

ADITYA BIRLA REAL ESTATE LIMITED

(FORMERLY CENTURY TEXTILES AND INDUSTRIES LIMITED)

Registered Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400030.

Phone: +91-022-24957000 Fax: +91-22-24309491, +91-22-24361980

www.adityabirlarealestate.com Email: ctil.secretary@adityabirla.com

CIN: L17120MH1897PLC000163

NOTICE OF 128TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 128th Annual General Meeting ('AGM') of the Shareholders of the Company will be held on Wednesday, the 30th July, 2025 at 03:00 p.m. IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Report of Auditors thereon.
- To declare dividend on equity shares of the Company for the year ended 31st March, 2025.

SPECIAL BUSINESS:

- To appoint a Director in place of Smt. Rajashree Birla (holding DIN: 00022995) who retires from office by rotation, but being eligible, offers herself for reappointment and in this regard, to consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment, substitution or re-enactment in the foregoing for the time being in force), consent of the members of the Company be and is hereby accorded to the reappointment of Smt. Rajashree Birla (holding DIN: 00022995), who is above the age of 75 (seventy-five) years and retires from office by rotation and being eligible, offers herself for reappointment as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- To approve the remuneration of the Cost Auditor of the Company for the financial year ending 31st March, 2026 and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. R. Nanabhoy & Co., being the Cost Auditor appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2026, be paid the remuneration (apart from Goods and Services Tax as applicable, or such other taxes as may be made applicable in lieu thereof, and reimbursement of actual travel and out-of-pocket expenses) as per details given below:

Name of the Industry	Name of the manufacturing unit and its location	Name of the Cost Auditor	Remuneration (₹ in lacs)
Paper	Century Pulp and Paper, Uttarakhand	M/s. R. Nanabhoy & Co.	0.60

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- To appoint a Secretarial Auditor of the Company for a term of five consecutive years from FY 2025-26 to FY 2029-30 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, the proposed appointment of M/s. Sanjay Sangani & Co., Peer Reviewed Practicing Company Secretaries (CP No. 3847) be and is hereby approved as the Secretarial Auditor of the Company to conduct Secretarial Audit for a term of five consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30 i.e. w.e.f. 01st April, 2025 till 31st March, 2030, at such remuneration plus taxes and actual out of pocket expenses, as the Board of Directors (hereinafter referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) and the Secretarial Auditor mutually decide."

6. To approve the reappointment of Mr. R.K. Dalmia as a Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Secretarial Standard-2 on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company and subject to such other approvals as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the reappointment of Mr. R. K. Dalmia (holding DIN:00040951) as the Managing Director and his continuation as Key Managerial Personnel of the Company with effect from 12th August, 2025 upon the terms and conditions including terms of remuneration as set out hereunder:-

A. Period:

Two years with effect from 12th August, 2025 with liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration w.e.f. 12th August, 2025:

- (i) Basic Salary: ₹ 8,98,918/- (Rupees Eight Lacs Ninety Eight Thousand Nine Hundred Eighteen) per month with such increments as the Board may decide as per performance from time to time, subject however to a ceiling of ₹12,04,224/- (Rupees Twelve Lacs Four Thousand Two Hundred Twenty Four) per month as Basic Salary.
- (ii) Special Allowance: ₹ 35,77,843/- (Rupees Thirty Five Lacs Seventy Seven Thousand Eight Hundred Forty Three) per month with such increments as the Board may decide as per performance from time to time, subject however to a ceiling of ₹ 48,92,160/- (Rupees Forty Eight Lacs Ninety Two Thousand One Hundred Sixty) per month.
- (iii) Following allowances/perquisites/facilities/amenities are given as per the Company's Rules:-
 - a) Housing – House Rent Allowance (HRA) as per the Company's Policy.
 - b) House Maintenance and Telephone/Wi-Fi - Electricity, Gas, Housing society and other reasonable expenses up to ₹ 8,40,000/- per annum and payment of two servants not exceeding ₹ 1,25,000/- per month. Telephone and wifi connection at residence and mobile phone expenses at actuals.
 - c) Leave Travel Allowance - as per the Company's Policy.
 - d) Club fees - One Club (including admission and annual membership fee).
 - e) Car - Two cars up to maximum combined value of ₹ 87,00,000/-. Car Allowance (Petrol + Maintenance) as per actual expenses. Eligible for two drivers with combined salary not to exceed ₹ 1,10,000/- per month.
 - f) Other Expenses - Entertainment, travelling and all other expenses incurred for the business of the Company as per the Company's Policy.
 - g) Retirement Benefits - Provident Fund, Superannuation Fund (15% of basic salary with the option of converting the amount to a cash out allowance) as per the Company's Policy. Gratuity as per applicable rules or as approved by the Board.

- h) Other Benefits - Leave and related benefits, Medical Insurance and Personal Accident Insurance as per the Company's Policy.
 - i) Other Allowances / benefits, perquisites - Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company or which may become applicable in future and / or any other allowances, perquisites as the Board may, from time to time decide.
 - j) Other Retirement Benefits - Any other One-Time / Periodic / Cash or Non-Cash benefits as may be decided by the Board at the time of retirement.
- C.** In case Mr. R. K. Dalmia is elevated to the next higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits, applicable to that level, will also apply to him.
- D.** Annual remuneration review is effective from 01st July each year, as per the Policy of the Company.
- E.** Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F.** The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under Sections 197 and 198 read with Schedule V and other applicable provisions of the Act, or any statutory modification or re-enactments thereof for the time being in force or otherwise as may be permissible at law.
- G.** When in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to Mr. R. K. Dalmia as and by way of minimum remuneration subject to the applicable provisions of Schedule V of the said Act and the approval of the Central Government, if required or any other approvals as may be required under law.
- H.** Though considering the provisions of Section 188 of the Act and the applicable Rules and Schedule of the Act, Mr. R. K. Dalmia would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries / Joint Ventures / Associates, 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 the meetings of Board of Directors / Committee(s) of Subsidiaries (including step down subsidiaries) / Joint Ventures / Associates of the Company or companies promoted or to be promoted by Aditya Birla Real Estate Limited (Formerly Century Textiles and Industries Limited) and/or its subsidiaries.
- I.** The Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any committee constituted or to be constituted by the Board) be and is hereby authorized to alter, modify or revise from time to time, the terms and conditions of appointment including terms of remuneration of Mr. R. K. Dalmia, as the Managing Director of the Company, subject to the limits as per approval of the shareholders in such manner as may be considered appropriate in the best interests of the Company as may be permissible at law.

RESOLVED FURTHER THAT so long as Mr. R. K. Dalmia functions as the Managing Director of the Company, his office shall not be subject to retirement by rotation and so long Mr. R. K. Dalmia functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary in this regard."

- 7.** To approve the sale of the Pulp and Paper business undertaking of the Company as a going concern on slump sale basis and in this regard, to consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 37A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 50B read with Section 2(42C) of the Income-tax Act, 1961 and the rules made thereunder ("**IT Act**") and any other applicable laws, rules, regulations (as the case may be), (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to necessary consents, permissions and approvals from statutory or regulatory authorities and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, no-objections, permissions and sanctions, which may be agreed to by the Board of Directors ("**Board**", which expression shall also include a committee thereof), and subject to such other and further conditions as the Board may agree, the consent of the members be and is hereby accorded to the Board for sale of the Company's pulp and paper business (comprising the business of manufacture, distribution and sale of writing paper, printing paper, tissue paper, paper board, rayon grade pulp,

paper grade pulp and other paper and paper based products manufactured, sold and/or distributed by the Company under the name of 'Century Pulp & Paper' along with its respective assets and liabilities including but not limited to the concerned contracts, inventory, business records, goodwill, licenses, employees, intellectual property etc., except the assets and liabilities specifically excluded, as set out in the Business Transfer Agreement) ("**Undertaking**"), as a going concern, on a slump sale basis (as defined under Section 2(42C) of the IT Act) by executing the Business Transfer Agreement and other Ancillary Agreements (collectively referred to as the "**Definitive Agreements**") between the Company and ITC Limited, a company incorporated under the laws of India, bearing Corporate Identity Number: L16005WB1910PLC001985 and having its registered office at Virginia House, 37 Jawaharlal Nehru Road, Kolkata, West Bengal, 700071 ("**Buyer**"), for a lumpsum consideration of INR 3498,00,00,000 (Indian Rupees Three Thousand Four Hundred and Ninety Eight Crores) on a cash free and debt free basis, subject to closing and post-closing adjustments as detailed in the Definitive Agreements (including any amendments or modifications thereto), with effect from such date, in such manner and on such terms and conditions as specified in the Definitive Agreements executed in relation to transaction (sale/ transfer/ hive off/ disposal of Undertaking from the Company to ITC be termed as the "**Transaction**").

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board to do and perform or cause to be done all such acts, deeds, matters and things, as may be necessary, or deemed necessary or incidental thereto, to give effect to this resolution (including finalizing, settling and executing of such documents /writings / deeds / papers / agreements as may be necessary or incidental thereto, including assignment / conveyance / transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc) and to take all other actions and decisions and to settle any questions, difficulties or doubts that may arise in relation to the transfer of the Undertaking, as they may in their absolute discretion deem necessary or expedient to give effect to this resolution, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company, to do all such acts and to take such steps, as may be considered necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any other authorized representatives of the Company in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

8. To approve Material Related Party Transaction relating to Birla Estates Private Limited (BEPL), a wholly owned subsidiary of the Company and Vardhita Properties Private Limited (VPPL), a joint venture of BEPL and MJR Investment Pte Ltd. (MIPL), an affiliate of Mitsubishi Estate Co. Ltd. (MECL) and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules made thereunder [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, and the Company's Policy on Related Party Transaction(s) and subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation and approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the material related party transaction relating to providing of security of assets by way of creation of mortgage/charge /encumbrance on the land parcel situated at Sarjapur, Bengaluru, owned by Birla Estates Private Limited (BEPL), a wholly owned subsidiary of the Company, in favour of Bank(s)/Financial Institution(s)/Security Trustee(s) to secure the borrowings i.e. project finance up to ₹ 500 Crores (Rupees Five Hundred Crores Only) in one or more tranches, and interest thereon, to be availed by Vardhita Properties Private Limited (VPPL), a joint venture of BEPL and MJR Investment Pte Ltd. (MIPL), an affiliate of Mitsubishi Estate Co. Ltd. (MECL), both being related parties (within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations), for the purpose and benefit of development of real estate project 'Birla Evara' by VPPL being a developer of the said land parcel, to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for the tenure of 72 months or such other tenure as may be deemed fit from the date of execution of finance documents

including mortgage deeds or agreements on such terms and conditions (including timing, manner and extent of creation of security) as the Board and/or the boards of the respective subsidiary/joint venture of the Company may in its absolute discretion decide or deem fit in the best interest of the Company, subsidiary and joint venture.

FURTHER RESOLVED THAT the Board of Directors and/or the Board of the respective subsidiary/joint venture of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called, to make any material modification to the terms of such related party transaction and to do all such acts, matters and things as may be necessary and to settle any question or difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned subsidiary/joint venture (as the board of such subsidiary/joint venture may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and is hereby approved, ratified and confirmed in all respects."

NOTES FOR MEMBERS' ATTENTION

1. The Ministry of Corporate Affairs (MCA) has vide its General Circular no. 09/2024 dated 19th September, 2024 regarding "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" along with other relevant General Circulars issued by the Ministry of Corporate Affairs ('MCA') (hereinafter referred to as 'MCA Circulars') from time to time permitted the Companies whose AGMs are due in the year 2025, to conduct their AGMs up to 30th September, 2025 through VC/OAVM, without the physical presence of the members at a common venue and also provided relaxation from dispatching of physical copies of Notice of AGM and Financial Statements for year 2025. Considering the above MCA Circulars, Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 in respect of "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Circular') also provided relaxation up to 30th September, 2025 in this regard. In compliance with the MCA Circulars and SEBI Circular, the AGM of the members of the Company is being held through VC/OAVM.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Since this AGM is being held pursuant to MCA Circulars and SEBI Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to the Notice.

3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM through VC/OAVM shall be deemed to be conducted at the Registered Office of the Company at Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400 030.
4. In compliance with the aforesaid MCA circulars and SEBI circular, Notice of the AGM along with Integrated Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Integrated Annual Report 2024-25 will also be available on the following websites:

Particulars	Website
Aditya Birla Real Estate Limited (Formerly Century Textiles and Industries 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

Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link of the Integrated Annual Report for the FY 2024-25, will be sent to those shareholder(s) who have not registered their email address with the Company/Depositories/Depository Participants/Registrar and Share Transfer Agent.

5. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of item nos. 3 to 8 of the Notice set out above, is annexed hereto. The relevant details under Regulation 36(3) of the SEBI Listing Regulations and other requisite information as per clause 1.2.5 of Secretarial Standard - 2 on General Meetings in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms part of this Notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
8. The name of the RTA has been changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" with effect from 31st December, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
9. Members are requested to send all their documents and communications pertaining to shares to **MUFG Intime India Private Limited** (Formerly Link Intime India Private Limited) (**'MIPL'**), **Registrar and Share Transfer Agent of the Company** at their address at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Maharashtra) Telephone No. +91-8108116767, Fax No. 022 - 4918 6060 for both physical and demat segments of Equity Shares.

Please quote on all such correspondence: "Unit – Aditya Birla Real Estate Limited (Formerly Century Textiles and Industries Limited)."

For Shareholders queries :

Telephone No. : +91-8108116767

Email ID : rnt.helpdesk@in.mpms.mufg.com

10. The Record date for the purpose of payment of dividend is Tuesday, the 15th July, 2025. The Register of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Wednesday, 16th July, 2025, to Wednesday, 30th July, 2025, both days inclusive.
11. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Friday, 01st August, 2025, as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL'), collectively 'Depositories', as of the close of business hours on Record date i.e. Tuesday, 15th July, 2025.
 - b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, 15th July, 2025.
12. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 01st April, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer the Income-tax Act, 1961, Finance Act, 2020 and amendments thereto from time to time. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and Depository Participants ('DP') (in case of shares held in electronic mode).

A Resident Individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to ctil.investorrelations@adityabirla.com by 11:59 p.m. (IST) on Friday, 11th July, 2025. Shareholders are requested to note that if the PAN is not correct/invalid/inoperative or have not filed their income-tax returns, then tax will be deducted at higher rates prescribed under the applicable provisions of the Income-tax Act, 1961 and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under a tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholders may submit the

above documents (PDF/JPG Format) by e-mail to ctil.investorrelations@adityabirla.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. (IST) on Friday, 11th July, 2025.

13. Members seeking any information about the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Friday, 25th July, 2025, through e-mail on ctil.investorrelations@adityabirla.com. The same will be replied by the Company suitably.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, the Register of Charges as maintained under Section 85 of the Act, Certificate from Secretarial Auditor of the Company certifying that the ESOP scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other relevant documents referred to in this Notice will be available electronically for inspection by the members during the 128th AGM.

Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to ctil.secretary@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, up to the date of 128th AGM.

15. It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of ₹100/- each for exchange with the new Share Certificates for Equity Shares of ₹10/- each. They are once again requested to surrender the old Share Certificates for Equity Shares of ₹100/- each at the **Registered Office of the Company** so as to enable the Company to do the needful.
16. As per the provisions of Section 72 of the Act the facility for making/varying/cancelling nominations is available to individual's holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the website of the Company i.e. www.adityabirlarealestate.com or Share Transfer Agent website viz. www.mpms.mufig.com. or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to MIPL in case the shares are held in physical form.
17. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07th May, 2024, SEBI has mandated the security holders (holding securities in physical form) to submit their PAN (i.e. linked with Aadhaar Number), Choice of Nomination, Contact details (Postal Address with PIN Code and Mobile Number), Bank Account details and Specimen Signature in their corresponding folios. Therefore, such security holder(s) whose folio does not have PAN, KYC and Nomination shall be eligible:
 - i. To lodge any grievance or avail of any service request from RTA, only after furnishing the PAN, KYC details and Nomination;
 - ii. To receive any payment including dividend, interest or redemption amount (which is only through electronic mode w.e.f. 01st April, 2024) only after compliance with the above stated requirements.

The Company has dispatched a letter on 23rd April, 2025 to the Members holding shares in physical form to update their details as mandated by above referred SEBI Circular read with SEBI's Master Circular for RTA's dated 07th May, 2024.

18. In view of the above, Members are requested to update their details /changes, if any, pertaining to their name, postal address with PIN code, email address, telephone/mobile numbers, Permanent Account Number (PAN linked with Aadhaar), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs in case the shares held by them are in electronic form and to the RTA in case of shares held by them in physical form.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circulars are available on Company's website i.e. www.adityabirlarealestate.com.

19. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies shall be transferred only in dematerialized form. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division of securities certificate; Consolidation

of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website i.e. www.adityabirlarealestate.com and on the website of the Company's RTA i.e. www.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC compliant. Further, SEBI vide its notification dated 24th January, 2022, has also mandated that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

20. The Company pursuant to Regulation 39 read with Schedule VI of the SEBI Listing Regulations has already sent a reminder to the Shareholders to claim unexchanged/undelivered share certificates lying with the Company failing which the unclaimed share certificates lying in physical form shall be transferred in dematerialised form to Unclaimed Suspense Account and dematerialised and held in Unclaimed Suspense Account.
21. Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounts, Audit, Transfer and Refund) Rules, 2016, ('IEPF Rules'), the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2024 on the website of the Company www.adityabirlarealestate.com.
22. Pursuant to the provisions of Sections 124 and 125 of the Act, the dividends for the financial year ended 31st March, 2018 and thereafter, which remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2018 or any subsequent financial year(s) are requested to claim such amount from the Secretarial Department of the Company or from the Share Transfer Agent before 31st July, 2025. The due date for transfer of the unclaimed dividend amount for the financial year ended 31st March, 2018 to IEPF of the Central Government is 30th August, 2025.
23. Pursuant to the provisions of Section 124(6) of the Act and IEPF Rules as amended from time to time, shares in respect of which dividends have not been encashed for seven consecutive years or more are required to be transferred to IEPF. The Company has sent individual notice on 30th April, 2025, to all the concerned shareholders intimating them the particulars of equity shares due for transfer. These details are available on the Company's website viz. www.adityabirlarealestate.com. Advertisement in newspapers in this respect has been published on 3rd May, 2025 in English language and regional language i.e. Marathi. Shareholders are requested to claim the unclaimed dividend well before the due date i.e. 30th August 2025. If unclaimed dividends are not claimed by the Shareholders, shares covered by such unclaimed dividends will be transferred to IEPF. It may be noted that no claim shall lie against the Company in respect of shares so transferred to IEPF. Upon transfer, the shareholders will be able to claim these equity shares only from the IEPF authority as per the procedure prescribed under IEPF Rules, the details of which are available at www.iepf.gov.in.
24. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to MIPL for doing the needful.
25. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address and demise of any member as soon as possible. SEBI has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. NECS Form can be downloaded from Company's website i.e. www.adityabirlarealestate.com for providing details, if not already provided. Members can register/update the contact details through Form ISR-1. Members are also advised not to leave their demat account(s) dormant for a long period. Statement of holdings should be obtained periodically from the concerned DP and holdings should be verified from time to time.
26. The Company hereby requests all its Members 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 the Company's website i.e. www.adityabirlarealestate.com. and on the website of RTA namely MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) i.e. www.mpms.mufg.com.

- b) Members holding shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.
27. SEBI vide Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December, 2023 (It has consolidated the SEBI Master Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, SEBI Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023 and SEBI Circular Nos. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated 20th December, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.adityabirlarealestate.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, in relation to e-voting facility provided by listed entities, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, in order to increase the efficiency of the voting process, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. The Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM, by electronic means and the business may be transacted through e-voting Services. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the members using an electronic voting system before the AGM ('remote e-voting') as well as e-voting on the date of AGM will be provided by NSDL.
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- III. The remote e-voting period commences on Friday, 25th July, 2025 (09:00 a.m. IST) and ends on Tuesday, 29th July, 2025 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 23rd July, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. The facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for members on first-cum-first served basis and members can join by following the procedure mentioned in the Notice.
- V. **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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated 9th December, 2020 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.	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 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. 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 e-voting is in progress and will also be 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at the abovementioned 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 e-voting and joining virtual meeting 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 in **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 AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM:

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

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 to Mr. Amit Vishal, Deputy Vice President– NSDL at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL 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.
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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/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 Circular dated 9th December, 2020 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the meeting through Laptops for a better experience.
 3. Further Members will be required to allow Camera and use the internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at ctil.secretary@adityabirla.com from Tuesday, 22nd July, 2025 (09:00 a.m. IST) to Friday, 25th July, 2025 (05:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President- NSDL.
- VI. **You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).**
- VII. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 23rd July 2025.
- VIII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 23rd July 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after

sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, 23rd July 2025, may follow steps mentioned below under "Access to NSDL e-Voting system".

- IX. A person, whose name is recorded in the Register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, 23rd July 2025, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through VC/OAVM.
- X. Mr. Gagan B Gagrani, Practicing Company Secretary (Membership No.: FCS 1772) or failing him Mr. Sanjay H. Sangani (Membership No.: FCS 4090) Practising Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

OTHER INSTRUCTIONS:

- XI. The Chairman of the meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "e-voting" for all those members who attend/participate in the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.adityabirlarealestate.com and on the website of NSDL i.e. www.evoting.nsdl.com immediately after the declaration of the result, by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and displayed on the Notice Board of the Company at the Registered office at Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

By Order of the Board,

Place: Mumbai
Dated: 30th June, 2025

ATUL K. KEDIA
Company Secretary
Membership No.: ACS 10100

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

ANNEXURE TO THE NOTICE

I. Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 3

The shareholders at the 126th Annual General Meeting of the Company held on 27th July, 2023 had accorded their consent by way of Special Resolution to the reappointment of Smt. Rajashree Birla (holding DIN: 00022995) for holding the office of Non-Executive Director of the Company in view of she being above the age of 75 years.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the listed entities are required to obtain approval of members by way of a Special Resolution to appoint or continue the directorship of Non-Executive Director who has attained the age of 75 years.

Accordingly, a Special Resolution is being proposed to be passed by the members for reappointment of Smt. Rajashree Birla, who has attained the age of 79 (seventy-nine) years, and who retires by rotation and being eligible, offers herself for reappointment.

Her brief profile is given hereunder :

Smt. Rajashree Birla, Bachelor in Arts is a Non-Executive Director and is one of the Promoter Directors of the Company and also a Chairperson of the Corporate Social Responsibility Committee of the Board of Directors of the Company. She is in good health and has a sound and alert mind.

Smt. Rajashree Birla is an exemplar in the area of community initiatives and rural development. She spearheads the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects.

Smt. Birla oversees the social and welfare driven work across Group's major companies. The footprint of the Centre's work straddles over 9,000 villages, reaching out to 11 million people. The Aditya Birla Group runs 54 formal schools and non-formal educational institutes where quality education is imparted to over 1,00,000 students. Of these, girls constitute 50%. The Group runs 24 hospitals. Both its schools as well as hospitals are 'Not For Profit' institutions.

The significant extent and reach of the Aditya Birla Centre for Community Initiatives and Rural Development in uplifting and empowering communities exemplify Smt. Birla's inspirational leadership in corporate philanthropy. Her vision to elevate the underprivileged sections of society has inspired her to lead social causes including providing homes to the homeless & destitute and healthcare to the needy. Smt. Birla is a role model and an iconic leader for those who aspire to bring about positive changes in society.

A visionary and philanthropist par excellence, Smt. Birla has been recognized with various awards for her exemplary work in the field of social welfare. Some of the notable awards are 'Padma Bhushan' Award bestowed on her by the Government of India in the area of 'Social work', The Rajiv Gandhi Award for Eminence in Social Field and Polio Eradication Champion Award by the Government of India. She has also been conferred 'Global Golden Peacock' Award by the Government of Sweden for her exemplary activities of CSR. At the G20 EMPOWER Meet in Ahmedabad, the G20 EMPOWER Award for 'Lifetime Achievement' was conferred upon Smt. Birla. Another prestigious award accorded to Smt. Birla is BRICS 'Living Legend and Icon for Community Excellence and Lifetime Achievement Award', bestowed upon her by the erstwhile President, Mr. Ram Nath Kovind. Most recently she was named the recipient of the 'Lal Bahadur Shastri Award for Excellence 2024'.

Smt. Rajashree Birla also holds important positions in various organisations involved in initiatives for social welfare and promotion of art and culture. Besides she is associated with various charitable trusts, educational, cultural and philanthropic institutions.

Over the years Smt. Rajashree Birla has acquired a deep knowledge of the working of the Company. The Directors of the Company are of the opinion that her continuation on the Board will be immensely beneficial to the Company.

Smt. Rajashree Birla is on the Board of highly reputed listed public companies viz. Grasim Industries Limited, Hindalco Industries Limited, UltraTech Cement Limited, Century Enka Limited, Pilani Investment and Industries Corporation Limited, and various national and international Aditya Birla Group of Companies. Smt. Rajashree Birla is a Non-Executive Chairperson of Century Enka Limited and Pilani Investment and Industries Corporation Limited.

The disclosures relating to Smt. Rajashree Birla, as required under the SEBI Listing Regulations and Secretarial Standard-2 are set out as Annexure to the Notice.

Smt. Rajashree Birla is related to Mr. Kumar Mangalam Birla being his mother.

Smt. Rajashree Birla is interested in the resolution set out at Item no. 3 of the Notice. Except Smt. Rajashree Birla and Mr. Kumar Mangalam Birla, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution.

In view of the above, the Board of Directors commends the Special Resolution set out at Item no. 3 of the Notice for approval by the members.

Item No. 4

In pursuance of Section 148 of the Companies Act, 2013 (the 'Act') and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board is required to appoint an individual who is a Cost Accountant in Practice, or a firm of Cost Accountants in Practice, as Cost Auditor on the recommendation of the Audit Committee. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On the recommendation of the Audit Committee, the Board at its meeting held on 14th May, 2025, has considered and approved the appointment of M/s. R. Nanabhoy & Co., (Firm Registration No.: 000010) Cost Accountants, for conducting the Cost Audit of the Company's manufacturing unit viz. Century Pulp & Paper, Lalkua, Nainital, Uttarakhand, at the remuneration as mentioned in the resolution for this item of the Notice.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee of Directors considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

M/s. R. Nanabhoy & Co. have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of the accompanying Notice.

The Resolution at Item no. 4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Act.

The Board of Directors commends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the members.

Item No. 5

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 (the 'Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company is required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to its Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, as per the recent amendments in the said Regulation 24A, on the basis of the recommendation of the Board of Directors, a listed entity shall appoint a Secretarial Auditor for a term of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Erstwhile Secretarial Auditor viz. M/s Gagrani & Gagan, Practicing Company Secretaries, has been associated with the Company since the Financial Year 2014-15 and was last appointed for the Financial Year 2024-25 at a fee of Rs. 3,00,000/- (Rupees Three Lakhs Only) towards Secretarial Audit.

Considering that M/s Gagrani & Gagan had been the Secretarial Auditor for the past many years, therefore to ensure independence and as a good corporate governance practice, it is proposed to change the Secretarial Auditor of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 14th May, 2025, has decided to recommend the appointment of M/s. Sanjay Sangani & Co., Practicing Company Secretaries as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from 01st April, 2025 to 31st March, 2030, after evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc.

Considering the restructuring of businesses, the proposed fee to the Secretarial Auditor viz. M/s Sanjay Sangani & Co., Company Secretaries for conducting the Secretarial Audit has been decided at Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus taxes and actual out of pocket expenses for the Financial Year 2025-26 and for subsequent year(s) of their term, such fees, as may be mutually decided by the Board of Directors (hereinafter referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board) and the Secretarial Auditor.

M/s Sanjay Sangani & Co., Practicing Company Secretaries, is a peer reviewed proprietary concern of Mr. Sanjay H. Sangani (M. No. FCS 4090 & CP No. 3847). Mr. Sanjay Sangani is a Company Secretary, Chartered Accountant and Commerce Graduate by qualification. He has vast experience in the fields of Company Law, SEBI and Stock Exchange matters, Finance, Accounts and Income-Tax. Mr. Sanjay Sangani has post qualification experience of about 36 years out of which he has worked with various companies during the span of 12 years and has been engaged in secretarial practice for the past 24 years. He is ably assisted by a team of qualified Company Secretaries, having varied experience and other support staff. Sanjay Sangani & Co. provides services to various corporate clients including Listed Companies, Public Limited Companies, Subsidiaries of Foreign Companies, Section 8 Companies and LLPs.

M/s. Sanjay Sangani & Co. has provided its consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the Members is sought for the appointment of M/s. Sanjay Sangani & Co. as the Secretarial Auditor of the Company to conduct Secretarial Audit for a term of five consecutive years from 01st April, 2025 to 31st March, 2030.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6

Mr. R. K. Dalmia (holding DIN:00040951) was appointed as Managing Director of the Company with effect from 12th August, 2022 to hold office for a term of three years up to 11th August, 2025 as approved by the shareholders vide postal ballot through remote e-voting on 20th October, 2022. Mr. R. K. Dalmia is working with the Company for the last about 40 years at very senior positions and considering his rich experience, skills and expertise, reappointment of Mr. R. K. Dalmia (holding DIN:00040951) as Managing Director of the Company will be beneficial for the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 14th May, 2025 has approved reappointment of Mr. R. K. Dalmia (holding DIN: 00040951) as Managing Director and his continuation as a Key Managerial Personnel of the Company for a period of two years with effect from 12th August, 2025 subject to the approval of the members.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Dalmia is not debarred from holding the office of Director pursuant to any order issued by Securities and Exchange Board of India (SEBI) or any other authority. Mr. Dalmia has given his consent to continue as the Managing Director and for his continuation as a Key Managerial Personnel of the Company.

Brief profile of Mr. R. K. Dalmia:

Mr. R. K. Dalmia, aged 71 years holds a bachelor's degree in Commerce and he is a fellow member of the Institute of Chartered Accountants of India. His Director Identification Number is 00040951. Mr. Dalmia has in depth and varied experience of real estate business of the Company.

Mr. Dalmia has been with the Group for the last more than four decades. He led the development of commercial building Birla Centurion on the erstwhile Century Mill's land at Worli, Mumbai where new real estate project 'Birla Niyaara' is being developed. He is the founding member of the Real Estate business and having deep connect and acquaintance with the Company. He is also a Director on the Board of Birla Estates Private Limited, a wholly owned real estate subsidiary of the Company.

Mr. Dalmia primarily focuses on the business and affairs of the Company and performs such roles and responsibilities as assigned/to be assigned by the Board from time to time.

His role involves providing vision and strategic guidance to the Company and to ensure to remain competitive, cost efficient and remunerative. Further, as Managing Director, he is entrusted with substantial powers of management of the affairs of the

Company, subject to superintendence, direction and control of the Board of Directors. He is having vast experience of corporate management, in-depth knowledge of the real estate industry and possesses all required competencies. Thus, he is ideally suited for this role and responsibility.

The terms and conditions of appointment including remuneration of Mr. R. K. Dalmia as the Managing Director of the Company as set out in the resolution are subject to your approval. The remuneration to be approved is in accordance with the remuneration policy of the Company and is commensurate with the nature of qualification, vast experience, skills and expertise in the business and the amount of remuneration drawn by his peers. So long as Mr. R. K. Dalmia 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.

Considering the quality of experience, outstanding leadership, scale of business handled, current needs of the business, present performance and potential assessment, the Board recommends reappointment of Mr. R. K. Dalmia as the Managing Director of the Company for a period of two years with effect from 12th August, 2025, on the terms and conditions of his reappointment including terms of remuneration as set out in the resolution at Item No. 6 of this Notice.

Further, since Mr. Dalmia has attained more than 70 years of age, the approval of the Members through Special Resolution would be required for him to be reappointed as Managing Director of the Company pursuant to the provisions of Section 196 of the Companies Act, 2013. Therefore, approval of the Members by Special Resolution for reappointment of Mr. Dalmia as Managing Director of the Company from 12th August, 2025 to 11th August, 2027 is being sought. Mr. R. K. Dalmia is in good physical condition, and he is of a sound and alert mind. The Board is confident about Mr. R. K. Dalmia being able to function and discharge his duties in an able and competent manner.

Besides the proposed reappointment, Mr. R. K. Dalmia does not have any pecuniary relationship with the Company. He holds 7,150 equity shares of face value of Rs.10/- each of the Company. No managerial personnel or any other director on the Board of the Company is related to him.

The disclosure relating to Mr. R. K. Dalmia, as required under the Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 is set out as an Annexure to the Notice.

Except Mr. R. K. Dalmia, being the appointee, none of the other Directors / Key Managerial Personnel / their relatives are in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of this Notice for the approval by the Members.

Item No.7

With a view to restructure and create a focused, efficient, and strategically aligned business, the Company has made a pivotal portfolio choice to streamline its focus on its real estate business. It sees significant growth opportunities in the sector and is looking to drive sustained value creation for shareholders of the Company by becoming one of the leaders in this industry over time. Aligned with that vision, the Company proposes to divest its Pulp and Paper undertaking via a sale and transfer of the same to ITC Limited ("**ITC**") by way of a slump sale. This transaction is a vital step in the Company's broader transformational growth phase, enabling it to generate and reallocate capital to its chosen focus area of real estate.

Accordingly, the Board of Directors of the Company ("**Board**") (which expression shall hereinafter also include a committee thereof) at their meeting held on March 31, 2025, and the Audit Committee of the Company, at their meeting held on March 31, 2025, subject to the approval of the members of the Company, receipt of regulatory approvals (and to conditions and modifications as may be prescribed or imposed by regulatory authorities while granting such approvals, which may be agreed to by the Board of Directors and subject to such other conditions as the Board may agree) and also subject to the fulfilment of various conditions, approved the execution of a Business Transfer Agreement ("**Business Transfer Agreement**") and other ancillary agreements (together, the "**Definitive Agreements**") with ITC, for the sale and transfer of the Company's Pulp and Paper Undertaking operated under the name of "Century Pulp and Paper", as a going concern, on a slump sale basis, on such terms and conditions as detailed in the Business Transfer Agreement (including any amendments or modifications thereto) and all other agreements in connection therewith, for a lumpsum consideration of INR 3498,00,00,000 (Indian Rupees Three Thousand Four Hundred Ninety-Eight Crore), on a cash free and debt free basis, subject to closing and post-closing adjustments, in accordance with the terms of the Business Transfer Agreement (including any amendments or modifications thereto), in such manner and on such terms and conditions specified in the Definitive Agreements executed in relation to the transaction (such sale/ transfer/ hive off/ disposal of Undertaking from the Company to ITC be termed as the "**Transaction**").

1. Key Terms of the Transaction & Identification of the Undertaking:

- **Execution Date:** March 31, 2025
- **Parties to the Business Transfer Agreement:** Aditya Birla Real Estate Limited (Seller) and ITC Limited (Buyer)
- **Undertaking:** The business of manufacture, distribution and sale of writing paper, printing paper, tissue paper, paper board, rayon grade pulp, paper grade pulp and other paper and paper-based products manufactured, sold and/or distributed by the Company under the name of 'Century Pulp & Paper', including assets, inventory, contracts, licenses, intellectual property, employees, goodwill and liabilities and litigations pertaining to the Undertaking, except the assets and liabilities (including claims) that are specifically excluded in the Business Transfer Agreement.
- **Consideration:** INR 3,498 crores (Indian Rupees Three Thousand Four Hundred Ninety-Eight Crore), subject to customary closing and post-closing adjustments as per the Business Transfer Agreement.
- **Conditions Precedent:** Completion of the Transaction is subject to satisfaction of certain conditions precedent agreed under the Business Transfer Agreement, including, receipt of (i) approval from the Government of Uttarakhand and the Ministry of Environment and Forests, Government of India in order for ITC to get leasehold rights to the immovable property of the Company situated in Lalkuan, Uttarakhand (ii) necessary regulatory approvals (including from the Competition Commission of India) and (iii) approvals from shareholders of the Company (under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), and other customary conditions.
- **Closing:** The Transaction will be consummated by the Parties upon completion of the conditions precedent specified in the Business Transfer Agreement. The Transaction was expected to be completed around 6 months from the Execution Date, as was communicated by the Company in the disclosure made to the stock exchanges under Regulation 30 of the LODR Regulations on March 31, 2025. This timeline is likely to be extended further in the event necessary approvals are not received within these timelines.
- **Non-solicit restrictions:** ITC and the Company have agreed to customary non-solicit restrictions.
- **Non-compete restrictions:** For a period of 4 (four) years post-Closing, the Company is not permitted to participate in any Competing Business (i.e., business in India of manufacture or distribution or sale of writing paper, printing paper, tissue paper, paper board, paper grade pulp or any other paper and paper based products being manufactured or sold or supplied by the Company as on the execution date or the closing date) subject to customary exceptions.
- **License of the Century Mark:** In connection with the consummation of the Transaction, the Company also proposes to enter into a license agreement with ITC for providing ITC a limited license to use the 'Century' Mark (i.e., "Century" brands or logos, including the "C" Device, whether used alone or in any combination of words or figures along with the "Century" brand or logo) for a period of 12 (twelve) months from the date of Closing in respect of specified products, to facilitate a smooth transition of marketing and sales aspects of the Undertaking from the Company to ITC. Further, as part of the Transaction, the Company has agreed not to use, assign, or license the Century Mark for any Competing Business for 20 (twenty) years.
- **Ancillary Agreements:** The Company and ITC will also enter into certain agreements in furtherance of the Business Transfer Agreement with effect from the date of Closing, including the following:
 - (i) Transition Services Agreement, for provision of certain services by the Company to the Buyer, for provision of mutually agreed services by the Company to ITC, for a period of 12 (twelve) months or such other mutually agreed period;
 - (ii) Plant Conveyance Deed, for the sale, transfer and conveyance of the Plant from the Company to the Buyer;
 - (iii) IP Assignment Deed, recording terms and conditions with respect to the perpetual transfer of rights of the Company in the Undertaking IP to the Buyer; and
 - (iv) Century License Agreement (as specified above).
- **Other Key Terms:** The Business Transfer Agreement also contains customary representations, warranties, indemnities, other customary covenants, and pre-closing and post-closing obligations.

2. Need/ Justification/ Rationale for the Transaction:

The Transaction is intended to streamline the Company's business, thereby allowing it to focus on the real estate business. The divestment of the Pulp and Paper undertaking is a value unlocking exercise for the Company. It will further enable the Company to pursue growth opportunities in its core business – i.e., real estate. The aforesaid sale creates a more focused, efficient, and strategically aligned company and would unlock value for the shareholders of the Company.

3. Valuation of the Undertaking:

The Company, along with its exclusive financial advisor, had initiated a process for exploring bidders for the sale of the pulp and paper business. The Company received initial non-binding bids from multiple parties, post which it shortlisted a few parties for further discussions wherein ITC emerged as the highest and most credible bidder. Considering negotiations and potential economies of scale for its paperboards and specialty papers business, ITC was agreed upon as the Buyer for the pulp and paper undertaking.

In its public disclosure to the stock exchanges dated 31 March 2025, ITC noted that:

"The acquisition will immediately add significant scale and economies to existing operations with potential for further capacity expansion, provide locational advantage for efficient customer servicing and proximity to key raw material sources, mitigate operational risks through multi-site operations and enhance resilience across industry cycles through portfolio diversification."

The Consideration for the Transaction is INR 3,498 crores (Indian Rupees Three Thousand Four Hundred Ninety-Eight Crore), (subject to customary closing and post-closing adjustments as per the Business Transfer Agreement). The Consideration for the Transaction has been determined, pursuant to among others, a Valuation Report dated 29th March, 2025, issued by Bansil Mehta & Co. Chartered Accountants ("**Valuation Report**"), an independent valuer appointed by the Company.

4. Details of the Buyer/ Relationship with the Promoters:

The Buyer is ITC Limited, a public limited company incorporated under the laws of India, bearing Corporate Identity Number (CIN): L16005WB1910PLC001985 and having its registered office at Virginia House, 37 Jawaharlal Nehru Road, Kolkata, West Bengal - 700 071. The equity shares of ITC are listed on the BSE Ltd., the National Stock Exchange of India Ltd. and The Calcutta Stock Exchange Ltd. ITC is a diversified conglomerate with businesses spanning fast moving consumer goods, paperboards, paper and packaging and agri-business. The revenue from operations of ITC as per the audited financial statements of ITC for FY 2024-25 (i) on a standalone basis is INR 74,236.07 Crores; and (ii) on a consolidated basis is INR 81,612.78 Crores.

ITC does not belong to the promoter/ promoter group/ group companies of the Company and is also not a related party of the Company in terms of Section 2(76) of the Companies Act, 2013.

5. Material Nature of the Undertaking being sold & Expected Impact on Sales, Profit Before Tax, Net Assets and Working Capital of the Company :

Amount in INR crores				
	Undertaking			Company (excluding Undertaking)
	FY 2022-23	FY 2023-24	FY 2024-25	FY 2024-25
Sales	3,571.71	3,375.32	3,147.90	310.38
Profit Before Tax	592.03	270.33	28.27	0.06
Net Assets (Refer Note 1)	2,482.30	2,500.63	2,461.23	1,915.54
Working Capital (Refer Note 2)	189.10	241.38	201.15	300.59

Notes:

1. The amounts for Net Assets for FY25 relate to the difference between 'Assets classified as held for sale' and 'Liabilities directly associated with assets held for sale' as per the balance sheet. The numbers for FY23 and FY24 are calculated on a like-for-like basis.

2. The amounts for Working Capital are calculated as the difference between 'Total Current Assets' (excluding 'Cash and cash equivalents' and 'Other bank balances') and 'Total Current Liabilities'.

Post the Transaction, the Company's revenue from continuing operations, profits and net-worth will be limited to its real estate business. The Transaction will result in a reduction in the Company's asset base and net worth by the book value of the assets transferred, which will however be offset by the Consideration received by the Company under the Business Transfer Agreement.

6. Use of Consideration received pursuant to the Transaction:

The Company plans to strategically deploy the Consideration received from this transaction to primarily reduce its outstanding debt, thereby strengthening its balance sheet and improving financial flexibility to fuel future growth. The Company expects to repay around INR 2000,00,00,000 (Indian Rupees Two Thousand Crores) of debt relating to the pulp and paper undertaking. A significant portion of the balance funds will be deployed towards real estate, including allocation towards acquiring additional land parcels, which is crucial for expanding its core real estate business and pursuing new development opportunities.

7. Relationship with the Buyer / Conflicts of Interest/ Concern by Promoters/ Directors/ KMPs of the Company:

None of the directors, key managerial personnel of the Company or any of their relatives (as defined in the Companies Act, 2013) are concerned or interested (financially or otherwise) in this Transaction, except to the extent of their respective shareholding (if any) in the Company and in ITC.

8. Requirement of Shareholders' Approval:

In terms of Section 180(1)(a) of the Companies Act, 2013 approval of the shareholders is required by way of a special resolution to sell, dispose off or otherwise transfer the whole or substantially the whole of any undertaking in which the investment of the company, exceeds 20% (twenty per cent) of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% (twenty per cent) of the total income of the company during the previous financial year. Since the net-worth of the Undertaking exceeds 20% (twenty per cent) of the net-worth of the Company in FY 2024-25 and also income of the Undertaking exceeds 20% (twenty per cent) of the total income of the Company in FY 2024-25 and accordingly, the Transaction is required to be approved by members of the Company by way of a special resolution, in terms of Section 180(1)(a) of the Companies Act. Additionally, in compliance with Regulation 37A of the LODR Regulations, a special resolution shall only be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution provided that no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to the Transaction.

9. Audit Committee and Board Approval:

The Audit Committee of the Company, at its meeting held on March 31, 2025, took note of the Valuation Report placed before it and recommended the Transaction to the Board.

The Board took note of the Business Transfer Agreement and related documents and were satisfied that the Consideration payable in respect of the Transaction is fair and reasonable and that the Transaction in the best interests of the Company and its stakeholders. The Board accordingly recommends Item No. 7 for approval by way of a Special Resolution with majority of public shareholders casting their vote in favour.

None of the Directors or Key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding (if any) in the Company and in ITC.

Item No. 8

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, mandates approval of Members by means of an Ordinary Resolution, in case of any 'Material Related Party Transaction' (i.e., a transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower).

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" means a transaction involving a transfer of resources, services or obligations between: (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023; regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

In accordance with the above context, the Resolution No. 8 is proposed for the approval of the Members of the Company. Both the related parties viz. Birla Estates Private Limited (BEPL), a Wholly Owned Subsidiary of the Company and Vardhita Properties Private Limited (VPPL), a joint venture of BEPL, are engaged in the business of real estate development. BEPL owns a land parcel situated at Sarjapur, Bengaluru, and has entered into a joint venture arrangement with global investor, Mitsubishi Estate Co. Ltd. (MECL) through its affiliate MJR Investment Pte Ltd. (MIPL) for residential housing development through VPPL.

Since the said land parcel is being developed by VPPL under the project 'Birla Evara', VPPL is in the process of availing term loan i.e. project finance up to Rs.500 crores in one or more tranches from the Bank(s)/Financial Institution(s) to fund the working capital / construction finance requirement of the said project. In order to avail the borrowing facility, BEPL is required to mortgage the project land at Sarjapur, Bengaluru in favour of the Bank(s)/Financial Institution(s)/Security Trustee(s) as the land ownership is with BEPL and the development rights for this land is with VPPL.

The proposed related party transaction pertaining to creation of mortgage of land by BEPL in favor of the the Bank(s)/ Financial Institution(s)/Security Trustee(s) for the benefit and on behalf of VPPL to secure the borrowings by VPPL up to Rs. 500 crores, in one or more tranches, and interest thereon, exceed the materiality threshold of 10% of the annual consolidated turnover (i.e. Rs.4,392 crores) of the Company as per the last audited financial statements for the year ended 31st March, 2025, being a material related party transaction and therefore, requires prior approval of the Audit Committee and Members of the Company in terms of Regulation 23 of the SEBI Listing Regulations. The proposed transaction is in the ordinary course of business.

Information as required in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with Regulation 23 of the SEBI Listing Regulations, is given as hereunder:

Sr. No.	Description	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	<p>Birla Estates Private Limited (BEPL), a wholly owned subsidiary of the Company.</p> <p>Mr. R.K. Dalmia, Managing Director, Ms. Preeti Vyas, Independent Director and Mr. K.T. Jithendran, Non-Executive Director of the Company are Directors of BEPL.</p> <p>In Vardhita Properties Private Limited (VPPL), a joint venture of BEPL and MIPL, Mr. Keyur Shah, Chief Financial Officer & Key Managerial Personnel of BEPL is a Director.</p>
2.	Type, material terms and particulars of the proposed transaction;	<p>BEPL is developing its real estate project 'Birla Evara' on land parcel situated at Sarjapur, Bengaluru (Project Land) through SPV viz. VPPL, and therefore, partnered with Mitsubishi Estate Co. Ltd. (MECL) through its affiliate MIPL for joint venture arrangement in the said SPV.</p> <p>Now, in order to develop the said project, VPPL has proposed to borrow the project construction finance from Bank(s)/Financial Institution(s) (Lender) for which mortgage of the Project Land owned by BEPL is required to be given as security in favour of Lender on behalf of VPPL.</p>

Sr. No.	Description	Details
3.	Tenure of the proposed transaction (particular tenure shall be specified);	72 months or such other tenure as may be deemed fit from the date of execution of transaction.
4.	Value of the proposed transaction;	Up to Rs.500 crores in one or more tranches and interest thereon.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	11.38% of the annual consolidated turnover (i.e. Rs.4392 crores) of the Company as per audited financial statement for the year ended 31st March, 2025.
	(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided;)	35.94% of the annual standalone turnover (i.e. Rs.1391 crores) of BEPL as per audited financial statement for the year ended 31st March, 2025. VPPL being a SPV, there is no turnover as per audited financial statement for the year ended 31st March, 2025.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) details of the source of funds in connection with the proposed transaction;	Not applicable
	b) where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure;	Not applicable
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Not applicable
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
7.	Justification as to why the proposed RPT is in the interest of the listed entity;	Mortgage of Project Land by BEPL in favour of Lender will secure the borrowings to VPPL at competitive lesser rate and ensure the availability of funds to VPPL for project construction finance, which will be used for real estate development to generate revenue for VPPL, BEPL and the Company. Hence, this transaction is in the interest of the Company.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the Members;	Not applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not applicable

Sr. No.	Description	Details
10.	Any other information that may be relevant.	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The Company has in place well defined process for approval of material related party transactions and on dealing with related parties. The Management has provided to the Audit Committee with the above information of the proposed related party transaction. Accordingly, prior approval of the Audit Committee has been obtained. Further approval of the Members by way of an Ordinary Resolution as set out in this Notice at item no 8 is being sought as the proposed transaction shall not, in any manner, be detrimental to and are in the best interest of the Company and its Members.

In terms of provisions of the SEBI Listing Regulations, none of the related party(ies) whether such related party(ies) are a party to the proposed transaction or not, shall vote to approve the Ordinary Resolution as set out at item no. 8 in the Notice.

None of the Directors, Key Managerial Personnel and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution except to the extent of their respective shareholding, if any in the Company.

The Board accordingly recommends the resolution set out at item No. 8 of this Notice for approval by the Members by way of an Ordinary Resolution.

II. Details of Directors seeking appointment/reappointment at the ensuing Annual General Meeting fixed on 30th July, 2025, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard - 2 on General Meetings are given hereunder : -

Name of the Director	Smt. Rajashree Birla	Mr. R.K. Dalmia
Director Identification Number (DIN)	00022995	00040951
Date of Birth/Age (completed years)	15 th September, 1945 / 79 years	21 st March, 1954/71 years
Date of appointment on the Board	05 th May, 2015	15 th September, 2018
Expertise in specific Functional areas/Brief resume	Industrialist (For detailed profile, please refer company's website: www.adityabirlarealestate.com)	Rich considerable experience in real estate industry and expertise in the fields of Strategic Management, Finance & Marketing etc.
Qualification(s)	Bachelor of Arts	Commerce Graduate and a Chartered Accountant
Number of Board meetings held and attended during the FY2024-25	06 out of 09 meetings	08 out of 09 meetings
List of other Directorships held excluding Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	1. Grasim Industries Limited 2. Hindalco Industries Limited 3. Ultratech Cement Limited 4. Century Enka Limited 5. Pilani Investment and Industries Corporation Limited	1. Udyog Upskill Limited 2. Birla Consultants Limited 3. Birla Industrial Finance (India) Limited 4. Birla Industrial Investments (India) Limited
List of Listed entity from which she/he has resigned as a Director in the past three years	Nil	Nil

Name of the Director	Smt. Rajashree Birla	Mr. R.K. Dalmia
Chairman/Member of the committees of the Board of other companies in which she/he is a Director@	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil	7,150 shares
Relationship between Directors inter se and other Key Managerial Personnel of the Company*	Related to Mr. Kumar Mangalam Birla, being his Mother	None
Terms and Conditions of appointment/ reappointment along with details of remuneration last drawn by such person	Terms and Conditions of appointment or reappointment are as per Nomination and Remuneration Policy of the Company. Remuneration for FY2024-25 is ₹ 20.24 lacs by way of sitting fees and commission.	Terms and Conditions of reappointment including remuneration as set out in the resolution of the Notice are as per the Nomination and Remuneration Policy of the Company. Remuneration for FY 2024-25 is ₹ 6.46 Crores.

@ Committee positions only of Audit Committee and Stakeholders' Relationship Committee in public companies have been considered.

* Under the Companies Act, 2013.

By Order of the Board,

ATUL K. KEDIA

Company Secretary

Membership No.: ACS 10100

Place: Mumbai

Dated: 30th June, 2025

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

FOR INFORMATION OF THE SHAREHOLDERS

I. For ease of participation by members, provided below are key details regarding the 128th AGM for reference:

Sr. No.	Particulars	Details of access
1	Day, Date & Time of 128 th AGM	Wednesday, 30 th July, 2025
2	Book Closure (both days inclusive)	Wednesday, 16 th July, 2025 till Wednesday, 30 th July, 2025
3	Record date for dividend for shares held in electronic form	Tuesday, 15 th July, 2025
4	Cut-off date for e-voting	Wednesday, 23 rd July, 2025
5	Period for remote e-voting	Friday, 25 th July, 2025 from 09:00 a.m. IST to Tuesday, 29 th July, 2025 till 05:00 p.m. IST
6	E-mail ID and period of registration for members who would like to express their views or ask questions during the AGM	ctil.secretary@adityabirla.com Period for registration as a speaker at the 128 th AGM: Tuesday, 22 nd July, 2025 from 09:00 a.m. IST to Friday, 25 th July, 2025 till 05:00 p.m. IST
7	E-mail ID for resident individual with PAN who is not liable to pay income tax need to submit form 15G/15H & Non-resident Shareholders Form 10F by	Friday, 11 th July, 2025 ctil.investorrelations@adityabirla.com
8	Username and password for Video Conferencing (VC)	Members may attend the AGM through VC by accessing the link https://www.evoting.nsdl.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
9	Helpline number and e-mail id for any query regarding VC participation and e-voting	NSDL: evoting@nsdl.com / 022 - 4886 7000 Contact: Mr. Amit Vishal, Deputy Vice President- NSDL
10	E-mail ID and period for members seeking any information about the financial statements or any matter to be placed at the 128 th AGM	ctil.investorrelations@adityabirla.com on or before Friday, 25 th July, 2025
11	Registrar and Share Transfer Agent- Contact details	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, 247 park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083. Tel No.: +91-8108116767 Email ID - rnt.helpdesk@in.mpms.mufg.com
12	Aditya Birla Real Estate Limited (Formerly Century Textiles and Industries Limited) - Contact details	Aditya Birla Real Estate Limited (Formerly Century Textiles and Industries Limited) Century Bhavan, Annie Besant Road, Worli, Mumbai- 400 030. Tel: 022- 24957000 Email id: ctil.investorrelations@adityabirla.com .

II. Process for registration of email id for obtaining Annual Report and user ID/password or e-voting and updation of account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, MIIPL at rnt.helpdesk@in.mpms.muvg.com providing Folio No., Name of a 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) for registering email address.</p> <p>Following additional details need to be submitted to MIIPL in case of updating Bank Account Details:</p> <ul style="list-style-type: none">a) Name and Branch of the Bank in which you wish to receive the dividend,b) the Bank Account type,c) Bank Account Number allotted by their banks after the implementation of Core Banking Solutions,d) 9 digit MICR Code Number; ande) 11 digit IFSC Code,f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Electronic (Demat) Holding	<p>Please contact your Depository Participant ('DP') and register your email address and bank account details in your Demat account, as per the process advised by your DP.</p>