

August 22, 2019

BSE Limited National Stock Exchange of India Limited
Scrip Code: 535755 Symbol: ABFRL

Sub.: Voting Results of the Twelfth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on August 21, 2019 ["Twelfth AGM"]

Ref.: 1. Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"]

2. ISIN: INE647001011

Dear Sir/ Madam,

This is in continuation to our letters dated July 27, 2019 and August 21, 2019 w.r.t. the Twelfth AGM of the Company ["said AGM"].

Enclosed herewith please find:

- a) 'Voting results' of the business transacted at the said AGM as 'Annexure A'; and [in terms of Regulation 44(3) of SEBI Listing Regulations]
- b) 'Scrutinizer's Report' as 'Annexure B'
 [in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

The same are also available at:

- a) www.abfrl.com [website of the Company] and
- b) www.evotingindia.com [website of CDSL].

Trust you will find the above in order.

Thanking You,

For Aditya Birla Fashion and Retail Limited

Geetika Anand
Vice President & Company Secretary

Encl.: a/a

Corporate ID No.: L18101MH2007PLC233901



Annexure A

Aditya Birla Fashion and Retail Limited

Date of AGM	August 21, 2019
Total number of shareholders on the Cut-off Date (i.e. August 14, 2019)	1,60,381
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	108
Promoter and Promoter Group	NIL
• Public	108
No. of shareholders attended the meeting through video conferencing	N.A.
Promoter and Promoter Group Public	-
Public	-





		Ac	litya Birla Fashion an							
Resolution Required : (Ordinary)	•		1 - Adoption of audited financial statements of the Company for the financial year ended on March 31, 2019 and the reports of the directors and auditors thereon							
Whether promoter/ promoter group	are interested in the agenda/resolution	on?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975	0	100.0000	0.0000		
Promoter and Promoter Group	Poll (E-voting at AGM)	45 71 64 117	-	0.0000	<u>-</u>	0	0.0000	0.000		
Promoter and Promoter Group	Postal Ballot (if applicable)	45,/1,64,11/	No. of shares held No. of votes polled % of Votes Polled on outstanding shares favour [1] [2] [3]={[2]/[1]}*100 [4]	0	0.0000	0.0000				
	Total		41,21,81,975	90.1606	41,21,81,975	-Against on votes polled [5] [6]={[4]/[2]}*100 5 0 100.0000 - 0 0.0000 5 0 100.0000 - 0 0.0000 - 0 0.0000 - 0 0.0000 - 0 100.0000 - 0 100.0000 5 0 100.0000 5 0 100.0000 - 0 0.0000 - 0 0.0000 - 0 0.0000 - 0 0.0000 - 0 0.0000	0.0000			
	Remote E-Voting		17,73,76,446	79.6420	17,73,76,446	0	100.0000	0.000		
Public Institutions	Poll (E-voting at AGM)	22 27 17 244	-	0.0000	-	0	0.0000	0.0000		
Public institutions	Postal Ballot (if applicable)	22,27,17,244	-	0.0000	-	0	0.0000	0.0000		
	Total		17,73,76,446	79.6420	17,73,76,446	0	100.0000	0.0000		
	Remote E-Voting		50,81,424	5.4276	50,79,970	1454	99.9714	0.0286		
Public Non Institutions	Poll (E-voting at AGM)	0 26 22 626	5,93,006	0.6334	5,93,006	0	100.0000	0.0000		
r abiic 14011 Ilistitutions	Postal Ballot (if applicable)	3,30,22,030	-	0.0000	-	0	0.0000	0.0000		
	Total		56,74,430	6.0610	56,72,976	1454	99.9744	0.03		
Total		77,35,03,997	59,52,32,851	76.9528	59,52,31,397	1454	99.9998	0.0002		

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





		Ad	itya Birla Fashion an	d Retail Limited				
Resolution Required : (Ordinary)			2 - Appointment of Mr.	. Pranab Barua, who reti	res by rotation and be	eing eligible, offers	himself for re-appointm	ent
Whether promoter/ promoter group	are interested in the agenda/resolutio	n?	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares		No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Durantes and Durantes Cours	Poll (E-voting at AGM)	45,71,64,117	-	0.0000	-		0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	45,71,64,117	-	0.0000	-	<u>-</u>	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Remote E-Voting		17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.2921
Dublic to allow	Poll (E-voting at AGM)	22 27 17 244	-	0.0000	-1	_	0.0000	0.0000
Public Institutions	Postal Ballot (if applicable)	22,27,17,244		0.0000		-	0.0000	0.0000
	Total		17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.2921
	Remote E-Voting		51,21,393	5.4703	51,19,920	1,473	99.9712	0.0288
Dulelia Bland Institutions	Poll (E-voting at AGM)	0.25.22.626	5,93,006	0.6334	5,92,814	192	99.9676	0.0324
Public Institutions Public Non Institutions	Postal Ballot (if applicable)	9,36,22,636	-	0.0000	-	_	0.0000	0.0000
	Total		57,14,399	6.1037	57,12,734	1,665	99.9709	0.0291
Total		77,35,03,997	59,53,99,142	76.9743	59,48,78,940	5,20,202	99.9126	0.0874

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





		Ac	litya Birla Fashion an	d Retail Limited						
Resolution Required : (Special)			3 - Continuation of directorship of Mr. Arun Thiagarajan, Independent Director							
Whether promoter/ promoter group	are interested in the agenda/resolution	n?	No							
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on		No. of Votes	% of Votes in favour	% of Votes against		
	1	held		outstanding shares	favour	-Against	on votes polled	on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975		100.0000	0.0000		
Dramatar and Dramatar Craus	Poll (E-voting at AGM)	AE 71 CA 117	-	0.0000	-	In No. of Votes on votes polled [5] [6]={[4]/[2]}*100 175 - 100.0000 175 - 0.0000 175 - 100.0000 175 - 100.0000 175 - 0.0000 175 - 0.0000 175 - 0.0000 176 11,05,301 99.3773 177 - 0.0000 178 - 0.0000 179 - 0.0000 179 - 0.0000 179 - 0.0000 179 - 0.0000 179 - 0.0000 179 - 0.0000 179 - 0.0000 179 - 0.00000 179 - 0.00000 179 - 0.0000000 179 - 0.0000000000000000000000000000000000	0.000			
Promoter and Promoter Group	Postal Ballot (if applicable)	45,71,64,117		0.0000	-	-	0.0000	0.000		
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000		
	Remote E-Voting		17,75,02,768	79.6987	17,63,97,467	11,05,301	99.3773	0.6227		
Public Institutions	Poll (E-voting at AGM)	22,27,17,244	-	0.0000	-	-	0.0000	0.0000		
Public institutions	Postal Ballot (if applicable)	22,27,17,244	-	0.0000			0.0000	0.0000		
	Total		17,75,02,768	79.6987	17,63,97,467	11,05,301	99.3773	0.6227		
	Remote E-Voting		51,21,222	5.4701	51,19,556	1,666	99.9675	0.0325		
Dublic Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,93,006	0.6334	5,93,006	-	100.0000	0.0000		
rubiic Noil institutions	Postal Ballot (if applicable)	3,30,22,030		0.0000	-	Dur —Against on votes p [5] [5] [6]={[4]/[2] 1,81,975 - 1 1,81,975 - 1 3,97,467 11,05,301	0.0000	0.0000		
ublic Non Institutions	Total		57,14,228	6.1035	57,12,562	1,666	99.9708	0.0292		
Total		77,35,03,997	59,53,98,971	76.9743	59,42,92,004	11,06,967	99.8141	0.1859		

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





		Ad	itya Birla Fashion an	d Retail Limited						
Resolution Required : (Special)			4 - Re-appointment of Ms. Sukanya Kripalu as an Independent Director No							
Whether promoter/ promoter group	are interested in the agenda/resolution	?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares		No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000		
Durantan and Durantan Grave	Poll (E-voting at AGM)	45,71,64,117	-	0.0000	-	-	0.0000	0.0000		
Promoter and Promoter Group	Postal Ballot (if applicable)	45,71,04,117	-	0.0000	-	-	0.0000	0.0000		
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000		
	Remote E-Voting		17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.1775		
Dublic Institutions	Poll (E-voting at AGM)	22,27,17,244		0.0000	-		0.0000	0.0000		
Public Institutions	Postal Ballot (if applicable)	22,27,17,244		0.0000		-	0.0000	0.0000		
	Total		17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.1775		
	Remote E-Voting		51,21,393	5.4703	51,18,421	2,972	99.9420	0.0580		
Dublic Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,93,006	0.6334	5,93,006	-	on votes polled [6]={[4]/[2]}*100 100.0000 0.0000 100.0000 98.8225 0.0000 0.0000 98.8225 99.9420 100.0000 0.0000 99.9480	0.0000		
Public Non institutions	Postal Ballot (if applicable)	3,30,22,030		0.0000	-	-	0.0000	0.0000		
blic Non Institutions	Total	1	57,14,399	6.1037	57,11,427	2,972	99.9480	0.0520		
Total		77,35,03,997	59,53,99,142	76.9743	59,33,06,027	20,93,115	99.6485	0.3515		

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
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- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





		Ad	litya Birla Fashion an	d Retail Limited					
Resolution Required : (Special)			5 - Approval for offer and invitation to subscribe to non-convertible debentures for an amount of upto Rs. 1,250 Crore, private placement basis						
Whether promoter/ promoter gre	oup are interested in the agenda/re	esolution?	No						
Category	Mode of Voting	No. of shares held	4	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of VotesAgainst [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled	
		[1]						[7]={[5]/[2]}*100	
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975		100.0000	0.0000	
omoter and Promoter Group	Poll (E-voting at AGM)	45,71,64,117		0.0000	-		0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	45,71,04,117		0.0000	-		0.0000	0.0000	
	Total *		41,21,81,975	90.1606	41,21,81,975	,	100.0000	0.0000	
	Remote E-Voting		17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670	
Public Institutions	Poll (E-voting at AGM)	22,27,17,244	-	0.0000	-	-	0.0000	0.0000	
able institutions	Postal Ballot (if applicable)	22,27,17,244		0.0000	-		0.0000	0.0000	
	Total		17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670	
	Remote E-Voting		51,21,393	5.4703	51,19,566	1,827	99.9643	0.0357	
Public Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,93,006	0.6334	5,93,006		100.0000	0.0000	
ublic Non Institutions	Postal Ballot (if applicable)	3,30,22,030		0.0000	-	-	0.0000	0.0000	
	Total		57,14,399	6.1037	57,12,572	1,827	99.9680	0.0320	
Total	tal 77,35,03,997 59,54,24,279 76.9775 59,49,48,385 4,75,894 99.9201 0.07								

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





		Ad	litya Birla Fashion an	d Retail Limited							
Resolution Required : (Special)			6 - Introduction of the	6 - Introduction of the 'Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2019' ("Scheme 2019")							
Whether promoter/ promoter group	are interested in the agenda/resolutio	n?	No								
Category	Mode of Voting	No. of shares held		% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]				[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100			
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975		100.0000	0.000			
Promoter and Promoter Group	Poll (E-voting at AGM)	45,71,64,117		0.0000	-	. of Votes – in favour —Against on votes polled [4] [5] [6]={[4]/[2]}*100 41,21,81,975 — 100.00 0.00 41,21,81,975 — 100.00 41,21,81,975 — 100.00 12,39,19,249 5,36,08,656 69.80 0.00 12,39,19,249 5,36,08,656 69.80 43,72,557 7,48,836 85.37 5,92,814 — 100.00 49,65,371 7,48,836 86.89	0.0000	0.0000			
	Postal Ballot (if applicable)		-	0.0000	-	-	Against on votes polled [5] [6]={[4]/[2]}*100 - 100.0000 - 0.0000 - 0.0000 - 100.0000 - 100.0000 - 0.0000 - 0.0000 - 0.0000 - 0.0000 - 0.0000	0.0000			
	Total -		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000			
	Remote E-Voting		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973			
Public Institutions	Poll (E-voting at AGM)	22,27,17,244	-	0.0000	-	-	0.0000	0.0000			
Public Institutions	Postal Ballot (if applicable)	22,21,11,244	-	0.0000	-	-	0.0000	0.0000			
	Total		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973			
	Remote E-Voting		51,21,393	5.4703	43,72,557	7,48,836	85.3783	14.6217			
Dublic Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,92,814	0.6332	5,92,814	-	100.0000	0.0000			
blic Non Institutions	Postal Ballot (if applicable)	3,30,22,030	-	0.0000	-		0.0000	0.0000			
	Total		57,14,207	6.1035	49,65,371	7,48,836	86.8952	13.1048			
Total		77,35,03,997	59,54,24,087	76.9775	54,10,66,595	5,43,57,492	90.8708	9.1292			

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





		Ad	itya Birla Fashion an	d Retail Limited				
Resolution Required : (Special)					the employees of the	e holding and subs	idiary company(ies) of th	e Company
Whether promoter/ promoter group	are interested in the agenda/resolution	n?	No					
Category	Mode of Voting	No. of shares held	1 ' 1	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled
		[1]			[4]	[5]		[7]={[5]/[2]}*100
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Promoter and Promoter Group	Poll (E-voting at AGM)	45,71,64,117	-	0.0000	-		0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	45,71,04,117	-	0.0000	-		0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975		100.0000	0.0000
	Remote E-Voting		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
Public Institutions	Poll (E-voting at AGM)	22,27,17,244	-	0.0000	-	-	0.0000	0.0000
Public institutions	Postal Ballot (if applicable)	22,21,11,244		0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
	Remote E-Voting		51,21,393	5.4703	43,72,407	7,48,986	85.3753	14.6247
Dublic Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,93,006	0.6334	5,93,006	-	100.0000	0.0000
Public Non Institutions	Postal Ballot (if applicable)	9,30,22,030	-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	49,65,413	7,48,986	86.8930	13.1070
Total		77,35,03,997	59,54,24,279	76.9775	54,10,66,637	5,43,57,642	90.8708	9.1292

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





		Ad	itya Birla Fashion an	d Retail Limited						
Resolution Required : (Special)			8 - Implementation of Scheme 2019 through trust and consider: (a)authorising the trust for secondary acquisition of the equity shares of the Company; and							
			(a)authorising the trust	t for secondary acquisition	on of the equity share	s of the Company	and			
	•		(b)extending financial a	assistance/provisioning	of money by the Com	pany to the trust t	o fund the acquisition of	its equity shares, in		
			terms of the Scheme 2	019.						
whether promoter/ promoter group	are interested in the agenda/resolution	nr	No							
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes in favour	% of Votes against					
		held		outstanding shares	favour	-Against	on votes polled	on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975	1	100.0000	0.0000		
romoter and Promoter Group	Poll (E-voting at AGM)	45,71,64,117	-	0.0000	-		0.0000	0.0000		
Promoter and Promoter Group	Postal Ballot (if applicable)	45,71,04,117		0.0000	-		0.0000	0.0000		
	Total		41,21,81,975	90.1606	41,21,81,975		100.0000	0.0000		
	Remote E-Voting		17,75,27,905	79.7100	12,11,58,935	5,63,68,970	68.2478	31.7522		
Public Institutions	Poll (E-voting at AGM)	22,27,17,244	-	0.0000	-	-	0.0000	0.0000		
rubiic institutions	Postal Ballot (if applicable)	22,27,17,244	-	0.0000	-	-	0.0000	0.0000		
	Total		17,75,27,905	79.7100	12,11,58,935	5,63,68,970	68.2478	31.7522		
	Remote E-Voting		51,21,393	5.4703	43,72,216	7,49,177	85.3716	14.6284		
Public Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,93,006	0.6334	5,92,814	192	99.9676	0.0324		
ublic Non Institutions	Postal Ballot (if applicable)	3,30,22,030		0.0000			0.0000	0.0000		
	Total		57,14,399	6.1037	49,65,030	7,49,369	86.8863	13.1137		
Total		77,35,03,997	59,54,24,279	76.9775	53,83,05,940	5,71,18,339	90.4071	9.5929		

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Dilip Bharadiya B.Com., A.C.A., F.C.S. Proprietor

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

Phone : 91 - 22 - 2888 3756 Mobile : 91 - 98202 90360

Email : dilipbcs@gmail.com : dilip@csdilip.com

Annexure B

CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (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]

To,
Mr. Ashish Dikshit
Chairperson of the Twelfth Annual General Meeting
Aditya Birla Fashion and Retail Limited
701-704, 7th Floor, Skyline Icon Business Park,
86-92, Off A. K. Road,
Marol Village, Andheri East,
Mumbai - 400059

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Twelfth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on Wednesday, August 21, 2019, from 3.00 p.m. onwards at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028 ("said AGM")

I, Dilip Bharadiya, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company of Aditya Birla Fashion and Retail Limited (hereinafter referred to as "ABFRL"/ "Company"), for the remote e-voting process and e-voting to be conducted 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 Chairman of the said AGM, on the resolutions with respect to all the items of the business enumerated in the Notice of said AGM.

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2. Notice:

The Notice dated Friday, July 26, 2019 alongwith the Statement stating out material facts under Section 102 of the Act, were sent to the members on Saturday, July 27, 2019 in respect of the belowmentioned resolutions passed at the said AGM.

The Company had also uploaded the Notice of the said AGM on its website i.e. www.abfrl.com, to facilitate the members to cast their votes through remote e-voting.

The newspaper advertisement with respect to dispatch of Notices and conducting of voting through electronic means was published in an English newspaper i.e. The Business Standard (All India editions) and in a Marathi newspaper i.e. Navshakti (Mumbai Edition) on Sunday, July 28, 2019.

3. Dispatch of Notice convening the AGM

Link Intime India Private Limited is the Registrar and Transfer Agent for the Company ("RTA").

The Company had fixed Friday, July 12, 2019, as the cut-off date for the purpose of dispatch of Notice of the said AGM. Accordingly, the Company had, on Saturday, July 27, 2019, sent the Notice of the said AGM, via e-mail, to 95,281 members, who have registered their email IDs with the Company/ RTA and physical copies to 65,445 members who have not registered their e-mail IDs or who have specifically registered their request for the hard copy of the same. Thereafter, based on the bounced back e-mail cases, the dispatch of physical copies of the Notice to 7,515 members was completed by Saturday, August 10, 2019.

4. Cut-off date

The members of the company holding shares as on the cut-off date i.e. Wednesday, August 14, 2019, were entitled to vote on the resolutions as set out in the Notice of the said AGM.

5. Remote e-voting

a. Agency

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service Provider for providing e-voting facility for the said AGM. CDSL had set up

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an e-voting facility on its website i.e. www.evotingindia.com.

b. Remote e-voting period

The remote e-voting platform was open from Sunday, August 18, 2019 (9.00 a.m. IST) to Tuesday, August 20, 2019 (5.00 p.m. IST) and members holding shares either in physical form or in dematerialized form were required to cast their votes electronically, on the e-voting platform provided by CDSL.

6. E-voting at the AGM Venue

The Company had engaged the services of CDSL for providing e-voting facility for the said AGM for the members who had not cast their votes by remote e-voting for which CDSL had arranged for e-voting at the venue of the AGM and the instructions to use the facility for e-voting were explained in detail in the Notice of the said AGM.

Accordingly, CDSL had provided the system for recording the votes of the members electronically through e-voting on all the items of the business transacted at the said AGM.

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 (as amended), for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the said AGM, the Scrutinizer shall, after closure of period of remote e-voting and before the start of the said AGM, have access to details such as name of the member, DP ID/Client ID, Folios and shareholding, relating to the members who have cast their votes through remote e-voting, but not the manner in which they have voted.

Accordingly, CDSL, after the closing of the e-voting i.e. at 5:00 p.m. on August 20, 2019, had provided us the aforesaid details with respect to the members who had cast their votes through remote e-voting. E-voting at the meeting concluded at 4:45 p.m. IST.

7. Completion of e-voting and counting process

Pursuant to the provisions of Rule 20(4)(xii) of Companies (Management an Administration) Rules, 2014 (as amended), the votes cast by the members at the meeting were counted. Thereafter, the votes cast under remote e-voting facility were unblocked in presence of two witnesses, Nishita Jaiswal and Deepali Upadhyay who are not in the employment of the Company. They have signed below in confirmation of the

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votes being unblocked in their presence.

Ms. Nishita Jaiswal

Ms. Deepali Upadhyay

CDSL then provided the list of members who had cast their votes alongwith their holding details and the details of votes cast on the resolutions.

8. 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, I, based on the reports generated from the e-voting system provided by CDSL and e-voting conducted at the said AGM, have scrutinized the votes cast through e-voting and present herewith the 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 casted by the members through 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.

Thanking you,

Yours faithfully,

For Dilip Bharadiya & Associates

Dilip Bharadiya

F.C.S. 7956; C.P. 6740

Place: Mumbai, dated: August 22, 2019

Countersigned

For Aditya Birla Fashion and Retail Limited

Ashish Dikshit

Chairperson of the 12th AGM

0.0002

		Aditya B	irla Fashion An	d Retail Limite	d			Annexure
Resolution Required : (Ord	inary)	•	1 - Adoption of audited of the directors and aud		of the Company for the	financial year e	ended on March 31, 2	019 and the reports
Whathas promotor/ promo	ator group are interested	in the agenda/resolution?	N.o.					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes -Against [5]	polled	% of Votes against on votes polled [7]={[5]/[2]}*100
December of Duncas Acces	Remote E-Voting Poll (E-voting at		41,21,81,975	90.1606		0	100.0000	
Promoter and Promoter Group	AGM) Postal Ballot (if applicable) Total	45,71,64,117	- 41 21 91 075	0.0000	-	0	0.0000	0.0000
	Remote E-Voting Poll (E-voting at		41,21,81,975 17,73,76,446	90.1606 79.6420		0	100.0000	
Public Institutions	AGM) Postal Ballot (if applicable) Total	22,27,17,244	17,73,76,446	0.0000 0.0000 79.6420	-	0	0.0000 0.0000 100.000 0	0.0000
	Remote E-Voting Poll (E-voting at		50,81,424	5.4276	50,79,970	1454	99.9714	0.0286
ublic Non Institutions	AGM) Postal Ballot (if applicable)	9,36,22,636	5,93,006	0.6334		0	0.0000	
	Total		56,74,430	6.0610	56,72,976	1454	99.9744	0.03

59,52,31,397

1454

99.9998

76.9528

Notes:

Total

1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions

77,35,03,997

2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.

59,52,32,851

3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



		A	ditya Birla Fash	nion And Retail	Limited			
Resolution Required : (Ordi	nary)		2 - Appointment of Mr.	Pranab Barua, who ret	tires by rotation and bein	g eligible, offers hin	nself for re-appointme	ent
Whether promoter/ promo agenda/resolution?	ter group are interested	d in the	No	30				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Remote E-Voting Poll (E-voting at		41,21,81,975	90.1606	41,21,81,975		100.0000	0.000
Promoter and Promoter Group	AGM)	45,71,64,117	-	0.0000		-	0.0000	0.000
	Postal Ballot (if applicable)		_	0.0000	1		0.0000	0.000
	Total		41,21,81,975	90.1606	41,21,81,975		100.0000	0.000
	Remote E-Voting Poll (E-voting at		17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.292
Public Institutions	AGM)	22,27,17,244		0.0000	-		0.0000	0.000
	Postal Ballot (if applicable)		-	0.0000		-	0.0000	
	Total		17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.292
	Remote E-Voting		51,21,393	5.4703	51,19,920	1,473	99.9712	0.0288
Public Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,93,006	0.6334	5,92,814	192	99.9676	0.0324
	Postal Ballot (if applicable)	•	-	0.0000		-	0.0000	0.0000
Total	Total	77 00 00 00	57,14,399	6.1037	57,12,734	1,665	99.9709	
Total		77,35,03,997	59,53,99,142	76.9743	59,48,78,940	5,20,202	99.9126	0.0874

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places

			Aditya Birla Fas	shion And Reta	il Limited			
Resolution Required : (Spec	cial)		3 - Continuation of dire	ctorship of Mr. Arun T	niagarajan, Independent Dir	ector		
Whether promoter/ promo agenda/resolution?	oter group are interest	ed in the	No	9 x				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Remote E-Voting Poll (E-voting at		41,21,81,975	90.1606	41,21,81,975	μ.	100.0000	0.0000
Promoter and Promoter Group	AGM) Postal Ballot (if	45,71,64,117		0.0000		-	0.0000	0.0000
oroup	applicable)		-	0.0000		-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975		100.0000	0.0000
	Remote E-Voting Poll (E-voting at		17,75,02,768	79.6987	17,63,97,467	11,05,301	99.3773	0.6227
Public Institutions	AGM) Postal Ballot (if	22,27,17,244	-	0.0000	_		0.0000	0.0000
	applicable) Total		17,75,02,768	0.0000		- 44.05.204	0.0000	
	Total		17,73,02,708	79.6987	17,63,97,467	11,05,301	99.3773	0.6227
	Remote E-Voting Poll (E-voting at		51,21,222	5.4701	51,19,556	1,666	99.9675	0.0325
Public Non Institutions	AGM)	9,36,22,636	5,93,006	0.6334	5,93,006		100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000			0.0000	0.0000
	Total		57,14,228	6.1035	57,12,562	1,666	99.9708	0.0292
Total		77,35,03,997	59,53,98,971	76.9743	59,42,92,004	11,06,967	99.8141	0.1859

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



			Aditya Birla Fas	hion And Retai	l Limited .			
Resolution Required : (Spec	cial)		4 - Re-appointment of Ma	s. Sukanya Kripalu as an	Independent Director			
Whether promoter/ promo agenda/resolution?	ter group are interes	ted in the .	No					
Category	Mode of Voting	7						
;.		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.000
Promoter and Promoter Group	Poll (E-voting at AGM)		_	0.0000	4 =	-	0.0000	0.000
	Postal Ballot (if applicable)			0.0000	77	-	0.0000	
	Total	A	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.000
	Remote E-Voting	22,27,17,244	17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.177
Public Institutions	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.000
	Postal Ballot (if applicable)		47.75.02.760	0.0000	47.54.42.625	20.00.443	0.0000	
	Total		17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.177
	Remote E-Voting	9,36,22,636	51,21,393	5.4703	51,18,421	2,972	99.9420	0.0580
Public Non Institutions	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.000
	Postal Ballot (if applicable)		57.44.200	0.0000	F7 44 427	2.072	0.0000	
Total	Total	77,35,03,997	57,14,399 59,53,99,142	6.1037 76.9743	57,11,427 59,33,06,027	2,972 20,93,115	99.9480 99.6485	
10(8)	1	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	33,33,33,142	70.5743	33,33,00,027	20,33,113	33.0463	0.331.

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



			Aditya Birla Fashio	on And Retail L	imited					
			5 - Approval for offer and invitation to subscribe to non-convertible debentures for an amount of upto Rs. 1,250 Crore, on private placement basis							
Whether promoter/ promoagenda/resolution?	ter group are interested i	in the	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes — in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000		
	Poll (E-voting at	45,71,64,117								
Promoter and Promoter	AGM)		-	0.0000	190	T .	0.0000	0.000		
Group	Postal Ballot (if									
	applicable)		· ·	0.0000	-		0.0000	0.0000		
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000		
	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670		
Public Institutions	Poll (E-voting at AGM)		Ц	0.0000	-		0.0000	0.0000		
	Postal Ballot (if applicable)			0.0000	<u> </u>		0.0000	0.0000		
	Total		17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670		
	Remote E-Voting		51,21,393	5.4703	51,19,566	1,827	99.9643	0.035		
Public Non Institutions	Poll (E-voting at AGM)	9,36,22,636	5,93,006	0.6334	5,93,006	~	100.0000	0.0000		
	Postal Ballot (if applicable)			0.0000		-	0.0000	0.000		
	Total		57,14,399	6.1037	57,12,572	1,827	99.9680	0.0320		
Total		77,35,03,997	59,54,24,279	76.9775	59,49,48,385	4,75,894	99.9201	0.0799		

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



			Aditya Birla Fasl	nion And Retail	Limited			
Resolution Required : (Spec	cial}		6 - Introduction of the 'Adi	tya Birla Fashion and Re	etail Limited Employee Sto	ock Option Scheme 20	19' ("Scheme 2019")	
Whether promoter/ promo	oter group are intereste	d in the	No					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/{2]}*100	% of Votes agains on votes polled [7]={[5]/[2]}*100
	Remote E-Voting		41,21,81,975	90.1606	41,21,81,975		100.0000	
Promoter and Promoter Group	Poll (E-voting at AGM) Postal Ballot (if	45,71,64,117		0.0000	4 -		0.0000	
	applicable) Total		41,21,81,975	0.0000 90.1606	41,21,81,975	7:	0.0000	
	Remote E-Voting Poll (E-voting at	22,27,17,244	17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.19
Public Institutions	AGM) Postal Ballot (if			0.0000	-	-	0.0000	0.00
	Total		17,75,27,905	0.0000 79.7100	12,39,19,249	5,36,08,656	0.0000 69.8027	
Public Non Institutions	Remote E-Voting Poll (E-voting at	9,36,22,636	51,21,393	5.4703	43,72,557	7,48,836	85.3783	14.621
	AGM) Postal Ballot (if		5,92,814	0.6332	5,92,814	ž.,	100.0000	0.000
	applicable) Total		- 57,14,207	0.0000 6.1035	49,65,371	7,48,836	0.0000	0.000
Total		77,35,03,997	59,54,24,087	76.9775	54,10,66,595	5,43,57,492	90.8708	

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



			Aditya Birla Fash	nion And Retai	Limited					
Resolution Required : (Spec	ial)		7 - Extension of benefits of the Scheme 2019 to the employees of the holding and subsidiary company(ies) of the Company							
Whether promoter/ promo	ter group are interested i	n the agenda/resolution?	No-	4						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes again		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975		100.0000	0.000		
Promoter and Promoter	Poll (E-voting at AGM)		-1	0.0000	-	40	0.0000	0.0000		
Group	Postal Ballot (if applicable)		-	0.0000	4 -	-	0.0000	0.0000		
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.000		
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30. 1973		
	Poll (E-voting at AGM)		-	0.0000	-	19	0.0000	0.0000		
	Postal Ballot (if applicable)		- 1	0.0000	-	_	0.0000	1.		
	Total		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	1		
	Remote E-Voting Poll (E-voting at		51,21,393	5.4703	43,72,407	7,48,986	85.3753	28		
Public Non Institutions	AGM) Postal Ballot (if	9,36,22,636	5,93,006	0.6334	5,93,006	[4]	100.0000	0.0000		
	applicable)			0.0000	-	-	0.0000	0.0000		
	Total		57,14,399	6.1037	49,65,413	7,48,986	86.8930			
Total		77,35,03,997	59,54,24,279	76.9775	54,10,66,637	5,43,57,642	90.8708	9.1292		

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



			Aditya Birla Fas	nion And Retail	Limited					
Resolution Required : (Special)			8 - Implementation of Scheme 2019 through trust and consider: (a) authorising the trust for secondary acquisition of the equity shares of the Company; and (b) extending financial assistance/ provisioning of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2019.							
Whether promoter/ promo agenda/resolution?	oter group are interested	d in the	No	*			1			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	1		
Promoter and Promoter Group	Remote E-Voting Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.1606	41,21,81,975		0.0000			
	Postal Ballot (if applicable) Total		41,21,81,975	0.0000	A1 21 91 075	-	0.0000	0.0000		
	Remote E-Voting Poll (E-voting at	22,27,17,244	17,75,27,905	79.7100	41,21,81,975 12,11,58,935	5,63,68,970	100.0000 68.2478			
Public Institutions	AGM) Postal Ballot (if applicable)		- 1	0.0000	-		0.0000			
	Total		17,75,27,905	79.7100	12,11,58,935	5,63,68,970	68.2478	31.7522		
Public Non Institutions	Poll (E-voting at AGM)	3 9,36,22,636	51,21,393	0.6334	43,72,216 5,92,814	7,49,177	85.3716 99.9676			
	Postal Ballot (if applicable) Total		-	0.0000	_		0.0000	0.0000		
Total	Total	77,35,03,997	57,14,399 59,54,24,279	6.1037 76.9775	49,65,030 53,83,05,940	7,49,369 5,71,18,339	86.8863 90.4071			

- 1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public Non Institutions
- 2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- 3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places

