



January 13, 2026

To  
**BSE Limited**  
P.J. Towers, Dalal Street Fort  
Mumbai 400001

**Scrip code – 976038 (86ABRL27)**  
**ISIN – INE01QP08016**

**Sub: Notice of the 20<sup>th</sup> Extraordinary General Meeting of Members of the Company**

Dear Sir/Madam,

With reference to our intimations dated October 17, 2025 and December 9, 2025, this is to inform you that the 20<sup>th</sup> Extraordinary General Meeting (“EGM”) of the Members of Aditya Birla Renewables Limited (“the Company”) is scheduled to be held on Wednesday, January 14, 2026 at 5:00 p.m. at A-4 Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400030 at shorter notice to transact the business, as set out in the Notice of EGM enclosed herewith.

We request you to take this on record, and to treat the same as compliance with the applicable provisions of the SEBI Listing Regulations.

For **Aditya Birla Renewables Limited**

**Surbhi Chaudhary**  
**Company Secretary and Compliance Officer**  
**Membership No.: FCS 6771**

Encl: as above

**Aditya Birla Renewables Limited**

Registered Office: A-4 Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400 030, Maharashtra, India

T: +91 22 2499 5000 / 6652 5000 | F: +91 22 2499 5821, 6652 5821

E: [abrel@adityabirla.com](mailto:abrel@adityabirla.com) | W: [www.adityabirlarenewables.com](http://www.adityabirlarenewables.com)

Administrative Office: Birla Aurora, 11th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400 030, Maharashtra, India

T: +91 22 6997 8000

Corporate Identity Number: U40300MH2015PLC267263



**ADITYA BIRLA RENEWABLES LIMITED**

**20<sup>TH</sup> EXTRAORDINARY GENERAL MEETING**

**JANUARY 14, 2026, AT 5:00 PM**

**AT A-4, ADITYA BIRLA CENTRE, S K AHIRE MARG, WORLI,  
MUMBAI - 400030**



January 13, 2026

Dear Members,

Greetings for the day. We hope that you and your family is safe and in good health!

We are pleased to inform you that the **20<sup>th</sup> Extraordinary General Meeting (“EGM”/ “Meeting”)** of the Members of **Aditya Birla Renewables Limited** will be held on **Wednesday, January 14, 2026, at 5:00 p.m.** at **A-4 Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400030** at shorter notice to transact the business, as set out in the Notice of EGM, enclosed herewith.

You are requested to kindly make it convenient to attend the meeting.

Thanking you,

**For Aditya Birla Renewables Limited**

**SURBHI**  
**CHAUDHARY**  
Digitally signed by  
SURBHI CHAUDHARY  
Date: 2026.01.13  
13:10:36 +05'30'

**Surbhi Chaudhary**  
**Company Secretary**  
**Membership No. FCS 6771**  
**Email ID: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)**

Notice sent to:

- (1) Members of the Company
- (2) Directors of the Company
- (3) Statutory Auditors of the Company
- (4) Secretarial Auditors of the Company
- (5) Debenture Trustee for Non-convertible Debentures

Enclosures: (1) Notice of the 20<sup>th</sup> Extraordinary General Meeting  
(2) Format of consent by Member(s) for short notice  
(3) Proxy Form (MGT-11)  
(4) Route Map to the venue of the EGM

**Aditya Birla Renewables Limited**

Registered Office: A-4 Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400 030, Maharashtra, India

T: +91 22 2499 5000 / 6652 5000 | F: +91 22 2499 5821, 6652 5821

E: [abrel@adityabirla.com](mailto:abrel@adityabirla.com) | W: [www.adityabirlarenewables.com](http://www.adityabirlarenewables.com)

Administrative Office: Birla Aurora, 11th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400 030, Maharashtra, India

T: +91 22 6997 8000

Corporate Identity Number: U40300MH2015PLC267263



## **NOTICE OF THE 20<sup>TH</sup> EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the **20<sup>th</sup> Extraordinary General Meeting** (“EGM”) of the Members of **Aditya Birla Renewables Limited** will be held on **Wednesday, January 14, 2026, at 5:00 p.m.** at **A-4 Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400030** at shorter notice, to transact the following special business:

### **Item no. 20/EGM/25-26/1**

#### **Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 62D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions, rules and regulations, as applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the applicable provisions of the Articles of Association of the Company, Mr. Aryaman Vikram Birla (DIN: 08456879), who was appointed as an Additional Director on the Board of Directors of the Company, with effect from October 20, 2025, and who holds office as such up to the next Annual General Meeting of the Company in terms of provisions of Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying the intention to propose his candidature for the office of Director of the Company, and as recommended by the Board of Directors, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from October 20, 2025.

**RESOLVED FURTHER THAT** the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

### **Item no. 20/EGM/25-26/2**

#### **Appointment of Ms. Preeti Vyas (DIN: 02352395) as a Non-Executive, Independent Director of the Company for a term of 5 years effective from October 20, 2025**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 62D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other provisions, rules and regulations, as applicable, including any statutory modification(s) or re-



enactment(s) thereof for the time being in force, and the applicable provisions of the Articles of Association of the Company, Ms. Preeti Vyas (DIN: 02352395), who was appointed as an Additional Director on the Board of Directors of the Company, with effect from October 20, 2025, and who holds office as such up to the next Annual General Meeting of the Company in terms of provisions of Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying the intention to propose her candidature for the office of Director of the Company and as recommended by the Board of Directors, be and is hereby appointed as a Non-Executive Director of the Company, with effect from October 20, 2025.

**RESOLVED FURTHER THAT** based on the recommendation of the Board and pursuant to Section 149, 152 and other applicable provisions of the Act, read with the rules framed thereunder and Regulation 62B(1)(b), 62D(1)(b) and 62N of the SEBI Listing Regulations, and such other provisions, rules and regulations, as applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ms. Preeti Vyas, who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(7) of the Act and the Regulation 62N(9) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of five years commencing from October 20, 2025 to October 19, 2030.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and the Rules framed thereunder, Ms. Preeti Vyas shall be entitled to receive the remuneration, fees and/or commission as permitted to be received in the capacity of a Non-Executive, Independent Director under the Act and the SEBI Listing Regulations, as approved by the Board of Directors (including any Committee thereof), from time to time.

**RESOLVED FURTHER THAT** the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

**Item no. 20/EGM/25-26/3**

**Increase in the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from ₹ 19,20,00,00,000/- (Rupees One Thousand Nine Hundred Twenty Crores Only) divided into 1,92,00,00,000 (One Hundred Ninety Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 94,20,00,00,000/- (Rupees Nine Thousand Four Hundred and Twenty Crores only) divided into 7,42,00,00,000 (Seven Hundred and Forty Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 200,00,00,000 (Two Hundred Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each, by way of creation of 5,50,00,00,000 (Five Hundred and Fifty Crores) additional Equity Shares of ₹ 10/- each and



2,00,00,00,000 (Two Hundred Crores) Preference Shares of ₹ 10/- each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company, be and is hereby substituted with the following altered Clause V:

*V (a) The Authorised Share Capital of the Company is ₹ 94,20,00,00,000/- (Rupees Nine Thousand Four Hundred and Twenty Crores only) divided into 7,42,00,00,000 (Seven Hundred and Forty Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 2,00,00,00,000 (Two Hundred Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each.*

*(b) The paid up capital of the company shall be a minimum of ₹ 5,00,000/- (Rupees Five Lac Only) divided into 50,000 (Fifty Thousand Only) Equity shares of ₹10/- (Rupees Ten Only) each.*

**RESOLVED FURTHER THAT** the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorized to deal with all matters arising out of or incidental to the proposed increase in the Authorized Share Capital of the Company and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including making necessary filings with the Registrar of Companies.”

**Item no. 20/EGM/25-26/4**

**Issuance of Equity Shares on Preferential Basis through Private Placement**

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

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and 179(3) and other applicable provisions of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions and/or rules and regulations made thereunder, (including any statutory modification or re-enactment thereof, for the time being in force) (the “Act”) and other applicable rules and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, as amended from time to time, (including any statutory modifications or re-enactment thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to any approvals, permissions and sanctions from any statutory/ regulatory authority and such other conditions as may be prescribed, the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot 49,26,10,837 fully paid up equity shares of face value of ₹ 10 (Rupees Ten Only) each, at a premium of ₹ 0.15 (Fifteen paisa Only) per equity share, amounting to issue price of ₹ 10.15 (Rupees Ten and Fifteen paisa Only) per equity share, for consideration of ₹ 4,99,99,99,996/- (Rupees Four Hundred Ninety Nine Crores Ninety Nine Lacs Ninety Nine Thousand Nine Hundred and Ninety Six Only) (rounded off to the nearest rupee) (“Equity Shares”), ranking *pari passu* with the existing equity shares of the company by way of preferential issue on private placement basis to Essel Mining & Industries Limited (“Proposed Allottee”), on such terms and conditions as may be finalized by the Board and stipulated in the explanatory statement annexed hereto and other applicable laws.



**RESOLVED FURTHER THAT** consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Private Placement Offer Letter cum application letter in Form PAS-4.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) to issue and allot Equity Shares to the Proposed Allottee;
- (ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including making applications to the applicable Regulatory Authorities;
- (iii) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares, without requiring any further approval of the Members of the Company for the purpose of giving effect to this resolution, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (iv) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved and confirmed in all respects.

**RESOLVED FURTHER THAT** any director of the Board or the company secretary of the Company be and are hereby severally authorized to certify a copy of these resolutions and provide the same to all concerned parties and relevant statutory authorities (if any).”

**Item no. 20/EGM/25-26/5**

**Approval of Material Related Party Transactions between the Company and Palace Solar Energy Private Limited for financial year 2025-26**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 62K and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the applicable provisions of the Companies Act, 2013 (“the Act”) and



Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company's Policy on Related Party Transactions, the approval of the Members be and is hereby accorded for entering into and/or carrying out transactions and/or continuing with or modifying existing transactions, contracts, arrangements, or agreements, whether as fresh and independent transactions or otherwise (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between the Company and Palace Solar Energy Private Limited ("PSEPL") for an aggregate value of ₹170 crores during the financial year 2025-2026, as per details provided in the Explanatory Statement, on such terms and conditions as may be agreed between the Company and PSEPL, subject to such contract(s) / arrangement(s) / transaction(s) being at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including allocating amount or modifying the amount for the related party transactions within the overall amount as approved in this resolution and activities outlined in the Explanatory Statements, finalising the terms and conditions, methods & modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental / Regulatory Authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question 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.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects."

By Order of the Board of Directors  
For Aditya Birla Renewables Limited

SURBHI  
CHAUDHARY

Digitally signed by  
SURBHI CHAUDHARY  
Date: 2026.01.13  
13:11:13 +05'30'

**Surbhi Chaudhary**  
**Company Secretary**  
**Membership No. FCS 6771**

**Email ID: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)**

Mumbai  
January 13, 2026

**Registered Office:**

A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli  
Mumbai – 400030, Maharashtra, India  
Email: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)



**NOTES:**

- 1. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”/ “MEETING”) IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Proxy form as prescribed in Form No. MGT-11 is enclosed herewith. However, it may be noted that a proxy shall not have a right to speak at the Meeting.
4. Corporate Member intending to attend the EGM through its authorized representative in terms of Section 113 of the Companies Act, 2013, are requested to send a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the EGM through email on Company’s email id: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)
5. The Notice of EGM is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members who have not registered their email addresses with the company can get the same registered with the company by requesting for same by sending an email to [abrel@adityabirla.com](mailto:abrel@adityabirla.com)
6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special business is annexed hereto.
7. The form to obtain consent of the Members for holding the EGM at shorter notice is enclosed. The members are requested to provide their consent to hold the meeting at shorter notice.
8. As required under the Secretarial Standard - 2, the relevant information in respect of the Directors seeking appointment at this EGM is enclosed herewith.
9. Relevant documents referred to in the Notice and the accompanying statements are open for inspection by the Members at the registered office of the Company on all working days, during business hours, up to the date of the meeting and will also be made available at the meeting.



10. The route map to the venue of this EGM has been attached to the Notice.

By order of the Board of Directors  
**For Aditya Birla Renewables Limited**

SURBHI  
CHAUDHAR  
Y

Digitally signed by  
SURBHI  
CHAUDHARY  
Date: 2026.01.13  
13:11:47 +05'30'

**Surbhi Chaudhary**  
**Company Secretary**  
**Membership No. FCS 6771**  
**Email ID: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)**

Mumbai  
January 13, 2026

**Registered Office:**  
A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli,  
Mumbai – 400 030, Maharashtra, India  
Email: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)



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

This explanatory statement outlines the material facts concerning the special business to be transacted at the 20<sup>th</sup> Extraordinary General Meeting (“EGM”/ “Meeting”):

### **Item No. 20/EGM/25-26/1**

#### **Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director of the Company**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and in view of Mr. Aryaman Vikram Birla’s expanding involvement and enhanced leadership responsibilities across the Aditya Birla Group, including the Renewables business, appointed Mr. Aryaman Vikram Birla (DIN: 08456879) as an Additional Director of the Company with effect from October 20, 2025, and he shall hold office of Director up to the next Annual General Meeting, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”). In accordance with Section 152 of the Act, the consent of the members for the appointment of Mr. Aryaman Vikram Birla is required to be obtained at a General Meeting convened by the Company.

Pursuant to the provisions of Regulation 62D(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain the approval of the members for appointment of a Director on the Board of the Company, at the next general meeting of the members or within 3 months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Aryaman Vikram Birla as a Non-Executive Director will be placed as a special business before the members at the ensuing 20<sup>th</sup> EGM.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Aryaman Vikram Birla for appointment as a Director of the Company.

The Company has also received his consent to act as a Director of the Company pursuant to Section 152 of the Act and a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act or under any order from the Securities and Exchange Board of India or any other authority. The members may also note that Mr. Aryaman Vikram Birla is not related to any Director or Key Managerial Personnel of the Company.

A brief profile of Mr. Aryaman Vikram Birla, along with the relevant disclosures and additional details as required under Clause 1.2.5 of Secretarial Standard–2 on General Meetings (SS–2) is provided in Annexure - A to this Notice of EGM.

Considering his qualifications, experience, and strategic acumen, the Board believes that the appointment of Mr. Aryaman Vikram Birla would strengthen the Board’s leadership capabilities and contribute significantly to the growth and strategic direction of the Company.



Accordingly, the Board recommends the appointment of Mr. Aryaman Vikram Birla as a Non-Executive Director, liable to retire by rotation, for the approval of the Members by way of an Ordinary Resolution as set out in Item No. 1 of the Notice.

Except for Mr. Aryaman Vikram Birla (being the appointee in respect of the proposed resolution) and his relatives, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

**Item No. 20/EGM/25-26/2**

**Appointment of Ms. Preeti Vyas (DIN: 02352395) as a Non-Executive, Independent Director of the Company for a term of 5 years effective from October 20, 2025**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Preeti Vyas (DIN: 02352395) as an Additional Director (Non-Executive) with effect from October 20, 2025, and she shall hold office of Director up to the next Annual General Meeting, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”). In accordance with Section 152 of the Act, the consent of the members for the appointment of Ms. Preeti Vyas is required to be obtained at a General Meeting convened by the Company.

Further, considering her professional expertise and extensive experience, the Board has also appointed Ms. Preeti Vyas as an Independent Director of the Company, subject to the approval of the Members, for a term of five (5) consecutive years commencing from October 20, 2025 to October 19, 2030, in accordance with Section 149(10) of the Act and Regulation 62D(1)(b) read with Regulation 62B(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Pursuant to the provisions of Regulation 62D(3) of the SEBI Listing Regulations, the Company is mandated to obtain the approval of the members for appointment of a Director on the Board of the Company, at the next general meeting of the members or within 3 months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Preeti Vyas as a Non-Executive, Independent Director will be placed as a special business before the members at the ensuing 20<sup>th</sup> EGM.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Ms. Preeti Vyas for appointment as a Director of the Company.

The Company has also received her consent to act as a Director of the Company pursuant to Section 152(5) of the Act and a declaration confirming that she is not disqualified from being appointed as a Director under Section 164 of the Act or under any order from the Securities and Exchange Board of India or any other authority.

Ms. Preeti Vyas has also submitted the requisite declaration under Section 149(7) of the Act and the Regulation 62N(9) of the SEBI Listing Regulations, confirming that she meets the criteria of independence as prescribed in the Act and the SEBI Listing Regulations. The members may also note that Ms. Preeti Vyas is not related to any Director or Key Managerial Personnel of the Company.



The Board is of the opinion that Ms. Preeti Vyas is a person of integrity, possessing relevant expertise, experience, and skills, and fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director of the Company.

A brief profile of Ms. Preeti Vyas, along with the relevant disclosures and additional details as required under Clause 1.2.5 of Secretarial Standard–2 on General Meetings (SS–2) is provided in Annexure - A to this Notice of EGM.

The terms and conditions of her appointment as an Independent Director are available for inspection at the registered office of the Company and on the Company's website.

Considering her qualifications, experience, and proven track record, the Board believes that the appointment of Ms. Preeti Vyas as an Independent Director would be in the best interest of the Company. The Board accordingly recommends the passing of the Special Resolution set out in Item No. 2 of the Notice of EGM, for approval of the Members.

Except for Ms. Preeti Vyas (being the appointee in respect of this resolution) and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

### **Item No. 20/EGM/25-26/3**

#### **Increase in the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company**

In view of the future fund raising requirements through capital infusion for growth and expansion of the Company's business, the Company is required to increase its Authorised Share Capital from ₹ 19,20,00,00,000/- (Rupees One Thousand Nine Hundred Twenty Crores Only) divided into 1,92,00,00,000 (One Hundred Ninety Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 94,20,00,00,000/- (Rupees Nine Thousand Four Hundred and Twenty Crores only) divided into 7,42,00,00,000 (Seven Hundred and Forty Two Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 2,00,00,00,000 (Two Hundred Crores) Preference Shares of ₹ 10/- (Rupees Ten Only) each, by way of creation of 5,50,00,00,000 (Five Hundred and Fifty Crores) additional Equity Shares of ₹ 10/- each and 2,00,00,00,000 (Two Hundred Crores) Preference Shares of ₹ 10/- each.

To facilitate this increase in Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company would be required to be substituted with the altered Clause V, as detailed out in the resolution set out in Item No. 3 of EGM Notice.

Pursuant to the provisions of Sections 61, 64 and other relevant sections of the Companies Act, 2013, read with the rules framed thereunder, the approval of the members is sought for the increase in the Authorised Share Capital and the consequent alteration of the Clause V of the Memorandum of Association.

The existing and the proposed versions of the Memorandum of Association are available for inspection by the Members at the Company's Registered Office.



In view of the above, the Board recommends the resolution under Item No. 3 for approval by the members as an Ordinary Resolution as set forth in the Notice.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in this resolution, except to the extent of their shareholding, if any, in the Company.

**Item No. 20/EGM/25-26/4**

**Issuance of Equity Shares on Preferential Basis through Private Placement**

The Board of Directors of the Company (“Board”) at its meeting held on December 9, 2025, *inter alia*, approved raising of funds through issuance of 49,26,10,837 fully paid up equity shares of face value of ₹ 10 (Rupees Ten Only) each, at a premium of ₹ 0.15 (Fifteen paisa Only) per equity share, amounting to issue price of ₹ 10.15 (Rupees Ten and Fifteen paisa Only) per equity share, for consideration of ₹ 4,99,99,99,996/- (Rupees Four Hundred Ninety Nine Crores Ninety Nine Lacs Ninety Nine Thousand Nine Hundred and Ninety Six Only) (rounded off to the nearest rupee) (“Equity Shares”), by way of a preferential issue through private placement offer (“Preferential Issue”) to Essel Mining & Industries Limited (“Proposed allottee”), subject to the shareholder’s approval through special resolution set forth in Item No. 4 of this Notice.

The brief details of the Preferential Issue, including the statutory disclosures required to be made in accordance with Sections 42 and 62(1)(c) of the Companies Act, 2013 (“Act”) and the relevant Rules framed thereunder, are set out below:

**A. Objects of the issue:**

The object of the Issue is to raise funds to be utilized towards:

- a. capital expenditure for execution of renewable projects of the Company and its subsidiaries;
- b. to meet working capital requirements of the Company and its subsidiaries;
- c. infusion of equity or subdebt / quasi equity or any other debt instrument into subsidiaries of the Company;
- d. prepayment/repayment of debt and/or debt servicing of the Company and its subsidiaries and
- e. for general corporate purposes

The Company may temporarily deploy the funds in short term investments such as fixed term deposits or mutual funds or other modes of investments till the time the funds are fully utilized for the objects of the Preferential Issue.

**B. Total number of shares offered, kind of securities and material terms:**

It is proposed to issue 49,26,10,837 fully paid up equity shares of face value of ₹ 10 (Rupees Ten Only) each, at a premium of ₹ 0.15 (Fifteen paisa Only) per equity share, amounting to issue price of ₹ 10.15 (Rupees Ten and Fifteen paisa Only) per equity share, for consideration of ₹ 4,99,99,99,996/- (Rupees Four Hundred Ninety Nine Crores Ninety Nine Lacs Ninety Nine Thousand Nine Hundred and Ninety Six Only) (rounded off to the nearest rupee) (“Equity Shares”), by way of a preferential issue through private placement offer to the proposed allottee.



The material terms of the proposed Preferential Issue are stipulated in the special resolution set forth in Item No. 4 of the Notice of EGM and in this explanatory statement.

**C. The price or price band at/within which the allotment is proposed:**

Issuance of 49,26,10,837 fully paid up equity shares of face value of ₹ 10 (Rupees Ten Only) each, at a premium of ₹ 0.15 (Fifteen paisa Only) per equity share, amounting to issue price of ₹ 10.15 (Rupees Ten and Fifteen paisa Only) per equity share, for consideration of ₹ 4,99,99,99,996/- (Rupees Four Hundred Ninety Nine Crores Ninety Nine Lacs Ninety Nine Thousand Nine Hundred and Ninety Six Only) (rounded off to the nearest rupee).

**D. Basis on which the price has been arrived at along with report of the registered valuer:**

Bansi S. Mehta Valuers LLP (Registration No. IBBI/RV-E/06/2022/172), having office at 11/13 Botswana Building, 2<sup>nd</sup> Floor, Horniman Circle, Fort, Mumbai – 400001, was appointed as Registered Valuer.

The Registered Valuer has submitted the Valuation Report dated December 9, 2025, determining the fair value of the equity shares of the Company. The copy of the registered valuer's report will be made available to the members upon their request.

The offer / issue price of ₹ 10.15 per equity share is as per mutually agreed valuation (based on registered valuer's report).

It may be noted that the Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

**E. Relevant date with reference to which the price has been arrived at: October 31, 2025**

**F. The class or classes of persons to whom the allotment is proposed to be made:**

This offer is proposed to be made to a body corporate i.e. Essel Mining & Industries Limited, a public limited company incorporated under the Companies Act, 1913, with corporate identification number U51109WB1950PLC018728 and whose registered office is at 10 Camac Street, Kolkata, West Bengal, India, 700017. Essel Mining & Industries Limited will form part of the Promoter Group for the Company after the allotment.

**G. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:**

None of the Promoters, Directors, Key Management Personnel or Senior Management of the Company intends to subscribe the offer.

**H. Time frame within which the preferential issue shall be completed:**

In compliance with the relevant provisions of the Act, the preferential issue shall be completed within the current Financial Year. The Private Placement Offer Letter would be valid for a period of 5 days from the date of its issuance. However, the Company can close the issue and allot securities to the subscriber before the offer closing date if the issue is completely subscribed



**I. Details of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:**

Sr. No.	Name of the Proposed allottee	Pre-preferential issue holding (%)	Equity Shares proposed to be allotted	Post preferential issue holding (%)
1.	Essel Mining & Industries Limited	NIL	49,26,10,837	29.43%

**J. Change in control of the company, if any, that would occur consequent to the preferential issue:**

There will be no change in control of the Company consequent to the Preferential Issue. However, the Company would cease to be a wholly owned subsidiary of Grasim Industries Limited but would continue to be a subsidiary of Grasim Industries Limited and a part of Aditya Birla Group. Essel Mining & Industries Limited will form part of the Promoter Group for the Company.

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

The Company has not made any preferential allotments during the current financial year 2025-26.

**L. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable, as the preferential issue is proposed to be undertaken for cash consideration.

**M. Pre-issue and post-issue shareholding pattern of the company:**

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of share held	% of shares holding
<b>A</b>	<b>Promoters' holding</b>				
<b>1</b>	Indian				
	Individual	60 <sup>1</sup>	-	60 <sup>2</sup>	-
	Bodies Corporate	1,18,10,43,503	100%	1,67,36,54,340 <sup>3</sup>	100.00%
	Sub-total	1,18,10,43,563	100%	1,67,36,54,400 <sup>4</sup>	100.00%
<b>2</b>	<b>Foreign promoters</b>	-	-	-	-
	<b>Sub-total (A)</b>	<b>1,18,10,43,563</b>	<b>100%</b>	<b>1,67,36,54,400<sup>5</sup></b>	<b>100.00%</b>
<b>B</b>	<b>Non-promoters' holding</b>				
<b>1.</b>	Institutional investors	-	-	-	-
<b>2.</b>	Non-institutional investors				
	Private corporate bodies	-	-	-	-
	Director and relatives	-	-	-	-
	Indian public	-	-	-	-
	Others [including Non-resident Indians (NRIs)]	-	-	-	-
	Sub-total (B)	-	-	-	-
	<b>Grand Total (A+B)</b>	<b>1,18,10,43,563</b>	<b>100%</b>	<b>1,67,36,54,400</b>	<b>100.00%</b>



<sup>1</sup> 60 Equity shares are held by Grasim Industries Limited, Promoter of the Company through its nominees

<sup>2</sup> 60 Equity shares are held by Grasim Industries Limited, Promoter of the Company through its nominees

<sup>3</sup> Out of the total 1,67,36,54,340 equity shares, 49,26,10,837 equity shares are held by Essel Mining & Industries Ltd., which would form part of the Promoter Group.

<sup>4</sup> Out of the total 1,67,36,54,400 equity shares, 49,26,10,837 equity shares comprising of 29.43% of shareholding are held by Essel Mining & Industries Ltd. which would form part of the Promoter Group.

<sup>5</sup> Out of the total 1,67,36,54,400 equity shares, 49,26,10,837 equity shares comprising of 29.43% of shareholding are held by Essel Mining & Industries Ltd. which would form part of the Promoter Group.

**N. Principle terms of assets charged as securities:** Not Applicable

The Board recommends the Special Resolution with respect to issuance of equity shares on a preferential basis through Private Placement, as set out in Item No. 4 of this Notice, for approval of the members.

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

**Item No. 20/EGM/25-26/5**

**Approval of Material Related Party Transactions between the Company and Palace Solar Energy Private Limited for financial year 2025-26**

Pursuant to Regulation 62K of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the Members by way of an Ordinary Resolution is required for entering into, continuing with, or carrying out any Material Related Party Transactions ("RPT") by the Company and/or its subsidiaries.

*The RPT is deemed material if it, either individually or in aggregate with previous transactions during the financial year, exceeds ₹1,000 crores or 10% of the Company's annual consolidated turnover based on the latest audited financial statements, whichever is lower.*

For the financial year ended March 31, 2025, the Company's consolidated turnover stood at ₹509.28 crores. Accordingly, any related party transaction exceeding ₹50.92 crores during Financial Year ending March 31, 2026, would be classified as material and would require prior approval of the shareholders.

The Company and Palace Solar Energy Private Limited (PSEPL) operate in the renewable energy sector, primarily engaged in setting up solar, wind, and hybrid power projects for various customers and power procurers. In the ordinary course of business, the Company may enter into inter-company transactions with PSEPL, such as borrowing or advancing funds, sale or purchase of goods or materials, leasing of property, and provision of other operational and business support services.

Subsequent to infusion of funds in the Company by Essel Mining & Industries Limited on private placement basis as set out in Agenda Item No. 4 of this Notice, PSEPL (being subsidiary of Essel Mining & Industries Limited) will become related party of the Company.

While transactions mentioned hereinabove support business operations and growth, they would qualify as Related Party Transactions under the SEBI Listing Regulations.



The Management has presented to the Audit Committee, the details of the proposed RPT, including the transaction rationale, material terms, pricing basis, and all relevant justifications. After due review, the Independent Directors holding membership of the Audit Committee, have granted its approval, confirming that the proposed transaction would be entered in the ordinary course of business and on an arm's length basis.

Further, considering that the Company's Non-Convertible Debentures (NCDs) were listed on September 25, 2024, and there was no subsequent issuance of non-convertible securities by the Company, the requirement of obtaining a No-Objection Certificate (NOC) from the Debenture Trustee for entering into Material RPTs does not apply, in line with *Explanation 2 to Regulation 62K(6)* of the SEBI Listing Regulations.

The proposed transaction is not detrimental to the interests of the Company and its Members.

In line with the applicable provisions of the SEBI Listing Regulations and the 'Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instruments and/or Commercial Paper' dated July 11, 2025, the following information is being provided to the Members:

Sr. No.	Particulars	Details
1	Name of the related party, its relationship with the Company including nature of concern or interest (financial or otherwise)	Palace Solar Energy Private Limited ("PSEPL") would be classified as a Related Party of the Company, after allotment of Equity Shares of the Company on preferential basis (as set out in Item No. 4 of this Notice of EGM) to Essel Mining & Industries Limited (Holding Company of PSEPL).
2	Type, material terms and particulars of transactions	<p>The Transactions involves the following:</p> <ol style="list-style-type: none"> <li>1. Availing loans, inter-corporate deposits or investment through other financial instruments, along with applicable interest.</li> <li>2. Rendering/availing services, including management, project development, and other operational or support services</li> <li>3. Reimbursement / recovery of expenses and interest thereon, if any.</li> <li>4. Providing, availing, transfer or exchange of any resources, services or obligations to meet business objectives/requirements.</li> </ol> <p>Material terms and conditions are based on transaction(s) / contract(s) / arrangement(s) / agreement(s) which, <i>inter alia</i>, includes the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into such transaction(s) / contract(s) /</p>



		arrangement(s) /agreement(s), which shall be on an arm's length basis and in the ordinary course of business.
3	Tenure of the proposed transaction	FY 2025-26
4	Value of the proposed transactions	₹170 crores
5	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year (i.e. FY 2024-25)	33.38% of the Company's Annual Consolidated turnover for FY25
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not Applicable
(i)	Details of the source of funds in connection with the proposed transaction	
(ii)	Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc.	
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	
(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
7	Justification for why the proposed transaction is in the interest of the Company	<p>The Company is engaged in the renewable energy sector and hence, require funds for incurring expenditure for execution of renewable energy projects and infusion through debt or any similar instrument.</p> <p>Providing the services or support to PSEPL would enable efficient resource utilization in line with business objectives of the Company.</p>
8	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable

The Board of Directors recommends the Resolution set out in Item No. 5 of this Notice of EGM, for approval by the Members as Ordinary Resolutions.



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

By order of the Board of Directors  
**For Aditya Birla Renewables Limited**

SURBHI  
CHAUDHARY

Digitally signed by  
SURBHI CHAUDHARY  
Date: 2026.01.13  
13:12:34 +05'30'

**Surbhi Chaudhary**  
**Company Secretary**  
**Membership No. FCS 6771**  
**Email ID: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)**

Mumbai  
January 13, 2026

**Registered Office:**

A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli,  
Mumbai – 400 030, Maharashtra, India  
Email: [abrel@adityabirla.com](mailto:abrel@adityabirla.com)



**ANNEXURE-A TO THE NOTICE AND EXPLANATORY STATEMENT**

**Details of Directors seeking appointment**

(Pursuant to SS-2 – Secretarial Standards on General Meetings)

**Name of the Director: Mr. Aryaman Vikram Birla**

DIN	08456879	
Age	28 years	
Date of first appointment on the Board	October 20, 2025	
Qualification, experience and expertise in specific functional area	<p>Mr. Aryaman Vikram Birla has held leadership roles across multiple businesses of the Aditya Birla Group, including fashion, paints, and real estate. He serves on the board of the Group’s apex body, Aditya Birla Management Corporation, as well as on the boards of several key Group companies, including Grasim Industries Limited, Hindalco Industries Limited, Aditya Birla Fashion &amp; Retail Limited, Aditya Birla Lifestyle Brands Limited, and the Group’s digital-first fashion platform, TMRW.</p> <p>He is the founder of Aditya Birla New Age Hospitality, the Group’s fast-growing hospitality platform, and Aditya Birla Ventures, its venture capital arm focused on investing in high-growth start-ups across emerging sectors.</p> <p>He holds an MBA with Honors from Harvard Business School, a Master’s degree in Global Finance from Bayes Business School, and a Bachelor’s degree in Commerce from the University of Mumbai.</p>	
Relationship with other Directors and KMPs	None	
Board membership of other companies as on January 13, 2026	<b>Names of the Companies</b>	
	Aditya Birla Lifestyle Brands Limited	Director
	Aditya Birla New Age Advisory Services Private Limited	Director
	Aditya Birla New Age Restaurants and Café Private Limited	Director
	Aditya Birla Digital Fashion Ventures Limited	Director
	Aditya Birla Management Corporation Private Limited	Director
	Aditya Birla Fashion and Retail Limited	Director
	Grasim Industries Limited	Director
	Hindalco Industries Limited	Director
	KA Hospitality Private Limited	Director
Aditya Birla Global Trading (Singapore) Pte. Limited	Director	
Chairmanship/ Membership of the Committees of the Board of other companies as on January 13, 2026	Nil	



Number of Shares held in the Company	Nil
Number of Board Meetings attended during the year	During the financial year 2025-26, Mr. Aryaman Vikram Birla attended 3 (out of 3) Board Meetings held since his appointment on the Board.
Terms and conditions of appointment	Non-Executive Director, liable to retire by rotation
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil

**Name of the Director: Ms. Preeti Vyas**

DIN	02352395
Age	69 years
Date of first Appointment on the Board	October 20, 2025
Qualification, experience and expertise in specific functional area	<p>Ms. Preeti Vyas graduated from the National Institute of Design (NID) and is the Chairwoman and Chief Creative Officer of Vyas Giannetti Creative, a leading integrated design and communication consultancy in India, serving a marquee portfolio of clients.</p> <p>Apart from leading VGC from the front, she also currently serves as an Independent Director on the Boards of Aditya Birla Real Estate Limited, Aditya Birla Fashion and Retail Limited, Aditya Birla Lifestyle Brands Limited, Novel Jewels Limited, Goodview Fashion Private Limited, and Indivinity Clothing Retail Private Limited.</p> <p>Over her professional journey, she has been counted among the 50 most influential women in India by Impact and Verve magazines, ranked among the top creative minds by The Economic Times, and named one of the 25 most powerful women in Indian business by Business Today.</p> <p>She has been invited to serve on the jury for the Cannes Festival twice, as well as for the New York Festivals and the D&amp;AD London Awards, among others. She has represented India, showcasing Indian creativity in advertising at the Semana Internacional de Criação Publicitária in São Paulo, Brazil.</p> <p>She was conferred the Women Disruptors Lifetime Achievement Award by AdGully and has been featured in books such as Sheroes Amongst Us and Women and Money. She has also contributed to design education as a consultant and has served on the Indian Design Council.</p>
Relationship with other Directors and KMPs	None



Board membership of other companies as on January 13, 2026	<b>Name of Company</b>	<b>Designation</b>
	Indivinity Clothing Retail Private Limited	Independent Director
	Aditya Birla Lifestyle Brands Limited	Independent Director
	Goodview Fashion Private Limited	Independent Director
	Novel Jewels Limited	Independent Director
	Birla Estates Private Limited	Director
	Aditya Birla Real Estate Limited	Independent Director
Chairpersonship/ Membership of the Committees of the Board of other companies as on January 13, 2026	<b>Name of Company</b>	<b>Committee Position</b>
	Aditya Birla Lifestyle Brands Limited	Member of Corporate Social Responsibility Committee
	Aditya Birla Real Estate Limited	Member of: - Audit Committee - Corporate Social Responsibility Committee - Stakeholder's Relationship Committee - Finance Committee - Committee of Independent Directors - Prevention of Insider Trading Regulations Committee
	Aditya Birla Fashion and Retail Limited	Chairperson of Stakeholder's Relationship Committee and Member of Corporate Social Responsibility Committee
Number of Shares held in the Company	Nil	
Number of Board Meetings attended during the year	During the financial year 2025-26, Ms. Preeti Vyas attended 3 (out of 3) Board Meetings held since her appointment on the Board.	
Terms and conditions of appointment	As specified in the resolution	
Remuneration sought to be paid	As specified in the resolution	
Remuneration last drawn	Nil	



**Consent by Member(s) for shorter notice  
[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]**

To  
The Board of Directors  
Aditya Birla Renewables Limited  
A-4, Aditya Birla Centre, S.K. Ahire Marg, Worli  
Mumbai – 400 030, Maharashtra, India

Dear Sir,

\*I/We, .....(name of the Member) \*resident of / having our office at  
....., holding  
..... (.....in words) equity shares of ₹10 (Rupees Ten  
Only) each (i.e. ....% of the paid-up equity capital) in the Company in \*my/our own name, hereby give  
consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the 20<sup>th</sup> Extraordinary General  
Meeting of memebtrs of the Company at A-4, Aditya Birla Centre, S.K. Ahire Marg, Worli Mumbai – 400  
030, Maharashtra, India on Wednesday, January 14, 2026, at 5:00 p.m. at shorter notice and/or at any  
adjournment thereof.

Signature

**Name of the Member:**

**(In Block Letters)**

**Place:**

**Date:**

**\*Note: Delete whichever is not applicable.**





**PROXY FORM**

**FORM NO. MGT - 11**

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

CIN	: U40300MH2015PLC267263
Name of the Company	: Aditya Birla Renewables Limited
Registered Office	: A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai - 400 030, Maharashtra, India
Name of the member(s):	
Registered address:	
E-mail ID:	
Folio / Client ID:	
DP ID:	
I/We being a member(s) of ..... shares of the above named Company hereby appoint:	
(1)Name.....Address.....	
Email Id: ..... Signature.....	
or failing him;	
(2)Name.....Address.....	
Email Id: ..... Signature.....	
or failing him;	
(3)Name.....Address.....	
Email Id: ..... Signature.....	
or failing him;	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Extraordinary General Meeting of the Company, to be held on Wednesday, January 14, 2026, at 5:00 p.m. at A-4 Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai – 400030 and at any adjournment thereof in respect of such resolutions as are indicated below:



Item No.	Description	Vote	
		For	Against
1.	Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director of the Company		
2.	Appointment of Ms. Preeti Vyas (DIN: 02352395) as a Non-Executive, Independent Director of the Company for a term of 5 years effective from October 20, 2025		
3.	Increase in the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company		
4.	Issuance of Equity Shares on Preferential Basis through Private Placement		
5.	Approval of Material Related Party Transactions between the Company and Palace Solar Energy Private Limited for financial year 2025-26		
Signed this ..... day of ....., 2025 Signature of Member..... Signature of Proxy holder(s).....		<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;">             Affix              Revenue              Stamp              Re.1/-           </div>	
<p><b>Note:</b>            For the Resolutions, Explanatory Statements and Notes, please refer the Notice of the 20<sup>th</sup> Extraordinary General Meeting</p>			



**ROUTE MAP TO THE VENUE OF THE 20<sup>TH</sup> EXTRAORDINARY GENERAL MEETING**



**Landmark: Century Bhavan**