started his career at Asian Paints before moving to Madura Fashion and Lifestyle Division of the Company, where he worked in its various functions ranging from Sales, Brand Management, Supply Chain and Sourcing over 15 years. He was appointed President of its Lifestyle Business in 2007 and went on to become its CEO in 2012. Earlier, he also served as the Principal Executive Assistant to the Chairman of Aditya Birla Group, where he built strong knowledge across Group's various businesses in multiple industry sectors, ranging from manufacturing businesses such as Metals, Cement, Textiles and Speciality chemicals to consumer businesses such as Telecom, Financial Services and Retail. He was honoured with the "Outstanding Leader Award" in the year 2011 by the Chairman of Aditya Birla Group.</td></tr>
<tr><td>Past Remuneration drawn from the Company</td><td><table><tr><th>Financial Year</th><th>Amount (in ₹ Lakh)</th></tr><tr><td>2015-16</td><td>44.80*</td></tr><tr><td>2016-17</td><td>356.14</td></tr><tr><td>2017-18</td><td>414.19</td></tr></table>*From January 9, 2016 to March 31, 2018</td></tr>
<tr><td>Job profile and his suitability</td><td>Mr. Dikshit was serving as the Business Head of the Company w.e.f. November 1, 2016. Considering his experience in the industry in which the Company operates, the Board considers Mr. Dikshit suitable for the post of Managing Director of the Company.</td></tr>
<tr><td>Terms and conditions of appointment
Remuneration sought to be paid</td><td>Terms and conditions of appointment of Mr. Ashish Dikshit as the Managing Director of the Company, including remuneration sought to be paid to him, are more particularly stated in the Special Resolution set out at Item no. 5 of this Notice.</td></tr>
<tr><td>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</td><td>Considering (i) the size of the operations of the Company; (ii) role and responsibilities assigned to him in his position as the Managing Director; (iii) his background, competence, experience and his association with the Aditya Birla Group; and (iv) the industry benchmarks & remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him is considered to be fair, just and reasonable.</td></tr>
<tr><td>Pecuniary relationship, directly or indirectly with the Company, or relationship with the managerial personnel, if any.</td><td>Other than the remuneration received from the Company, Mr. Dikshit does not have any such pecuniary relationship directly or indirectly with the Company or any Managerial Personnel of the Company.</td></tr>
<tr><td>Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company</td><td>None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company.</td></tr>
<tr><td>List of other Indian Public Limited Companies in which Directorships held</td><td>Nil
(Excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.)</td></tr>
</table>

<table>
<tr><th colspan="2">Details of the Director</th></tr>
<tr><td>Chairperson/ Member of Committee(s) of Board of Directors of the Company</td><td rowspan="2">Nil
(In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees viz. Audit Committee and Shareholders/ Investors Grievance Committee of Public Limited Companies are considered.)</td></tr>
<tr><td>Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson</td></tr>
<tr><td>Shareholding in the Company as on March 31, 2018</td><td>1,16,027 Equity Shares</td></tr>
<tr><td>No. of Board Meetings attended during Financial Year 2017-18</td><td>1 out of 1</td></tr>
<tr><th colspan="2">Details of the Company</th></tr>
<tr><td>Nature of industry</td><td>Apparel and Retail</td></tr>
<tr><td>Date or expected date of commencement of commercial production</td><td>The Company was incorporated on April 19, 2007 under Indian Companies Act, 1956 and has commenced its operations vide Certificate of Commencement of Business dated May 14, 2007.</td></tr>
<tr><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not applicable</td></tr>
<tr><td>Financial performance based on given indicators</td><td>(₹ in Crore)
<table><tr><th>Particulars</th><th>FY 2017-18</th><th>FY 2016-17</th></tr><tr><td>Total income</td><td>7,214.22</td><td>6,671.13</td></tr><tr><td>Total expenses</td><td>7,165.25</td><td>6,617.63</td></tr><tr><td>Profit/ (loss) before tax</td><td>48.97</td><td>53.50</td></tr><tr><td>Less: Income tax expense</td><td>(68.82)</td><td>-</td></tr><tr><td>Profit/ (loss) after taxes</td><td>117.79</td><td>53.50</td></tr></table></td></tr>
<tr><td>Foreign investments or collaborations, if any</td><td>The Company, being in the apparel industry, collaborates with various international brands in its ordinary course of business. International brands portfolio of the Company comprises “The Collective” - India’s largest multi-brand retailer of international brands and select mono brands. Company has also collaborated with international brands such as Simon Carter, Ted Baker, Polo Ralph Lauren, American Eagle and Fred Perry etc.</td></tr>
<tr><td>Reasons of loss or inadequate profits</td><td>The Company has made profits during FY 2017-18 and FY 2016-17. However considering the accumulated losses of the previous periods, above profits are inadequate to set off the accumulated losses.</td></tr>
<tr><td>Steps taken or proposed to be taken for improvement</td><td>The Company proposes to build on its leadership position through investments in key strategic themes such as:
1. Building Strong Brands;
2. Enhancing Portfolio;
3. Building agile Design and Supply Chain;
4. Expanding distribution footprint; and
5. Digital Transformation.</td></tr>
<tr><td>Expected increase in productivity and profits in measurable terms</td><td>The Company is well-positioned to leverage the opportunity in the growing market with its diverse product offerings across varied categories, price points and portfolio of strong brands that will enable it in addressing changing consumer needs.</td></tr>
</table>

Accordingly, the Board proposes his appointment as a Managing Director, at such terms and conditions, as more particularly stated in the Special Resolution set out at Item no. 5 of this Notice.

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

The Board recommends the Special Resolution with respect to the appointment of Mr. Dikshit as the Managing Director of the Company, as set out in Item no. 5 of the Notice, for approval of the Members.

Item no. 6 - Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 Crore, on private placement basis

Raising of funds through issuance of Non-Convertible Debentures ("NCDs") on private placement basis is a significant and cost effective source of borrowing for the corporates.

As per the provisions of Sections 42 and 71 of the Companies Act, 2013 read with the rules made thereunder ("Act"), a company issuing and/or offering and/or making an invitation to subscribe to and/or allot NCDs on private placement basis may obtain prior approval of the Members for the same, once a year, by way of a Special Resolution.

Accordingly, the Company had, by way of a Special Resolution passed at the Tenth Annual General Meeting held on August 23, 2017, obtained the approval of Members of the Company, to issue and/or offer and/or invite subscriptions for and/or allot NCDs, on a private placement basis, in one or more tranches ("issuance of NCDs"), upto an amount of ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only), during the period of one year, within the borrowing limits under Section 180(1)(c) of the Act, as approved by the Members from time to time ("said approval").

As per the provisions of the Act, the said approval would be valid upto August 22, 2018. In view of the estimated fund requirements of the Company and in order to achieve greater financial flexibility to augment resources *inter alia* for general corporate purposes, Board of Directors of the Company (hereinafter referred as "Board" and which term shall include any Committees of the Board), at its meeting held on May 11, 2018, approved issuance of NCDs for an amount of upto ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only), in accordance with the applicable provisions of the Act and other applicable laws and subject to approval of the Members, within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013, as approved by the members from time to time ("proposed issue").

The Special Resolution set out at Item no. 5 of the Notice seeks approval of the Members to enable the Board to take necessary actions, including finalization of the terms and conditions (such as the issue price of the NCDs and interest rate determined by the then prevailing money market conditions etc.) with respect to the proposed issue. The approval of the Members shall remain in force for a period of one year from the date of the Eleventh Annual General Meeting of the Company i.e. upto August 27, 2019.

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

The Board recommends the Special Resolution with respect to the issuance of NCDs for an amount of upto ₹ 1,250 Crore, on private placement basis, as set out in Item no. 6 of the Notice, for approval of the Members.

By Order of the Board

Sd/-

Geetika Anand

Asst. Vice President and Company Secretary

Place : Mumbai

Date : May 11, 2018

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ELEVENTH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 2 AND 4 OF THIS NOTICE, IN TERMS OF REGULATIONS 26(4) AND 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

A. Brief resume including qualification, experience and expertise in specific functional area:

a) Mr. Sushil Agarwal

Mr. Sushil Agarwal is a Qualified Chartered Accountant and holds a Master's degree in Commerce. He is currently the Group Chief Financial Officer for the Aditya Birla Group and also the Whole Time Director & CFO of Grasim Industries Limited and a member of the Business Review Council, which is an institutionalized mechanism for bringing in wider managerial perspectives and leadership experiences, into reviewing the development, growth and operations of the Group's businesses. He has been with the Aditya Birla Group since the beginning of his career in 1989 and has a distinction of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla. He has worked with several businesses of the Aditya Birla Group and has richly contributed in many Restructurings, Mergers and Acquisitions initiatives of the Aditya Birla Group with his widely acknowledged financial acumen and analytical skills. He played an important role in the acquisition of Columbian Chemicals Company, which made Aditya Birla Group the World's largest Carbon Black player. He played a key role in the acquisition of Pantaloons Fashion business which strengthened the Group's leadership position in the Fashion & Lifestyle space. He played a key role in the consolidation of the Group's fashion businesses, thereby paving the way for creation of India's largest branded apparel company in the listed space. Recently, he was instrumental in leading the restructuring exercise for Merger of ABNL into Grasim to create one of India's largest and well-diversified companies & Demerger of Financial Services business from ABNL and listing of the same as a part of the Scheme of Arrangement. He is on the board of several companies and is widely networked. He is familiar with operations in most states in India and several countries abroad through his experience of more than 25 years. In recognition of his stellar contribution, he was awarded as "Business Leader Corporate CFO" at the 11th ICAI Awards 2017. He was also awarded as the "Asia's Best CFO" in the category "Best CFO (Mergers and Acquisition)" at the Golden Globe Tigers Award held in Kuala Lumpur in April 2018. He was honoured with the "Exceptional Contribution Award" in 2000 and "Outstanding Leadership Award" in 2014 by the Chairman of Aditya Birla Group. He has been consistently recognized for excellence by "CFO 100" under the category "Winning Edge in Mergers Acquisitions and Corporate Finance" in 2014-2017 and under the category "Winning Edge in Strategy" in 2011. He was named among India's best CFOs by Business Today in the category "Enhancing Competitiveness through M&A" in 2013.

b) Mr. Pranab Barua

Mr. Pranab Barua is a Graduate in English (Honours) from St. Stephens College, New Delhi. He has attended many advanced management programmes in UK and the US. Mr. Barua has over 46 years of experience across multiple industries. Mr. Barua has been with the Group for over 10 years in various capacities. Presently, he is the Managing Director of Aditya Birla Retail Limited. In recognition of his contribution, he was honoured with the "Leader of Leaders Award" in 2011, by the Chairman of Aditya Birla Group and earlier this year, he was nominated as the Mentor for the Group. Before joining the Aditya Birla Group, he was working with Private Equity groups and their portfolio companies. Prior to that, he served as the Chairman and Managing Director of Reckitt Benckiser India as well as the Regional Director of Reckitt Benckiser for South Asia. He also worked as Foods Director of Hindustan Unilever Limited and Sales & Marketing Director of Brooke Bond India Limited.

(P.T.O.)

B. Other details:

<table>
<tr><th>Name of Director</th><th>Mr. Sushil Agarwal</th><th>Mr. Pranab Barua</th></tr>
<tr><td>Director Identification Number</td><td>00060017</td><td>00230152</td></tr>
<tr><td>Date of Birth/ Age</td><td>June 13, 1963/ 55 years</td><td>September 21, 1952/ 65 years</td></tr>
<tr><td>Date of First Appointment</td><td>August 6, 2009</td><td>January 23, 2009</td></tr>
<tr><td>Terms and conditions of appointment/ re-appointment</td><td>He is proposed to be re-appointed as the Non-Executive Director, liable to retire by rotation every year.</td><td>He is proposed to be appointed as a Non-Executive Director, liable to retire by rotation.</td></tr>
<tr><td>Past Remuneration drawn from the Company

Remuneration sought to be paid</td><td>Remuneration drawn by him from the Company comprises the Sitting Fees paid to him for attending the meetings of the Board of Directors and/or its Committees.</td><td><table><tr><th>Financial Year</th><th>Amount (in ₹ Lakh)</th></tr><tr><td>2013-14</td><td>77.42</td></tr><tr><td>2014-15</td><td>180.00</td></tr><tr><td>2015-16</td><td>473.10</td></tr><tr><td>2016-17</td><td>940.65</td></tr><tr><td>2017-18</td><td>544.77</td></tr></table>Since Mr. Pranab Barua is proposed to be appointed as a Non-Executive Director, remuneration drawn by him from the Company will comprise the Sitting Fees paid to him for attending the meetings of the Board of Directors and/or its Committees.</td></tr>
<tr><td>Shareholding in the Company as on March 31, 2018</td><td>1,19,829 Equity Shares</td><td>4,64,97 Equity Shares</td></tr>
<tr><td>Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company</td><td colspan="2">None of the Directors are related inter-se and/or with any Key Managerial Personnel of the Company.</td></tr>
<tr><td>No. of Board Meetings attended during the Financial Year 2017-18</td><td>7 out of 8</td><td>7 out of 8</td></tr>
<tr><td>List of other Indian Public Limited Companies in which Directorships held [1]</td><td>1) Aditya Birla Health Insurance Company Limited;
2) Aditya Birla Capital Limited[2];
3) Grasim Industries Limited;
4) Living Media India Limited.</td><td>Aditya Birla Retail Limited</td></tr>
<tr><td>Chairperson/ Member of Committee(s) of Board of Directors of the Company [3]</td><td><u>Member</u>:
1) Audit Committee;
2) Stakeholders Relationship Committee.</td><td><u>Member</u>:
1) Audit Committee;
<u>Chairperson</u>:
2) Stakeholders Relationship Committee.</td></tr>
<tr><td rowspan="4">Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson [3]</td><td colspan="2">Audit Committee</td></tr>
<tr><td><u>Member</u>:
Aditya Birla Capital Limited[2]</td><td><u>Member</u>:
Aditya Birla Retail Limited</td></tr>
<tr><td colspan="2">Shareholders/ Investors Grievance Committee/ Share Transfer Committee</td></tr>
<tr><td>Member:
1) Grasim Industries Limited;
2) Aditya Birla Capital Limited [2].</td><td></td></tr>
</table>

Notes:

(1) This excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Act.

(2) Formerly known as Aditya Birla Financial Services Limited.

(3) In terms of the provisions of Regulation 26 of the SEBI Listing Regulations, Memberships/ Chairmanships in only two committees viz. Audit Committee and Shareholders/ Investors Grievance Committee of Public Limited Companies are considered.

NOTES FOR MEMBERS' ATTENTION

1. STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement in terms of the provisions of Section 102(1) of the Companies Act, 2013 ("Act"), which sets out details relating to Special Business to be transacted at the meeting forms part of this Notice.

Also, relevant details in respect of Directors seeking appointment/re-appointment at the Annual General Meeting ("AGM" or "meeting"), in terms of Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standards on General Meetings, also form part of this Notice.

2. APPOINTMENT OF PROXY

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS SENT HEREWITH.

THE PROXY FORM SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, EITHER IN PERSON OR THROUGH POST, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE AGM I.E. BY 3:00 P.M. ON SUNDAY, AUGUST 26, 2018.

A person can act as proxy on behalf of not exceeding 50 (fifty) Members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights.

A Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.

If a single person is appointed as a Proxy by more than 50 (fifty) Members, such person shall choose any 50 (fifty) Members and confirm the same to the Company in not less than 48 (forty eight) hours before the commencement of the AGM. In case he fails to do so, only the first 50 (fifty) proxies received by the Company shall be considered as valid. Further, if the company receives multiple Proxy Forms for the same holdings of a Member, the Proxy Form which is dated last will be considered as valid. If such multiple Proxy Forms are not dated or they bear the same date without specific mention of time, all such Proxy Forms shall be considered as invalid.

In order to be valid and effective, the Proxy Form must be duly filled, completed and signed. Further, the Proxy Form submitted on behalf of the Companies, Corporate Members, Societies etc. must be stamped and shall be supported by an appropriate certified copy of the resolution/ letter of authority, as may be applicable.

A Proxy Form, duly submitted with the Company in the aforesaid manner, shall be treated as valid until written notice of revocation has been received by the Company before the commencement of the AGM. A Proxy Form which is incomplete in any respect (For eg. a Proxy Form which does not state the name of the person appointed as a Proxy) and/or is undated, unsigned, unstamped will be considered as invalid.

A proxy shall prove his identity at the time of attending the meeting. A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.

3. AUTHORISED REPRESENTATIVE

Corporate Members intending to send their authorized representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signature(s) authorising their representative(s) to attend and vote on their behalf at the AGM, to Link Intime India Pvt. Ltd., the Registrar and Transfer Agent of the Company ("Link Intime") or to the Company Secretary at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 3:00 p.m. on Sunday, August 26, 2018.

4. Members, Proxies and Authorized Representatives attending the AGM are requested to bring the attendance slip, which is enclosed herewith, duly filled & signed and are requested to hand it over at the entrance.

Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

5. A Route map of venue of the AGM is attached at the end of this Notice. The prominent landmark near the venue is "Shivaji Park".

6. DOCUMENTS OPEN FOR INSPECTION

a. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with conclusion of the AGM, a Member can inspect the Proxy Forms submitted with the Company, at any time during business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.

b. Relevant documents referred to in this Notice and the statement pursuant to Section 102(1) of the Act, shall remain open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10:00 a.m. and 12:00 noon, upto the date of the AGM.

c. Following documents alongwith such other documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, will be available for inspection by the Members at the AGM :

(i) Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act;

(ii) Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act; and

(iii) Certificate from Statutory Auditors of the Company certifying that the Employee Stock Option Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

7. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

In terms of the provisions of Sections 101 and 136 of the Act read with the relevant rules made thereunder, Annual Report of the Company for the Financial Year 2017-18 ("Annual Report") and this Notice of the AGM, are being sent in electronic mode to Members whose E-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. The Annual Report and this Notice of the AGM, are also available on the website of the Company i.e. www.abfrl.com.

Physical copy of the Annual Report and this Notice of AGM are being sent to those Members:

a. who have not registered their E-mail address with the Company or Depository Participant(s); or

b. who have specifically registered their request for the hard copy of the same.

To support the "Green Initiative", Members, who hold Equity Shares of the Company in physical form and who have not registered their E-mail address with the Company, are requested to register the same by submitting a duly filled in 'E-Communication Registration Form', forming part of this Notice and also available on the website of the Company i.e. www.abfrl.com, to the Company or Link Intime. Also, Members holding shares in dematerialised form are requested to register their E-mail address with their Depository Participant(s) only.

Even after registering for "E-communication", Members would be entitled to receive such communication in physical form free of cost, upon making a request for the same. However, Members desirous of receiving any communication vide a particular mode of service, would be entitled to receive such communication vide such mode of service, on payment of requisite fees as determined by the Company. For any communication, the Members may also send requests to the Company's investor E-mail id i.e. secretarial.abfrl@adityabirla.com.

8. Members are requested to bring their copy of the Annual Report with them at the AGM, as additional copies of the same will not be made available at the meeting. Also, in case the Members seek any additional information with respect to the Financial Statements of the Company, they are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

9. VOTING

a. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote, on the resolutions proposed to be passed at AGM, by electronic means. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility and the Members may cast their votes on electronic voting system from place other than the venue of the AGM (i.e. remote e-voting) or at the AGM.

b. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Tuesday, August 21, 2018 i.e. the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice.

c. The remote e-voting period will commence on Saturday, August 25, 2018 at 9:00 a.m. and will end on Monday, August 27, 2018 at 5:00 p.m. During this period, Members of the Company as on the cut-off date i.e. Tuesday, August 21, 2018, holding shares either in physical form or in dematerialised form, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter by CDSL. Once the vote on a resolution is cast by the Member, such Member shall not be allowed to change it subsequently.

d. In addition, the facility for voting through electronic voting system shall also be made available at the AGM ("e-voting at the AGM"). The Members who have cast their vote by remote e-voting prior to the AGM will be entitled to and may attend the AGM but shall not be entitled to cast their vote again.

e. Company has appointed Mr. Dilip Bharadiya (holding Membership No. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, 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 AGM) in a fair and transparent manner.

f. Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for remote E-Voting:

The Company has entered into an arrangement with CDSL for facilitating remote e-voting for the AGM.

a. e-voting to commence **:** On Saturday, August 25, 2018 at 9:00 a.m.

b. e-voting to end **:** On Monday, August 27, 2018 at 5:00 p.m.

c. URL : https://www.evotingindia.com

The instructions for remote e-voting are as under:

a. Members should log on to the e-voting website i.e. www.evotingindia.com.

b. Click on "SHAREHOLDERS/MEMBERS - tab".

c. Enter their User Id :

(i)	For Members holding shares in demat account held with CDSL	:	16 digits Beneficiary ID,
(ii)	For Members holding shares in demat account held with NSDL	:	8 Character DP ID followed by 8 Digit Client ID,
(iii)	For Members holding shares in Physical Form	:	Folio Number registered with the Company.

d. Next, enter the Image verification as displayed and Click on Login.

e. If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

f. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN (Permanent Account Number)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both i.e. Members holding shares in physical as well as dematerialised form). Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. In case the folio number is less than 8 digits, enter the required number of "0"s before the number after the first two characters of the name in CAPITAL letters. For e.g. if your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

g. After entering these details appropriately, click on "SUBMIT" tab.

h. Members holding shares in physical form will then directly reach the company selection screen.

i. However, Members holding shares in dematerialised form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Members holding shares in dematerialised form for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k. Click on the EVSN relevant for <Company Name> (i.e. in present case - Aditya Birla Fashion and Retail Limited) on which you choose to vote.

l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. Selecting option YES implies that you assent to the resolution and selecting the option NO implies that you dissent to the resolution.

m. Click on the "RESOLUTIONS", if you wish to view the entire resolution details.

n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

p. You can also take a print of the votes cast by clicking on "CLICK HERE TO PRINT" option on the Voting page.

q. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code, click on "FORGOT PASSWORD" & enter the details as prompted by the system.

r. Shareholders can also cast their vote using CDSL's mobile App "m-Voting" available for Android, iOS and Windows based mobiles which can be downloaded from Google Play Store, Apple App Store and the Microsoft Store. Shareholders are requested to follow the instructions as prompted by the mobile app while voting through mobile App.

s. Note for Non-Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

t. In case of any queries or issues regarding e-voting, Members may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an E-mail to helpdesk.evoting@cdslindia.com.

Other Information:

a. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners of the Company, as on the cut-off i.e. Tuesday, August 21, 2018 date only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to and may attend the AGM and their presence shall be, counted for the purpose of Quorum. However, they shall not be entitled to cast their vote again. In case a Member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.

c. 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. Tuesday, August 21, 2018.

d. 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 Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com (under help section) or write an E-mail to helpdesk.evoting@cdslindia.com or secretarial.abfrl@adityabirla.com.

e. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.

f. 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).

General Instructions:

a. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM with the assistance of scrutinizer and representatives of CDSL for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

b. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast at by e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

c. The results alongwith the Consolidated Scrutinizer's Report shall be declared by means of :

(i) displaying on the Notice Board of the Company at its Registered Office;

(ii) dissemination on the website of the Company i.e. www.abfrl.com & website of CDSL; and

(iii) communication to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

d. The results shall also be available for inspection at the Registered Office of the Company.

10. DEMATERIALISATION OF HOLDINGS

a. In accordance with the amendments to Regulation 40 of SEBI Listing Regulations, to be made effective later, the Securities and Exchange Board of India ("SEBI") has revised the provisions relating to transfer of listed securities, thereby curbing the risks of fraud and manipulation in physical transfer of securities.

b. In terms of the amendments, requests for effecting transfer of listed securities shall be processed only if the securities are held in dematerialised form with a Depository (National Securities Depository Limited and CDSL).

c. Accordingly, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime for assistance in this regard.

d. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors.

11. SUBMISSION OF MEMBERS' PERMANENT ACCOUNT NUMBER ("PAN")

a. SEBI has mandated submission of PAN by every participant in the Securities Market. Accordingly, Members holding shares in dematerialised form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Link Intime.

b. Also, in terms of the Circular dated April 20, 2018 issued by SEBI, Members holding securities in physical form are advised to register their PAN and Bank Account Details with the Company or Link Intime, by sending a duly signed letter alongwith self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. Alternatively, the Members may submit a copy of bank passbook/ statement, duly attested by the Bank. Members holding shares in dematerialised form are requested to ensure that the aforesaid information is submitted/ updated with their respective Depository Participant.

c. Further, in terms of the SEBI Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Link Intime with respect to all requests pertaining to transfer of shares, deletion of name, transmission of shares and transposition of shares.

12. All the Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants - in case the shares are held by them in dematerialised form and to the Company or Link Intime - in case the shares are held by them in physical form.

13. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.abfrl.com. Members holding shares in dematerialised form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or Link Intime.

14. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or Link Intime, quoting their Folio No. or DP ID-Client ID, as the case may be.

15. Non-Resident Indian Members are requested to immediately inform the Company or Link Intime or to the concerned Depository Participant(s), regarding:

a. the change in the residential status on return to India for permanent settlement; and/or

b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.

16. Members are requested to please read the "Company's Recommendations to the Shareholders" provided in the "General Shareholder Information" Section of the Annual Report for the Financial Year 2017-18.

By Order of the Board

Sd/-

Geetika Anand

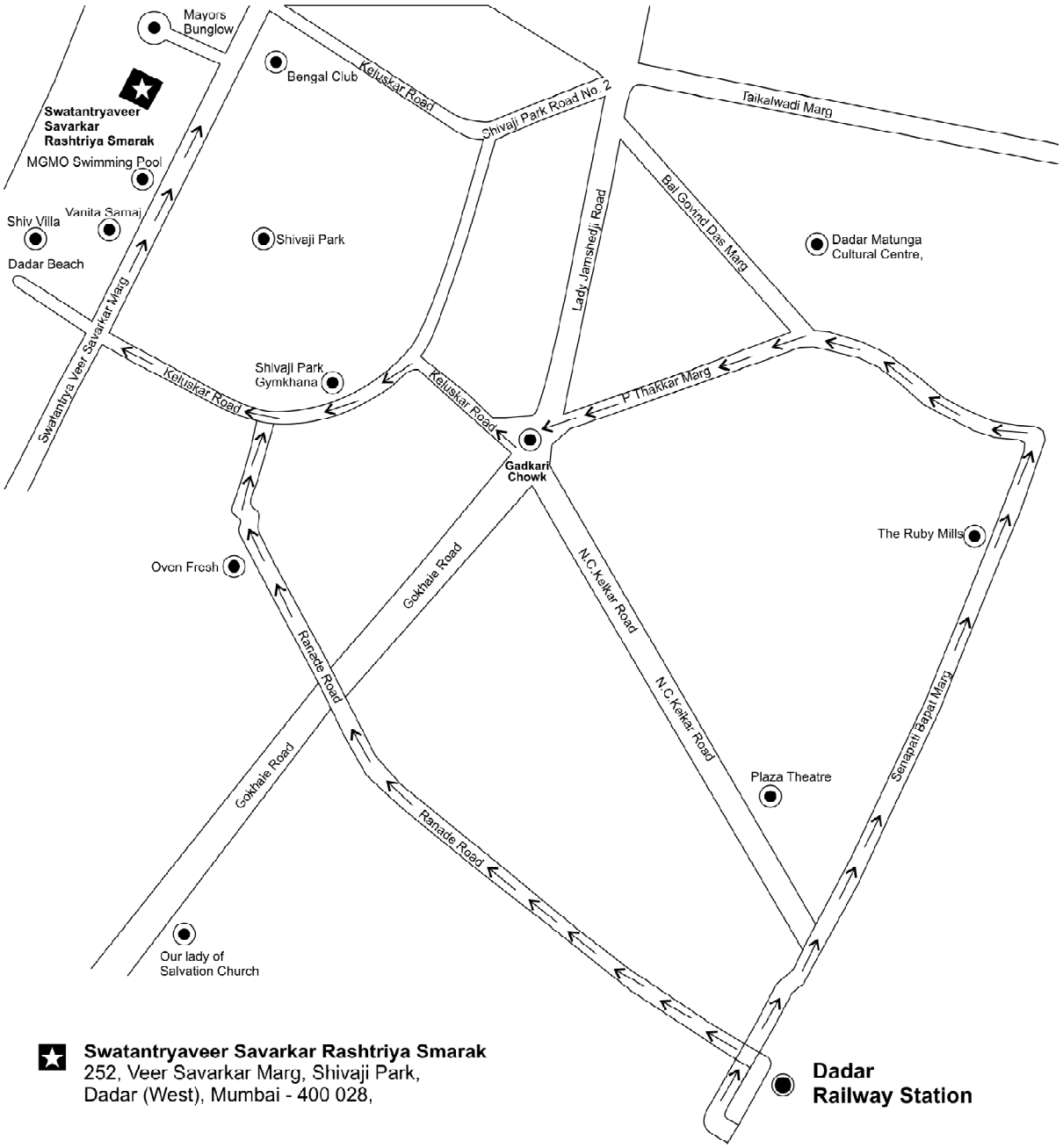
Asst. Vice President and Company Secretary

Place : Mumbai

Date : May 11, 2018

ROUTE MAP - 11TH ANNUAL GENERAL MEETING

Venue: Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028, Maharashtra, India



ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai - 400 059, Maharashtra, India
CIN: L18101MH2007PLC233901; **Website:** www.abfrl.com; **Email:** secretarial.abfrl@adityabirla.com;
Tel.: +91 - 8652905000; **Fax:** +91 - 8652905400

Form No. MGT - 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	:	.....
Registered address	:	.....
		.....
E - mail Id	:	.....
Folio No. / Client ID*	:	.....
DP ID*	:	.....

**applicable in case of shares held in electronic form*

I/ We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

1. Name: .....
   Address: .....
   .....
   E – mail ID:..... Signature: ....., or failing him/her;
2. Name: .....
   Address: .....
   .....
   E – mail ID:..... Signature: ....., or failing him/her;
3. Name: .....
   Address: .....
   .....
   E – mail ID:..... Signature: .....;

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company, to be held on Tuesday, August 28, 2018, at 3:00 p.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Type of Resolution	Assent	Dissent
1.	Adoption of Audited Financial Statements	Ordinary		
2.	Appointment of Director	Ordinary		
3.	Ratification of appointment of Statutory Auditors	Ordinary		
4.	Appointment of Mr. Pranab Barua as Non-Executive Director	Ordinary		
5.	Appointment of Mr. Ashish Dikshit as Managing Director	Special		
6.	Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 crore, on private placement basis	Special		

Signed this ..... day of ....., 2018

Signature of Member .....

Signature of Proxy holder(s) .....

Affix ₹ 1 Revenue Stamp

Notes:

(1) Please put a (🗏) in the appropriate column against the respective resolution. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave the "Assent" or "Dissent" column blank against any or all the resolutions, the proxy will be entitled to vote in the manner as he/she thinks appropriate, in case of a poll.
(2) This Proxy Form shall be deposited at the Registered Office of the Company, either in person or through post, not less than 48 (forty eight) hours before the commencement of the AGM i.e. 3:00 p.m. on Sunday, August 26, 2018.
(3) In order to be valid and effective, the Proxy Form must be duly filled, completed, signed and stamped. Incomplete, blank, undated Proxy Form which does not state the name of the person appointed as a Proxy, will not be considered valid. Further, the Proxy Form submitted on behalf of the Companies, Corporate Members, Societies etc. must be supported by an appropriate certified copy of the resolution/ letter of authority, as may be applicable.
(4) Those Members who have multiple folios with different jointholders may use copies of this Proxy Form.
(5) Please refer the Notice of the Eleventh Annual General Meeting of the Company for more instructions.

TEAR HERE

THIS PAGE HAS BEEN INTENTIONALLY KEPT BLANK



ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai - 400 059, Maharashtra, India
CIN: L18101MH2007PLC233901; **Website:** www.abfrl.com; **Email:** secretarial.abfrl@adityabirla.com;
Tel.: +91 - 8652905000; **Fax:** +91 - 8652905400

E-COMMUNICATION REGISTRATION FORM

Dear Members,

The Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Reports and General Notices in electronic mode to Members who have registered their E-mail addresses for the purpose.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow Shareholders to contribute towards a Greener Environment. This is a golden opportunity for every Shareholder of Aditya Birla Fashion and Retail Limited to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our Members to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the enclosed registration form which is available on the website of the Company i.e. www.abfrl.com .

Let's be part of this 'Green Initiative' !

Please note that as a Member of the Company you will be entitled to receive all such communication in physical form, upon request.

Best Regards,

Geetika Anand
Company Secretary

TEAR HERE

E - COMMUNICATION REGISTRATION FORM

Folio No. / DP ID and Client ID: .....

Name of 1st Registered Holder : .....

Name of Joint Holder(s): .....

.....

Registered Address : .....

.....

.....

E-mail ID (to be registered): .....

I/ We Member(s) of Aditya Birla Fashion and Retail Limited agree to receive communication from the Company in electronic mode.

Please register my above E-mail address in your records for sending communication through E-mail.

Date: ..... Signature: .....

Note: Member(s) are requested to provide the E-mail ID very carefully, as all the communication from the Company shall be sent to the E-mail ID provided through this form. The Shareholders are also requested to keep the Company informed as and when there is any change in the registered E-mail address.

THIS PAGE HAS BEEN INTENTIONALLY KEPT BLANK

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai- 400 059, Maharashtra, India
CIN: L18101MH2007PLC233901; **Website:** www.abfrl.com; **Email:** secretarial.abfrl@adityabirla.com;
Tel.: +91 - 8652905000; **Fax:** +91 - 8652905400

ATTENDANCE SLIP FOR ELEVENTH ANNUAL GENERAL MEETING ON AUGUST 28, 2018 AT 3.00 P.M

(to be handed over at the registration counter)

Name	:
Address	:
Folio No. / DP ID and Client ID	:
No. of Equity Shares	:

I certify that I am a registered Member/ proxy/ representative for the registered Member of the Company and I hereby record my presence at the Eleventh Annual General Meeting of the Company ("AGM") at Swatantryaveer Savarakar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400028, Maharashtra, India.

First/ Sole holder/ Proxy | Second holder/ Proxy | Third holder/ Proxy

Subject: Voting through electronic means (e-voting)

Dear Member,

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to role by electronic means, on the resolutions set forth in the Notice convening the Eleventh Annual General Meeting, to be held on Tuesday, August 28, 2018 at Swatantryaveer Savarakar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400028, Maharashtra, India.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility. The remote e-voting facility is available at **www.evotingindia.com.**

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)
180716023

The e-voting facility will be available commencing from Saturday, August 25, 2018 at 9.00 a.m. to Monday, August 27, 2018 at 5.00 p.m.

The cut-off date for the purpose of e-voting is Tuesday, August 21, 2018. During the e-voting period, all Members of the Company holding shares in any form i.e. physical or dematerialised may cast their vote electronically. Members desiring to exercise remote e-voting option may refer to the detailed procedure on electronic voting provided in the Notice of the Eleventh Annual General Meeting.

This communication is an integral part of the Notice dated May 11, 2018, for convening the Annual General Meeting of the Company.

Business Standard MUMBAI | FRIDAY, 3 AUGUST 2018 15

ADITYA BIRLA
FASHION & RETAIL

ADITYA BIRLA FASHION AND RETAIL LIMITED

[**CIN:** L18101MH2007PLC233901]
Regd. Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri East, Mumbai, Maharashtra - 400059, India;
Tel.: +91-8652905000; **Fax:** +91-8652905400; **E-mail:** secretarial.abfrl@adityabirla.com; **Website:** www.abfrl.com

NOTICE OF THE 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that:

1. The 11th Annual General Meeting of the Members ("11th AGM") of Aditya Birla Fashion and Retail Limited ("Company") will be held on Tuesday, August 28, 2018, at 3:00 p.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai – 400 028, Maharashtra, India, to transact the business, as set out in the Notice of the 11th AGM ("Notice") dated May 11, 2018.
2. In terms of the applicable provisions of the Companies Act, 2013, the Notice and the Annual Report of the Company for the Financial Year 2017-18 ("Annual Report") alongwith the Attendance Slip with respect to the 11th AGM, have been sent in electronic mode (i.e. by way of an E-mail) to Members whose E-mail addresses are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. The Members of the Company may request for a physical copy of the same by writing to the Company Secretary of the Company at **secretarial.abfrl@adityabirla.com**.
3. Further, physical copies of the Notice and the Annual Report alongwith the Attendance Slip have been sent vide permitted modes of dispatch, at the registered addresses of those Members, who have not registered their E-mail address with the Company or Depository Participant(s) or who have specifically registered their request for the hard copy of the same. The Company has completed the dispatch of Annual Report on August 2, 2018.
4. Relevant documents referred to in the Notice will be available for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10:00 a.m. and 12:00 noon, upto the date of the 11th AGM.
5. Further, pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, 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 11th AGM, by electronic means.
6. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility and the Members may cast their votes on electronic voting system from place other than the venue of the AGM (i.e. remote e-voting) or at the 11th AGM.
7. The Members are requested to take note of the following :
   (a) The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on **Tuesday, August 21, 2018 i.e. the cut-off date**, shall be entitled to vote on the Resolutions set forth in the Notice.
   (b) 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 in the notice. They may also refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com** (under help section) or write an E-mail to **helpdesk.evoting@cdslindia.com** or **secretarial.abfrl@adityabirla.com**.
   (c) The **remote e-voting period will commence on Saturday, August 25, 2018 at 9:00 a.m. and will end on Monday, August 27, 2018 at 5:00 p.m.** The remote e-voting module shall be disabled for voting thereafter by CDSL.
   (d) During this period, Members of the Company as on the cut-off date i.e. Tuesday, August 21, 2018, holding shares either in physical form or in dematerialised form, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the Member, such Member shall not be allowed to change it subsequently.
   (e) In addition, the facility for voting through electronic voting system shall also be made available at the 11th AGM ("e-voting at the AGM").
   (f) The Members who have cast their vote by remote e-voting prior to the 11th AGM will be entitled to and may attend the 11th AGM but shall not be entitled to cast their vote again.
   (g) Company has appointed Mr. Dilip Bharadiya (holding Membership No. FCS 7956), Proprietor of M/s. Dilip Bharadiya & Associates, 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 AGM) in a fair and transparent manner.
   (h) The Notice and the Annual Report are available on the website of the Company i.e. **www.abfrl.com**.
   (i) In case the Members have any queries or issues regarding the e-voting facility, they may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com** (under help section) or contact Mr. Rakesh Dalvi, Manager – CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400 013, Tel. No.:- 1800225533 or write an E-mail to **helpdesk.evoting@cdslindia.com** or **secretarial.abfrl@adityabirla.com**.

This newspaper Communication is available on website of the Company i.e. at **www.abfrl.com** and also on the website of CDSL i.e. at **www.evotingindia.com**.

For **Aditya Birla Fashion and Retail Limited**
Sd/-
Geetika Anand
Company Secretary

Place: Mumbai
Date : August 2, 2018

An Aditya Birla Group Company

Annexure B2

ADITYA BIRLA
FASHION & RETAIL

आदित्य बिर्ला फॅशन अँड रिटेल लिमिटेड

[CIN: L18101MH2007PLC233901]
रजिस्टर्ड ऑफिस : ७०१-७०४, ७वा मजला, स्कायलाईन आयकॉन बिझनेस पार्क,
८६-९२, ऑफ अंधेरी-कुर्ला रोड, मरोळ व्हिलेज, अंधेरी (पूर्व), मुंबई, महाराष्ट्र - ४०००५९, भारत.
फोन : +९१-८६५२९०५०००, **फॅक्स :** +९१-८६५२९०५४००, **ई-मेल : secretarial.abfrl@adityabirla.com; वेबसाईट : www.abfrl.com**

११व्या वार्षिक सर्वसाधारण सभेची सूचना

याद्वारे सर्वांना **सूचना** देण्यात येत आहे की:

१. आदित्य बिर्ला फॅशन अँड रिटेल लिमिटेड (''कंपनी'') ची ११वी वार्षिक सर्वसाधारण सभा (''११वी एजीएम/सभा''), मंगळवार, २८ ऑगस्ट, २०१८ रोजी, स्वातंत्र्यवीर सावरकर राष्ट्रीय स्मारक, २५२, वीर सावरकर मार्ग, शिवाजी पार्क, दादर (पश्चिम), मुंबई-४०००२८, महाराष्ट्र, भारत येथे दुपारी ३.०० वाजता आयोजित केली आहे. या सभेमध्ये दि. ११ मे, २०१८ रोजीच्या सभेच्या सूचनेमध्ये नमूद केलेल्या विषयांचे कामकाज होईल.

२. कंपनीने, कंपनी कायदा, २०१३ च्या तरतुदी नुसार, सूचना आणि कंपनीचा आर्थिक वर्ष २०१७-१८ साठीचा वार्षिक अहवाल (''वार्षिक अहवाल''), सभेसंदर्भातील अटेंडेंस स्लिपसहीत, ज्या सदस्यांनी कंपनी/डिपॉझिटरी पार्टिसिपंट यांचेकडे आपला ई-मेल आयडी नोंदविला आहे त्यांना आणि ज्यांनी कंपनीकडे वार्षिक अहवालाची मुद्रित प्रत देण्याबाबत विनंती नोंदवलेली नाही त्यांना, इलेक्ट्रॉनिक मोडद्वारे (म्हणजेच ई-मेल द्वारे) पाठविला आहे. ज्या सदस्यांना त्याची मुद्रित प्रत हवी असेल त्यांनी कंपनी सेक्रेटरीला **secretarial.abfrl@adityabirla.com** या ई-मेल आयडीवर विनंती करावी.

३. तसेच ज्या सभासदांनी आपले ई-मेल ॲड्रेसेस कंपनी किंवा डिपॉझिटरी पार्टीसिपन्ट्स यांच्याकडे नोंदविलेले नाहीत किंवा ज्यांनी छापील प्रतीसाठी विनंती नोंदवली आहे अशा सभासदांना सूचना आणि वार्षिक अहवाल यांच्या छापील प्रती, सभेसंदर्भातील ॲटेन्डन्स स्लिप सहित, त्यांच्या नोंदणीकृत पत्त्यावर, वितरणाच्या योग्य पध्दतीने पाठवून देण्यात आल्या आहेत. कंपनीने वार्षिक अहवाल पाठविण्याचे काम २ ऑगस्ट, २०१८ रोजी पूर्ण केलेले आहे.

४. सूचनेमध्ये नमूद केलेले सर्व दस्तऐवज कंपनीच्या नोंदणीकृत कार्यालयात, कोणत्याही कार्यालयीन दिवशी, सभेच्या दिवसापर्यंत, सकाळी १० वाजल्यापासून दुपारी १२ वाजेपर्यंत, तपासणीकरता उपलब्ध असतील.

५. तसेच, तुमच्या कंपनीला, कंपनी कायदा २०१३ चे कलम १०८, कंपनीज् (मॅनेजमेंट अँड ॲडमिनिस्ट्रेशन) रूल्स, २०१४ ज्या दुरुस्ती करण्यात आलेल्या रूल २०, आणि सेबी (लिस्टिंग ऑब्लिगेशन अँड डिस्क्लोजर रिक्वायरमेंट) २०१५ चा अधिनियम ४४ या मधील तरतुदींनुसार, सभेत पारित करण्यात येणाऱ्या ठरावांवर इलेक्ट्रॉनिक पध्दतीने मतदान करण्याची सुविधा देण्यास आनंद होत आहे.

६. कंपनीने ई-मतदानाची सुविधा पुरविण्यासाठी सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड ('सीडीएसएल') यांची निवड केली आहे आणि सभासद एजीएमच्या ठिकाणापासून वेगळ्या ठिकाणावरून इलेक्ट्रॉनिक मतदान पध्दतीद्वारे (म्हणजेच रिमोट ई-व्होटींग द्वारे) किंवा ११व्या एजीएमच्या ठिकाणी आपले मतदान करु शकतात.

७. सभासदांनी पुढील गोष्टींची नोंद घ्यावी ही विनंती:

(ए) **मंगळवार, २१ ऑगस्ट, २०१८ रोजी म्हणजेच कट ऑफ डेट रोजी** रजिस्टर ऑफ मेंबर्स/लिस्ट ऑफ बेनिफिशीयल ओनर्समध्ये ज्यांची नावे आढळून येतील, असेच सभासद सूचनेमध्ये नमूद केलेल्या ठरावांवर मतदान करण्यास पात्र असतील.

(बी) जी व्यक्ती ह्या सूचनेचे वितरण झाल्यानंतर कंपनीचे समभाग घेऊन कंपनीची सभासद होईल आणि जी कट ऑफ डेट रोजी कंपनीची सभासद असेल, अशा व्यक्तीने सूचनेमध्ये सविस्तर वर्णन करण्यात आलेल्या रिमोट ई-व्होटींगच्या पध्दतीचे पालन करावे. याशिवाय ते **www.evotingindia.com** वर (हेल्प सेक्शन खाली) उपलब्ध असणारे वारंवार विचारले जाणारे प्रश्न ('एफएक्यूज') आणि ई-व्होटींग मॅन्युअल पाहू शकतात किंवा **helpdesk.evoting@cdslindia.com** अथवा **secretarial.abfrl@adityabirla.com** वर ई-मेल पाठवू शकतात.

(सी) **रिमोट ई-व्होटींगचा कालावधी शनिवार, २५ ऑगस्ट, २०१८ रोजी सकाळी ९.०० वाजता प्रारंभ होईल आणि सोमवार, २७ ऑगस्ट, २०१८ रोजी सायंकाळी ५.०० वाजता** समाप्त होईल. यावेळेनंतर सीडीएसएल यांच्याकडून रिमोट ई-व्होटींग मोड्यूल मतदानासाठी अकार्यरत करण्यात येईल.

(डी) ह्या कालावधीमध्ये कट ऑफ डेट रोजी म्हणजेच, मंगळवार, २१ ऑगस्ट, २०१८ रोजी फिजिकल किंवा डिमटेरिअलाइज्ड पध्दतीने समभाग धारण करणारे कंपनीचे सभासद रिमोट ई-व्होटींगद्वारे आपले मतदान करु शकतात. एखाद्या सभासदाने एखाद्या ठरावावर एकदा मतदान केले की त्या सभासदाला त्यामध्ये नंतर बदल करण्यास परवानगी असणार नाही.

(इ) याखेरीज इलेक्ट्रॉनिक मतदान पध्दतीने मतदान करण्याची सुविधा ११व्या एजीएमच्या ठिकाणी ('एजीएमच्या ठिकाणी ई-व्होटींग') देखील उपलब्ध करून देण्यात येईल.

(एफ) ज्या सदस्यांनी सभेच्या आधी रिमोट ई-व्होटींगद्वारे मतदान केले असेल ते सभासद सभेसाठी उपस्थित राहू शकतील, परंतु सभेच्या ठिकाणी ई-व्होटींग करण्यास पात्र नसतील.

(जी) कंपनीने मेसर्स दिलीप भराडिया ॲण्ड असोसिएट्स, कंपनी सेक्रेटरीजचे प्रोप्रायटर, श्री. दिलीप भराडिया (मेंबरशिप क्र. एफसीएस ७९५६) यांची स्क्रूटिनायझर म्हणून कार्य करण्यासाठी तसेच संपूर्ण ई-व्होटिंग प्रक्रियेचे (म्हणजेच रिमोट ई-व्होटींग आणि एजीएमच्या ठिकाणी ई-व्होटींग) यांचे उचित आणि पारदर्शक पध्दतीने आयोजन करण्यासाठी नियुक्ती केलेली आहे.

(एच) सूचना आणि वार्षिक अहवाल कंपनीच्या वेबसाईटवर म्हणजेच **www.abfrl.com** वर उपलब्ध आहे.

(आय) सभासदांना ई-मतदान सुविधेच्या संदर्भात कोणत्याही शंका किंवा अडचणी असतील तर ते **www.evotingindia.com** वर (हेल्प सेक्शन खाली) उपलब्ध असणारे वारंवार विचारले जाणारे प्रश्न ('एफएक्यूज') आणि ई-व्होटींग मॅन्युअल पाहू शकतात किंवा श्री. राकेश दळवी, मॅनेजर, सीडीएसएल, ए विंग, २५वा मजला, मॅराथॉन फ्यूचरेक्स, मफतलाल मिल, कंपाऊंड्स, एन. एम. जोशी मार्ग, लोअर परेल (पू), मुंबई - ४०००१३, दूरध्वनी १८००२२५५३३ यांच्याशी संपर्क साधू शकतात किंवा **helpdesk.evoting@cdslindia.com** अथवा **secretarial.abfrl@adityabirla.com** वर ई-मेल पाठवू शकतात.

ही वर्तमानपत्रातील जाहिरात कंपनीच्या वेबसाईट म्हणजेच **www.abfrl.com** तसेच सीडीएसएलच्या वेबसाईट म्हणजेच **www.evotingindia.com** वर देखील उपलब्ध आहे.

आदित्य बिर्ला फॅशन अँड रिटेल लिमिटेड करिता,
सही/-
गीतिका आनंद
कंपनी सेक्रेटरी

स्थळ : मुंबई
तारीख : २ ऑगस्ट, २०१८