



September 10, 2021

BSE Limited  
Scrip: 535755

National Stock Exchange of India Limited  
Symbol: ABFRL

Sub.: **Proceedings and Voting Results of the 14<sup>th</sup> Annual General Meeting** ["14<sup>th</sup> AGM"]

- Ref.: 1. **General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively issued by the Ministry of Corporate Affairs read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021** ["collectively referred to as "MCA Circulars"]
2. **SEBI Circular dated May 12, 2020 and January 15, 2021** ["collectively referred to as "SEBI Circulars"]
3. **Companies Act, 2013 and Rules made thereunder** ["the Act"]
4. **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** ["LoDR"];
5. **Our letters dated August 18, 2021 and August 30, 2021**

Dear Sir/ Madam,

Pursuant to the above referred, the 14<sup>th</sup> AGM of the Company was held on Thursday, September 9, 2021 (IST) through Video Conferencing ["vc"]/ Other Audio- Visual Means ["OAVM"] to transact the business as stated in the Notice of AGM dated August 18, 2021 ["Notice"]. The meeting began at 4 p.m. and concluded at 4:52 p.m.

All the items of business as contained in the Notice were transacted and passed by the Members with requisite majority.

In this regard, please find enclosed:

- (i) Summary of the proceedings as Annexure A [as per Reg 30 read with Part A of Sch III of LoDR]
- (ii) Combined Voting Results Annexure B [as per Reg 44(3) of LoDR]
- (iii) Scrutinizer's Report : Annexure C [as per S. 108 of the Act]

The above reports are available on Company's website i.e. [www.abfrl.com](http://www.abfrl.com) and the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited i.e. at <https://instavote.linkintime.co.in/> .

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



**Geetika Anand**  
**Company Secretary & Compliance Officer**

Encl.: a/a

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

**Registered Office:**

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

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## Annexure A

### SUMMARY OF THE PROCEEDINGS OF THE 14<sup>TH</sup> AGM

<b>Day &amp; Date</b>	Thursday, September 9, 2021	
<b>Mode</b>	Through Video Conferencing ["VC"] / Other Audio- Visual Means ["OAVM"]	
<b>Time</b>	Commenced at 4 p.m.	Concluded at 4:52 p.m.

#### Proceedings, in brief

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The Meeting was conducted in accordance with the applicable provisions under the Act, LoDR, MCA Circulars and SEBI Circulars.

Mr. Kumar Mangalam Birla, Chairman of the Board, chaired the Meeting. All the Directors were present at the Meeting.

The Chairman:

- Welcomed the Shareholders to the Meeting and on requisite quorum being present, called the Meeting to order.
- Introduced all the Directors and key managerial personnel of the Company present at the Meeting through VC.
- informed the Members that :
  - representatives of S R B C & CO LLP, Statutory Auditors and Mr. Dilip Bharadiya, Secretarial Auditor and Scrutinizer for the remote e-voting and the e-voting at the 14<sup>th</sup> AGM, were present at the Meeting through VC;
  - Registers as required under the Act were available for inspection in electronic mode, should any Member request for the same;
  - Notice convening the AGM and the Auditor's Report for the year ended March 31, 2021 were taken as read;
  - There were no qualifications, comments or observations in the Statutory and Secretarial Auditor's reports;
- Thereafter, made his opening remarks and briefed the shareholders with respect to journey of the Company for the FY 2020-21 :
  - The macro economic scenario;
  - Views on apparel sector;
  - Financial performance;
  - Strategic acquisitions;
  - Accelerated Digital Transformation,
  - On People,
  - On Sustainability and specific COVID measures.
  - A copy of the Chairman's Speech is available on the website of the Company i.e. [www.abfrl.com](http://www.abfrl.com).
- invited the Members to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and the resolutions proposed.
- appropriately responded to all the queries raised by the Members.

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In terms of the Notice, the following business were transacted at the Meeting:

Agenda	Resolution	Business
1.	Adoption of: Audited Standalone Financial Statements and Audited Consolidated Financial Statements.	O
2.	Appointment of Mr. Himanshu Kapania, who retires by rotation and being eligible, offers himself for re-appointment.	O
3.	Appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditor of the Company.	O
4.	Fixing remuneration limits for Mr. Ashish Dikshit, Managing Director for the remaining term of 2 years.	S
5.	Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director	O
6.	Appointment of Ms. Sangeeta Pendurkar as a Whole-time Director	S
7.	Appointment of Mr. Vishak Kumar as a Whole-time Director	S
8.	Appointment of Mr. Vikram Rao as a Non-Executive Director	O
9.	Appointment of Mr. Yogesh Chaudhary as an Independent Director	O
10.	Appointment of Ms. Preeti Vyas as an Independent Director	O
11.	Appointment of Mr. Arun Adhikari as an Independent Director	O

[O : Ordinary, S : Special]

- Informed the Members that the voting at the meeting shall be available for 30 minutes' post closure of the Meeting for those shareholders who have not cast their votes during the Remote E-voting.
- Informed that the Consolidated Results shall be declared and disseminated on the website of the Company, the RTA and the Stock Exchanges.
- thanked the Members for their continued support and for attending and participating in the Meeting;

Thereafter, the Chairman declared the meeting as closed. The e-voting facility was kept open for the next 30 minutes to enable the Members to cast their vote.

Post the conclusion of the remote e-voting, the Scrutinizers' report was received.

All the resolutions have been passed with requisite majority.

This is for your information and records.

Sincerely,

For **Aditya Birla Fashion and Retail Limited**

**Geetika Anand**  
Company Secretary & Compliance Officer



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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

<b>Date of AGM</b>	<b>September 9, 2021</b>
<b>Total number of shareholders on the record Date (i.e. September 2, 2021 cut-off date for voting purpose)</b>	<b>2,07,748</b>
<b>No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:</b>	<b>N.A.</b>
• Promoter and Promoter Group	N.A.
• Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	<b>65</b>
• Promoter and Promoter Group	1
• Public	64

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)			1 (a) Consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of the directors and auditors thereon - <b>Ordinary</b> 1 (b) Consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of auditors thereon - <b>Ordinary</b>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<b>NO</b>					
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,63,83,265	76.458	22,63,83,265	-	100.000	0.000
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,63,83,265</b>	<b>76.458</b>	<b>22,63,83,265</b>	<b>-</b>	<b>100.000</b>	<b>0.000</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,03,577	3.364	37,00,208	3,369	99.909	0.091
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	0.000
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,38,153</b>	<b>3.395</b>	<b>37,34,784</b>	<b>3,369</b>	<b>99.910</b>	<b>0.090</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,64,20,934</b>	<b>81.119</b>	<b>75,64,17,565</b>	<b>3,369</b>	<b>100.000</b>	<b>0.000</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		2. Consider and appoint Mr. Himanshu Kapania, who retires by rotation and being eligible, offers himself for re-appointment - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,60,85,865	60,800	99.973	0.027
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,60,85,865</b>	<b>60,800</b>	<b>99.973</b>	<b>0.027</b>
Public- Non Institutions <sup>(iii)</sup>	Remote E-Voting	11,00,93,826	37,03,533	3.364	36,98,935	4,598	99.876	0.124
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,38,109</b>	<b>3.395</b>	<b>37,33,511</b>	<b>4,598</b>	<b>99.877</b>	<b>0.123</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,84,290</b>	<b>81.094</b>	<b>75,61,18,892</b>	<b>65,398</b>	<b>99.991</b>	<b>0.009</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		3. Appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditor of the Company.- Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,63,83,265	76.458	22,63,22,465	60,800	99.973	0.027
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,63,83,265</b>	<b>76.458</b>	<b>22,63,22,465</b>	<b>60,800</b>	<b>99.973</b>	<b>0.027</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,510	3.363	36,98,384	4,126	99.889	0.111
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,086</b>	<b>3.394</b>	<b>37,32,960</b>	<b>4,126</b>	<b>99.890</b>	<b>0.110</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,64,19,867</b>	<b>81.119</b>	<b>75,63,54,941</b>	<b>64,926</b>	<b>99.991</b>	<b>0.009</b>

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(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		4. Fixing remuneration limits for Mr. Ashish Dikshit, Managing Director for the remaining term of 2 years - <b>Special</b>						
Whether promoter/ promoter group are interested in the agenda/resolution?		<b>NO</b>						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
<b>Public- Institutions</b>	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,60,42,475	1,04,190	99.954	0.046
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,60,42,475</b>	<b>1,04,190</b>	<b>99.954</b>	<b>0.046</b>
<b>Public- Non Institutions <sup>(ii)</sup></b>	Remote E-Voting	11,00,93,826	37,02,270	3.363	36,98,593	3,677	99.901	0.099
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,846</b>	<b>3.394</b>	<b>37,33,169</b>	<b>3,677</b>	<b>99.902</b>	<b>0.098</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,027</b>	<b>81.094</b>	<b>75,60,75,160</b>	<b>1,07,867</b>	<b>99.986</b>	<b>0.014</b>

**Notes:**

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(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		5. Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director- Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	21,64,69,834	96,76,831	95.721	4.279
	Poll (E-voting at AGM)		-	0.000	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>21,64,69,834</b>	<b>96,76,831</b>	<b>95.721</b>	<b>4.279</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,988	3.363	37,00,069	2,919	99.921	0.079
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,564</b>	<b>3.395</b>	<b>37,34,645</b>	<b>2,919</b>	<b>99.922</b>	<b>0.078</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,745</b>	<b>81.094</b>	<b>74,65,03,995</b>	<b>96,79,750</b>	<b>98.720</b>	<b>1.280</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		6. Appointment of Ms. Sangeeta Pendurkar as a Whole-time Director of the Company - Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (i), (iii), (v)	No. of votes polled (i), (v)	% of Votes Polled on outstanding shares (iv)	No. of Votes – in favour (i), (v)	No. of Votes – against (i), (v)	% of Votes in favour on votes polled (iv)	% of Votes against on votes polled (iv)
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,49,64,582	11,82,083	99.477	0.523
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,49,64,582</b>	<b>11,82,083</b>	<b>99.477</b>	<b>0.523</b>
Public- Non Institutions (ii)	Remote E-Voting	11,00,93,826	37,02,502	3.363	36,97,746	4,756	99.872	0.128
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,078</b>	<b>3.394</b>	<b>37,32,322</b>	<b>4,756</b>	<b>99.873</b>	<b>0.127</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,259</b>	<b>81.094</b>	<b>75,49,96,420</b>	<b>11,86,839</b>	<b>99.843</b>	<b>0.157</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		7. Appointment of Mr. Vishak Kumar as a Whole-time Director of the Company - Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (i), (iii), (v)	No. of votes polled (i), (v)	% of Votes Polled on outstanding shares (iv)	No. of Votes – in favour (i), (v)	No. of Votes – against (i), (v)	% of Votes in favour on votes polled (iv)	% of Votes against on votes polled (iv)
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,49,64,582	11,82,083	99.477	0.523
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,49,64,582</b>	<b>11,82,083</b>	<b>99.477</b>	<b>0.523</b>
Public- Non Institutions (iii)	Remote E-Voting	11,00,93,826	37,02,304	3.363	36,98,821	3,483	99.906	0.094
	Poll (E-voting at AGM)		34,676	0.031	34,676	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,980</b>	<b>3.394</b>	<b>37,33,497</b>	<b>3,483</b>	<b>99.907</b>	<b>0.093</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,161</b>	<b>81.094</b>	<b>75,49,97,595</b>	<b>11,85,566</b>	<b>99.843</b>	<b>0.157</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		8. Appointment of Mr. Vikram Rao as a Non-Executive Director of the Company - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,60,85,865	60,800	99.973	0.027
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,60,85,865</b>	<b>60,800</b>	<b>99.973</b>	<b>0.027</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,655	3.363	36,98,662	3,993	99.892	0.108
	Poll (E-voting at AGM)		34,676	0.031	34,676	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,331</b>	<b>3.395</b>	<b>37,33,338</b>	<b>3,993</b>	<b>99.893</b>	<b>0.107</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,512</b>	<b>81.094</b>	<b>75,61,18,719</b>	<b>64,793</b>	<b>99.991</b>	<b>0.009</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		9. Appointment of Mr. Yogesh Chaudhary as an Independent Director of the Company- Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,14,15,193	47,31,472	97.908	2.092
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,14,15,193</b>	<b>47,31,472</b>	<b>97.908</b>	<b>2.092</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,251	3.363	36,98,809	3,442	99.907	0.093
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,827</b>	<b>3.394</b>	<b>37,33,385</b>	<b>3,442</b>	<b>99.908</b>	<b>0.092</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,008</b>	<b>81.093</b>	<b>75,14,48,094</b>	<b>47,34,914</b>	<b>99.374</b>	<b>0.626</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

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VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		10. Appointment of Ms. Preeti Vyas as an Independent Director of the Company - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,61,46,665	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,61,46,665</b>	<b>-</b>	<b>100.000</b>	<b>0.000</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,865	3.363	36,99,421	3,444	99.907	0.093
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,441</b>	<b>3.395</b>	<b>37,33,997</b>	<b>3,444</b>	<b>99.908</b>	<b>0.092</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,622</b>	<b>81.094</b>	<b>75,61,80,178</b>	<b>3,444</b>	<b>100.000</b>	<b>0.000</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

**Registered Office:**

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

**CIN:** L18101MH2007PLC233901  
**Tel.:** +91 86529 05000  
**Fax:** +91 86529 05400

**Website:** [www.abfrl.com](http://www.abfrl.com)  
**E-mail:** [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com)



VOTING RESULTS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 9, 2021 AT 4.00 P.M.

Annexure B

Resolution required: (Ordinary/ Special)		11. Appointment of Mr. Arun Adhikari as an Independent Director of the Company - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i), (iii), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,49,46,200	75.972	22,36,54,047	12,92,153	99.426	0.574
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,49,46,200</b>	<b>75.972</b>	<b>22,36,54,047</b>	<b>12,92,153</b>	<b>99.426</b>	<b>0.574</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,158	3.363	36,98,886	3,272	99.912	0.088
	Poll (E-voting at AGM)		34,676	0.031	34,676	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,834</b>	<b>3.394</b>	<b>37,33,562</b>	<b>3,272</b>	<b>99.912</b>	<b>0.088</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,49,82,550</b>	<b>80.965</b>	<b>75,36,87,125</b>	<b>12,95,425</b>	<b>99.828</b>	<b>0.172</b>

**Notes:**

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

**Registered Office:**

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**E-mail:** [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com)

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,  
Mr. Kumar Mangalam Birla  
Chairperson of the 14<sup>th</sup> Annual General Meeting  
Aditya Birla Fashion and Retail Limited  
Piramal Agastya Corporate Park,  
Building A, 4<sup>th</sup> and 5<sup>th</sup> Floor,  
Unit No. 401, 403, 501, 502,  
L.B.S Road, Kurla, Mumbai 400070

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 14<sup>th</sup> Annual General Meeting of Aditya Birla Fashion and Retail Limited held on Thursday, September 9, 2021, from 4.00 p.m. onwards conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ("said AGM")

I, Dilip Bharadiya, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company of Aditya Birla Fashion and Retail Limited ("the Company"), for the purpose of scrutinizing the e-voting process i.e. remote e-voting process and e-voting at the said AGM (hereinafter collectively referred to as "e-voting"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) ("Act") and in accordance with General Circular no. 02/2021 dated January 13, 2021 read with General Circular no. 20/2020 dated May 5, 2020, General Circular no. 14/2020 dated April 8, 2020 and General Circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and in accordance with the Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), providing relaxation for the manner in which the AGM will be held and conducted.

I, hereby submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the Notice for the said AGM. My responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "invalid votes", to the Chairperson of the said AGM, on the resolutions with respect to all the items of the business enumerated in the Notice of said AGM.
2. **Dispatch of Notice convening the AGM and Corrigendum to Notice:**

The Company had dispatched the Notice dated May 28, 2021 alongwith the Statement stating out material facts under Section 102 of the Act via e-mail to 1,63,367 members, who have registered their email IDs with the Company/ Link Intime India Private Limited, the Registrar and Transfer Agents of the Company ("RTA") as on August 18, 2021.

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Further, Company also dispatched a Corrigendum to Notice of the AGM ("Corrigendum") pertaining to Item No. 6, Item No. 7 and Annexure A of the AGM Notice via e-mail to 1,65,363 members, who have registered their email IDs with the Company/ Link Intime India Private Limited the Registrar and Transfer Agents of the Company ("RTA") as on August 30, 2021.

The Company had uploaded the Notice and the said Corrigendum on its website i.e. [www.abfml.com](http://www.abfml.com), and on the websites of the RTA and Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

Advertisement:

i) Prior to dispatch of Notice:

Pursuant to clause IV of the MCA Circular dated May 5, 2020, the Company had published an advertisement in 'The Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on August 14, 2021 specifying the required information as provided under clause IV (a) to (f) of the said circular.

ii) Post-dispatch of Notice:

Pursuant to clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also published 21 days before the date of the AGM, an advertisement in 'The Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on August 19, 2021 specifying the required information as provided under the said rule.

iii) Post-dispatch of Corrigendum:

Details of the Corrigendum were also published in the in 'The Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on August 31, 2021.

**3. Cut-off date**

The members of the company holding shares as on the cut-off date i.e. Thursday, September 2, 2021, were entitled to vote on the resolutions as set out in the Notice of the said AGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

**4. E-Voting**

**a. Agency**

- i. The Company engaged the services of Link Intime India Private Limited as the Service Provider, for the purpose of extending the facility of remote e-voting and e-voting at the AGM by facilitating via its website, <http://www.instavote.linkintime.co.in>. ("InstaVote") to the Members of the Company.
- ii. The Service Provider had through InstaVote provided a system for recording the votes of the Members, cast electronically through remote e-voting as well as at the AGM, on all the items of the business sought to be transacted as set out in the Notice of the said AGM held on Thursday, September 9, 2021.



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**b. Remote e-voting**

The remote e-voting platform was open from Monday, September 6, 2021 (9:00 a.m. IST) to Wednesday, September 8, 2021 (5:00 p.m. IST) and members holding shares in physical form and dematerialized form were required to cast their votes electronically through InstaVote. The remote e-voting module was disabled for voting thereafter by the Service Provider.

**c. E-voting at the AGM**

The members who had not cast their vote by remote e-voting and who were present at the AGM through VC/OAVM facility, were provided the facility of e-voting at the AGM via InstaVote. Detailed instructions to use the facility was detailed in the Notice of the said AGM.

The facility of e-voting remained enabled till 5:22 p.m. IST (i.e. for 30 minutes' post conclusion of the AGM) and was disabled thereafter by the Service Provider.

**5. Completion of e-voting and counting process**

After the closure of the e-voting at the AGM, the votes cast through InstaVote at the AGM and through remote e-voting prior to the date of the AGM were unblocked and downloaded from the facility made available by the RTA. The e-voting data/ results downloaded were scrutinized and reviewed, the votes were counted and the results were prepared.

6. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed by their Board of Directors authorizing them to exercise their votes through e-voting.

As a Scrutinizer and based on the reports generated from the e-voting system provided by RTA and e-voting conducted at the said AGM, I, have scrutinized the votes cast through e-voting and presented herewith the Consolidated Scrutinizer's Report on the votes cast "in favor" or "against" or "invalid votes", with respect to each item on the agenda as set out in the Notice of the said AGM.

The particulars of all the electronic votes cast by the members through the e-voting process have been recorded in a register separately maintained for the purpose.

The result of the e-voting is as per the annexure attached herewith.

The Register and all other papers and relevant records relating to e-voting are maintained and kept in my safe custody.

**Conclusion:**

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the said AGM may accordingly declare the result of voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies



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(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,  
For **DILIP BHARADIYA & ASSOCIATES**



**DILIP BHARADIYA**  
F.C.S. 7956; C.P. 6740

UDIN: F007956C000930383



Place : Mumbai

Date : September 9, 2021

Countersigned  
For **Aditya Birla Fashion and Retail Limited**



**Geetika Anand**  
**Company Secretary & Compliance Officer**  
Authorised by Mr. Kumar Mangalam Birla, Chairperson of the 14<sup>th</sup> AGM



Place : Mumbai

Date : September 9, 2021

Resolution required: (Ordinary/ Special)		1 (a) Consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of the directors and auditors thereon - Ordinary 1 (b) Consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021 and the reports of auditors thereon - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i)</sup> <sub>(ii), (v)</sub>	No. of votes polled <sub>(ii), (v)</sub>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(ii), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	Remote E-Voting	29,60,89,566	22,63,83,265	76.458	22,63,83,265	-	100.000	0.000
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,63,83,265</b>	<b>76.458</b>	<b>22,63,83,265</b>	<b>-</b>	<b>100.000</b>	<b>0.000</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,03,577	3.364	37,00,208	3,369	99.909	0.091
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	0.000
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,38,153</b>	<b>3.395</b>	<b>37,34,784</b>	<b>3,369</b>	<b>99.910</b>	<b>0.090</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,64,20,934</b>	<b>81.119</b>	<b>75,64,17,565</b>	<b>3,369</b>	<b>100.000</b>	<b>0.000</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions':

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

Resolution required: (Ordinary/ Special)		2. Consider and appoint Mr. Himanshu Kapania, who retires by rotation and being eligible, offers himself for re-appointment - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (i), (iii), (v)	No. of votes polled (i), (v)	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,60,85,865	60,800	99.973	0.027
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,60,85,865</b>	<b>60,800</b>	<b>99.973</b>	<b>0.027</b>
Public- Non Institutions <sup>(iii)</sup>	Remote E-Voting	11,00,93,826	37,03,533	3.364	36,98,935	4,598	99.876	0.124
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,38,109</b>	<b>3.395</b>	<b>37,33,511</b>	<b>4,598</b>	<b>99.877</b>	<b>0.123</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,84,290</b>	<b>81.094</b>	<b>75,61,18,892</b>	<b>65,398</b>	<b>99.991</b>	<b>0.009</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions':

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		3. Appointment of Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditor of the Company.- Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		{1}	{2}	{3}=[{2}/{1}]* 100	{4}	{5}	{6}=[{4}/{2}]* 100	{7}=[{5}/{2}]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,63,83,265	76.458	22,63,22,465	60,800	99.973	0.027
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,63,83,265</b>	<b>76.458</b>	<b>22,63,22,465</b>	<b>60,800</b>	<b>99.973</b>	<b>0.027</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,510	3.363	36,98,384	4,126	99.889	0.111
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,086</b>	<b>3.394</b>	<b>37,32,960</b>	<b>4,126</b>	<b>99.890</b>	<b>0.110</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,64,19,867</b>	<b>81.119</b>	<b>75,63,54,941</b>	<b>64,926</b>	<b>99.991</b>	<b>0.009</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
(b) Each partly paid-up share carries 0.75 vote.

(ii) \*Public-Non Institutions:

- (a) includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.  
(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cutoff Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		4. Fixing remuneration limits for Mr. Ashish Dikshit, Managing Director for the remaining term of 2 years - Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i)</sup> (iii), (v)	No. of votes polled (ii), (v)	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,60,42,475	1,04,190	99.954	0.046
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,60,42,475</b>	<b>1,04,190</b>	<b>99.954</b>	<b>0.046</b>
Public- Non Institutions <sup>(iii)</sup>	Remote E-Voting	11,00,93,826	37,02,270	3.363	36,98,593	3,677	99.901	0.099
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,846</b>	<b>3.394</b>	<b>37,33,169</b>	<b>3,677</b>	<b>99.902</b>	<b>0.098</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,027</b>	<b>81.094</b>	<b>75,60,75,160</b>	<b>1,07,867</b>	<b>99.986</b>	<b>0.014</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		5. Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director- Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held <sup>(i)</sup> <sub>(iii), (v)</sub>	No. of votes polled <sub>(i), (v)</sub>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	21,64,69,834	96,76,831	95.721	4.279
	Poll (E-voting at AGM)		-	0.000	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>21,64,69,834</b>	<b>96,76,831</b>	<b>95.721</b>	<b>4.279</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,988	3.363	37,00,069	2,919	99.921	0.079
	Poll (E-voting at AGM)		34,576	0.031	34,576	0	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,564</b>	<b>3.395</b>	<b>37,34,645</b>	<b>2,919</b>	<b>99.922</b>	<b>0.078</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,745</b>	<b>81.094</b>	<b>74,65,03,995</b>	<b>96,79,750</b>	<b>98.720</b>	<b>1.280</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.





Resolution required: (Ordinary/ Special)		6. Appointment of Ms. Sangeeta Pendurkar as a Whole-time Director of the Company - Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,49,64,582	11,82,083	99.477	0.523
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,49,64,582</b>	<b>11,82,083</b>	<b>99.477</b>	<b>0.523</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,502	3.363	36,97,746	4,756	99.872	0.128
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,078</b>	<b>3.394</b>	<b>37,32,322</b>	<b>4,756</b>	<b>99.873</b>	<b>0.127</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,259</b>	<b>81.094</b>	<b>75,49,96,420</b>	<b>11,86,839</b>	<b>99.843</b>	<b>0.157</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
 (b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		7. Appointment of Mr. Vishak Kumar as a Whole-time Director of the Company - Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (i), (iii), (v)	No. of votes polled (i), (v)	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,49,64,582	11,82,083	99.477	0.523
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,49,64,582</b>	<b>11,82,083</b>	<b>99.477</b>	<b>0.523</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,304	3.363	36,98,821	3,483	99.906	0.094
	Poll (E-voting at AGM)		34,676	0.031	34,676	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,980</b>	<b>3.394</b>	<b>37,33,497</b>	<b>3,483</b>	<b>99.907</b>	<b>0.093</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,161</b>	<b>81.094</b>	<b>75,49,97,595</b>	<b>11,85,566</b>	<b>99.843</b>	<b>0.157</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

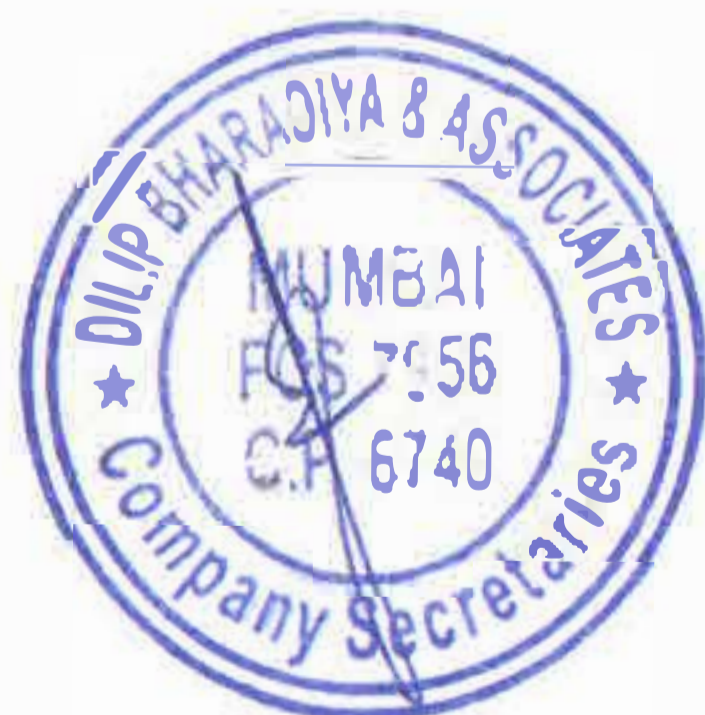
(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		8. Appointment of Mr. Vikram Rao as a Non-Executive Director of the Company - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (i), (iii), (v)	No. of votes polled (i), (v)	% of Votes Polled on outstanding shares (iv)	No. of Votes – in favour (i), (v)	No. of Votes – against (i), (v)	% of Votes in favour on votes polled (iv)	% of Votes against on votes polled (iv)
		{1}	{2}	{3}=[{2}/{1}]* 100	{4}	{5}	{6}=[{4}/{2}]* 100	{7}=[{5}/{2}]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,60,85,865	60,800	99.973	0.027
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,60,85,865</b>	<b>60,800</b>	<b>99.973</b>	<b>0.027</b>
Public- Non Institutions (ii)	Remote E-Voting	11,00,93,826	37,02,655	3.363	36,98,662	3,993	99.892	0.108
	Poll (E-voting at AGM)		34,676	0.031	34,676	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,331</b>	<b>3.395</b>	<b>37,33,338</b>	<b>3,993</b>	<b>99.893</b>	<b>0.107</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,512</b>	<b>81.094</b>	<b>75,61,18,719</b>	<b>64,793</b>	<b>99.991</b>	<b>0.009</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

(a) Each fully paid-up share carries 1 vote and

(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		9. Appointment of Mr. Yogesh Chaudhary as an Independent Director of the Company- Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held <sup>(i), (v)</sup>	No. of votes polled <sup>(i), (v)</sup>	% of Votes Polled on outstanding shares <sup>(iv)</sup>	No. of Votes – in favour <sup>(i), (v)</sup>	No. of Votes – against <sup>(i), (v)</sup>	% of Votes in favour on votes polled <sup>(iv)</sup>	% of Votes against on votes polled <sup>(iv)</sup>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,14,15,193	47,31,472	97.908	2.092
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,14,15,193</b>	<b>47,31,472</b>	<b>97.908</b>	<b>2.092</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	11,00,93,826	37,02,251	3.363	36,98,809	3,442	99.907	0.093
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,827</b>	<b>3.394</b>	<b>37,33,385</b>	<b>3,442</b>	<b>99.908</b>	<b>0.092</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,008</b>	<b>81.093</b>	<b>75,14,48,094</b>	<b>47,34,914</b>	<b>99.374</b>	<b>0.626</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions:

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		10. Appointment of Ms. Preeti Vyas as an Independent Director of the Company - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (i), (iii), (v)	No. of votes polled (ii), (vi)	% of Votes Polled on outstanding shares (iv)	No. of Votes – in favour (i), (v)	No. of Votes – against (ii), (vi)	% of Votes in favour on votes polled (iv)	% of Votes against on votes polled (iv)
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,61,46,665	76.378	22,61,46,665	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,61,46,665</b>	<b>76.378</b>	<b>22,61,46,665</b>	<b>-</b>	<b>100.000</b>	<b>0.000</b>
Public- Non Institutions (ii)	Remote E-Voting	11,00,93,826	37,02,865	3.363	36,99,421	3,444	99.907	0.093
	Poll (E-voting at AGM)		34,576	0.031	34,576	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,37,441</b>	<b>3.395</b>	<b>37,33,997</b>	<b>3,444</b>	<b>99.908</b>	<b>0.092</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,61,83,622</b>	<b>81.094</b>	<b>75,61,80,178</b>	<b>3,444</b>	<b>100.000</b>	<b>0.000</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions':

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.



Resolution required: (Ordinary/ Special)		11. Appointment of Mr. Arun Adhikari as an Independent Director of the Company - Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (i), (iii), (v)	No. of votes polled (i), (v)	% of Votes Polled on outstanding shares (iv)	No. of Votes – in favour (ii), (v)	No. of Votes – against (ii), (v)	% of Votes in favour on votes polled (iv)	% of Votes against on votes polled (iv)
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,62,99,516	52,62,99,516	100.000	52,62,99,516	-	100.000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	29,60,89,566	22,49,46,200	75.972	22,36,54,047	12,92,153	99.426	0.574
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>22,49,46,200</b>	<b>75.972</b>	<b>22,36,54,047</b>	<b>12,92,153</b>	<b>99.426</b>	<b>0.574</b>
Public- Non Institutions (ii)	Remote E-Voting	11,00,93,826	37,02,158	3.363	36,98,886	3,272	99.912	0.088
	Poll (E-voting at AGM)		34,676	0.031	34,676	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		<b>37,36,834</b>	<b>3.394</b>	<b>37,33,562</b>	<b>3,272</b>	<b>99.912</b>	<b>0.088</b>
<b>Total</b>		<b>93,24,82,908</b>	<b>75,49,82,550</b>	<b>80.965</b>	<b>75,36,87,125</b>	<b>12,95,425</b>	<b>99.828</b>	<b>0.172</b>

## Notes:

(i) Represents 'No. of consolidated voting rights'. Voting rights on equity shares are in proportion to the amount paid-up on the face value i.e.

- (a) Each fully paid-up share carries 1 vote and  
(b) Each partly paid-up share carries 0.75 vote.

(ii) 'Public-Non Institutions':

(a) Includes voting rights towards 28,98,560 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 1,14,408 partly paid-up equity shares in respect of which Call money has not been paid as on the Cut-off Date (Pursuant to Section 106 of the Companies Act, 2013 and Articles of Association of the Company)

(iii) Excludes voting rights on 49,33,585 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).

(iv) The percentages have been rounded off to three decimal places.

(v) Rounded-off to the nearest full number, wherever necessary.

