



March 29, 2023

BSE Limited
Scrip Code: **535755 & 961915**

National Stock Exchange of India Limited
Symbol: **ABFRL**

Sub.: Voting Results of the Postal Ballot Notice of Aditya Birla Fashion and Retail Limited dated February 24, 2023

Ref.: 1. Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. ISIN: INE647O01011 & INE647O13016
3. Our intimation dated February 24, 2023

Dear Sir/ Madam,

Pursuant to the above referred, please find enclosed herewith the 'Voting results and Scrutinizer's Report' for the Postal Ballot Notice dated February 24, 2023, seeking approval of the Members of the Company on the following resolution through Postal Ballot:

S.No	Description of Resolutions	Type of Resolution
1.	Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non- Executive Director	Ordinary
2.	Appointment of Mr. Aryaman Birla (DIN: 08456879) as a Non- Executive Director	

Please note that the aforesaid resolutions has been approved with requisite majority.

The same is also available on the website of the Company i.e. www.abfrl.com

Trust you will find the above in order.

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

Anil Malik
Company Secretary and Compliance Officer

Encl.: a/a

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
4th and 5th 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

E-mail: secretarial@abfrl.adityabirla.com



ADITYA BIRLA FASHION AND RETAIL LIMITED

Date of Postal Ballot Notice	February 24, 2023
Voting	
Start Date	February 27, 2023
End Date	March 28, 2023
Total number of shareholders on the record Date (i.e. February 17, 2023 cut-off date for voting purpose)	2,59,370
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	N.A.
• Promoter and Promoter Group	N.A.
• Public	
No. of shareholders attended the meeting through video conferencing	N.A.
• Promoter and Promoter Group	N.A.
• Public	

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Voting Results of the Postal Ballot Notice of Aditya Birla Fashion and Retail Limited dated March 29, 2023

Resolution required: (Ordinary/ Special)			Ordinary – Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non-Executive Director:					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	100.0000	52,62,99,516	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		52,62,99,516	100.0000	52,62,99,516	-	100.0000	-
Public-Institutions	Remote E-Voting	31,77,77,831	25,45,42,659	80.1008	21,95,15,649	3,50,27,010	86.2392	13.7608
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		25,45,42,659	88.0324	21,95,15,649	3,50,27,010	86.2392	13.7608
Public- Non Institutions ⁽ⁱⁱⁱ⁾	Remote E-Voting	9,97,16,887	31,17,752	3.1266	31,15,021	2,731	99.9124	0.0876
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,17,752	3.1266	31,15,021	2,731	99.9124	0.0876
Total		94,37,94,234	78,39,59,927	83.0647	74,89,30,186	3,50,29,741	95.5317	4.4683

Resolution required: (Ordinary/ Special)			Ordinary – Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director:					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	100.0000	52,62,99,516	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		52,62,99,516	100.0000	52,62,99,516	-	100.0000	-
Public-Institutions	Remote E-Voting	31,77,77,831	25,45,42,659	80.1008	19,69,52,587	5,75,90,072	77.3751	22.6249
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		25,45,42,659	80.1008	19,69,52,587	5,75,90,072	77.3751	22.6249
Public- Non Institutions ⁽ⁱⁱ⁾	Remote E-Voting	9,97,16,887	31,17,751	3.1266	31,14,278	3,473	99.8886	0.1114
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		31,17,751	3.1266	31,14,278	3,473	99.8886	0.1114
Total		94,37,94,234	78,39,59,926	83.0647	72,63,66,381	5,75,93,545	92.6535	7.3465

Notes:

(i) 49,57,964 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Public Non Institution' category do not carry any voting rights in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 are excluded while calculating the Total no. of shares held.

(ii) The percentages have been rounded-off to four decimal places.

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

SCRUTINIZER'S REPORT

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

To,
Mr. Kumar Mangalam Birla, Chairman
Aditya Birla Fashion and Retail Limited
Piramal Agastya Corporate Park,
Building A, 4th and 5th Floor,
Unit No. 401, 403, 501, 502,
L.B.S Road, Kurla, Mumbai - 400070

Sub.: Scrutinizer's Report on remote e-voting of Postal Ballot Notice of Aditya Birla Fashion and Retail Limited dated February 24, 2023 ("said Notice")

I, Dilip Bharadiya, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Aditya Birla Fashion and Retail Limited ("the Company"), for the purpose of scrutinizing the remote e-voting process for the Postal Ballot ("e-voting process"), pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, circulars issued by the Ministry of Corporate Affairs ("MCA") ("Circulars") and subject to other applicable laws and regulations.

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 said Notice. 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 on the resolutions enumerated in the said Notice.

2. Dispatch of Notice:

The Company had dispatched the said Notice alongwith the Statement stating out material facts under Section 102 of the Act via e-mail to 2,22,889 members, who have registered their e-mail IDs with the Company/ Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ("RTA") on Friday, February 24, 2023.

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The Company had also uploaded the said Notice on its website i.e. www.abfml.com, and on the websites of the RTA and Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") to facilitate the members to cast their votes through remote e-voting.

Advertisement 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 published an advertisement in 'Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on February 25, 2023 specifying the required information as provided under the said rule.

3. Cut-off date

The members of the Company holding shares as on the cut-off date i.e. Friday, February 17, 2023, were entitled to vote on the resolutions as set out in the said Notice 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 *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 on the agenda item as set out in the said Notice.

b. Remote e-voting

The remote e-voting platform was open from Monday, February 27, 2023 (9:00 a.m. IST) to Tuesday, March 28, 2023 (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.

5. Preparation of results

After the closure of the remote e-voting, the votes cast through InstaVote were unblocked and downloaded. The results were prepared after scrutinizing the aforementioned data more particularly with respect to the votes cast "in favor" or "against" or "invalid votes".

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.



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

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

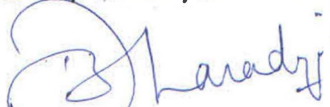
The relevant records with respect to the postal ballot will be handed over to the Company Secretary for safe custody.

Conclusion:

The resolution having secured requisite majority shall be considered to have been passed. The Chairman may accordingly declare the results of voting pursuant to the applicable provisions of the Act and the rules framed thereunder and the Listing Regulations.

Thanking you,

Yours faithfully,
For Dilip Bharadiya & Associates



Dilip Bharadiya
Partner
F.C.S. 7956; C.P. 6740
UDIN : F007956D003331364



Place: Mumbai
Date : 28th March 2023

Countersigned
For Aditya Birla Fashion and Retail Limited

ANIL KUMAR MALIK
Digitally signed by
ANIL KUMAR MALIK
Date: 2023.03.29
16:12:26 +05'30'

Anil Malik
Company Secretary & Compliance Officer
Authorised by Mr. Kumar Mangalam Birla, Chairman

Place: Mumbai
Date : 29th March 2023

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			1 - Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non-Executive Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	52,62,99,516	52,62,99,516	100.00	52,62,99,516	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		52,62,99,516	100.00	52,62,99,516	-	100.00	-
Public Institutions	E-Voting	31,77,77,831	25,45,42,659	80.10	21,95,15,649	3,50,27,010	86.24	13.76
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,45,42,659	80.10	21,95,15,649	3,50,27,010	86.24	13.76
Public Non Institutions	E-Voting	9,97,16,887	31,17,752	3.13	31,15,021	2,731	99.91	0.09
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		31,17,752	3.13	31,15,021	2,731	99.91	0.09
Total		94,37,94,234	78,39,59,927	83.06	74,89,30,186	3,50,29,741	95.53	4.47

Notes:

- 49,57,964 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under the category of Public Non Institution above, do not carry any voting rights in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 are excluded while calculating the Total no. of Equity shares held.
- The percentage is rounded off upto two decimals places.
- Rounded-off to the nearest full number, wherever necessary.



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			2 - Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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
Promoter and Promoter Group	E-Voting	526,299,516	526,299,516	100.00	526,299,516	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		526,299,516	100.00	526,299,516	-	100.00	-
Public Institutions	E-Voting	317,777,831	254,542,659	80.10	196,952,587	57,590,072	77.38	22.62
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		254,542,659	80.10	196,952,587	57,590,072	77.38	22.62
Public Non Institutions	E-Voting	99,716,887	3,117,751	3.13	3,114,278	3,473	99.89	0.11
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,117,751	3.13	3,114,278	3,473	99.89	0.11
Total		943,794,234	783,959,926	83.06	726,366,381	57,593,545	92.65	7.35

Notes:

- 49,57,964 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under the category of Public Non Institution above, do not carry any voting rights in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 are excluded while calculating the Total no. of Equity shares held.
- The percentage is rounded off upto two decimals places.
- Rounded-off to the nearest full number, wherever necessary.

