



September 5, 2022

BSE Limited  
Scrip: 535755

National Stock Exchange of India Limited  
Symbol: ABFRL

Sub.: **Proceedings and Voting Results of the 15<sup>th</sup> Annual General Meeting** ["15<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, 02/2021 dated January 13, 2021 and 02/2022 dated May 5, 2022** ["collectively referred to as "MCA Circulars"]  
2. **SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022** ["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** ["SEBI Listing Regulations"];  
5. **Our letters dated August 13, 2022**

Dear Sir/ Madam,

Pursuant to the above referred, the 15<sup>th</sup> AGM of the Company was held on Monday, September 5, 2022 (IST) through Video Conferencing ["VC"] / Other Audio- Visual Means ["OAVM"] to transact the business as stated in the Notice of AGM dated August 13, 2022 ["Notice"]. The meeting began at 4 p.m. and concluded at 5:17 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 the SEBI Listing Regulations]*
- (ii) Combined Voting Results Annexure B *[as per Reg 44(3) of the SEBI Listing Regulations]*
- (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

**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)



## **Annexure A**

### **SUMMARY OF THE PROCEEDINGS OF THE 15<sup>TH</sup> AGM**

<b>Day &amp; Date</b>	Monday, September 5, 2022
<b>Mode</b>	Through Video Conferencing ["VC"] / Other Audio- Visual Means ["OAVM"]
<b>Time</b>	Commenced at 4 p.m. <span style="float: right;">Concluded at 5.17 p.m.</span>

#### **Proceedings, in brief**

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

Mr. Kumar Mangalam Birla, Chairman of the Board, chaired the Meeting. All the Directors were present at the Meeting except Mr. Nish Bhutani and Mr. Yogesh Chaudhary.

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 Price Waterhouse & Co LLP, Statutory Auditors and Mr. Dilip Bharadiya, Secretarial Auditor and Scrutinizer for the remote e-voting and the e-voting at the 15<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, 2022 were taken as read and
    - ✓ 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 2021-22:
    - ✓ Economic overview;
    - ✓ Financial performance
    - ✓ Business wise summary;
    - ✓ Strategic alliances;
    - ✓ Enhanced digital and e-commerce play;
    - ✓ Our People;
    - ✓ Sustainability;
    - ✓ Q1 FY 23 Performance.
    - ✓ 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. Kumar Mangalam Birla, (DIN: 00012813) who retires by rotation and being eligible, offers himself for re-appointment.	O
3.	Appointment of Ms. Sangeeta Pendurkar, (DIN: 03321646) who retires by rotation and being eligible, offers herself for re-appointment.	O

[O : Ordinary]

- 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 15<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 5, 2022 AT 4.00 P.M.

## Annexure B

Date of AGM	September 5, 2022
Total number of shareholders on the record Date (i.e. August 29, 2022 cut-off date for voting purpose)	2,42,368
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	
• Promoter and Promoter Group	1
• Public	101

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# VOTING RESULTS OF THE 15<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 5, 2022 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, 2022 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, 2022 and the reports of auditors thereon - <b>Ordinary</b>					
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	100.0000	52,62,99,516	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.0000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	30,83,28,662	25,42,72,326	82.4679	25,42,72,326	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>25,42,72,326</b>	<b>82.4679</b>	<b>25,42,72,326</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Non Institutions <sup>(ii)</sup>	Remote E-Voting	9,92,01,032	5,76,094	0.5807	5,73,780	2,314	99.5983	0.4017
	Poll (E-voting at AGM)		27,004	0.0272	25,004	2,000	92.5937	7.4063
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,03,098</b>	<b>0.6080</b>	<b>5,98,784</b>	<b>4,314</b>	<b>99.2847</b>	<b>0.7153</b>
<b>Total</b>		<b>93,38,29,210</b>	<b>78,11,74,940</b>	<b>83.6529</b>	<b>78,11,70,626</b>	<b>4,314</b>	<b>99.9994</b>	<b>0.0006</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 28,81,428 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(b) Excludes voting rights on 32,779 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 45,54,082 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 15<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 5, 2022 AT 4.00 P.M.

## Annexure B

Resolution required: (Ordinary/ Special)			2. Consider and appoint Mr. Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible, offers himself for re-appointment - <b>Ordinary</b>					
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	100.0000	52,62,99,516	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.0000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	30,83,28,662	27,33,69,735	88.6618	24,36,04,135	2,97,65,600	89.1116	10.8884
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>27,33,69,735</b>	<b>88.6618</b>	<b>24,36,04,135</b>	<b>2,97,65,600</b>	<b>89.1116</b>	<b>10.8884</b>
Public- Non Institutions (iii)	Remote E-Voting	9,92,01,032	5,75,945	0.5806	5,73,747	2,198	99.6184	0.3816
	Poll (E-voting at AGM)		27,004	0.0272	24,554	2,450	90.9273	9.0727
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,949</b>	<b>0.6078</b>	<b>5,98,301</b>	<b>4,648</b>	<b>99.2291</b>	<b>0.7709</b>
<b>Total</b>		<b>93,38,29,210</b>	<b>80,02,72,200</b>	<b>85.6979</b>	<b>77,05,01,952</b>	<b>2,97,70,248</b>	<b>96.2800</b>	<b>3.7200</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 28,81,428 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.
- (b) Excludes voting rights on 32,779 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 45,54,082 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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## Annexure B

Resolution required: (Ordinary/ Special)			3. Consider and appoint Ms. Sangeeta Pendurkar (DIN: 03321646) who retires by rotation and being eligible, offers herself for re-appointment - <b>Ordinary</b>					
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	100.0000	52,62,99,516	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>52,62,99,516</b>	<b>100.0000</b>	<b>52,62,99,516</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutions	Remote E-Voting	30,83,28,662	27,33,69,735	88.6618	27,33,69,735	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>27,33,69,735</b>	<b>88.6618</b>	<b>27,33,69,735</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Non Institutions (iii)	Remote E-Voting	9,92,01,032	5,75,945	0.5806	5,71,736	4,209	99.2692	0.7308
	Poll (E-voting at AGM)		27,004	0.0272	24,554	2,450	90.9273	9.0727
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,02,949</b>	<b>0.6078</b>	<b>5,96,290</b>	<b>6,659</b>	<b>98.8956</b>	<b>1.1044</b>
<b>Total</b>		<b>93,38,29,210</b>	<b>80,02,72,200</b>	<b>85.6979</b>	<b>80,02,65,541</b>	<b>6,659</b>	<b>99.9992</b>	<b>0.0008</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 28,81,428 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.
- (b) Excludes voting rights on 32,779 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 45,54,082 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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**CONSOLIDATED 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**  
**Chairperson of the Fifteenth 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

**Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Fifteenth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on Monday, September 5, 2022, 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 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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") and Securities and Exchange Board of India ("SEBI") 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 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.



Contd . . 2



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**2. Dispatch of Notice convening the AGM:**

The Company had dispatched the Notice dated Wednesday, May 18, 2022 alongwith the Statement stating out material facts under Section 102 of the Act via e-mail to 2,03,008 members, who have registered their email IDs with the Company/ Link Intime India Private Limited the Registrar and Transfer Agents of the Company ("RTA") on Saturday, August 13, 2022.

The Company had also uploaded the Notice of the said AGM 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 to facilitate the members to cast their votes through remote e-voting.

**Advertisement prior to sending 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 11, 2022 specifying the required information as provided under clause IV (a) to (g) of the said circular.

**Advertisement post sending 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 Free Press Journal' (English newspaper) and 'Navshakti' (Marathi newspaper) on August 14, 2022 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. Monday, August 29, 2022, 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 Monday, September 5, 2022.

**b. Remote e-voting**

The remote e-voting platform was open from Friday, September 2, 2022 (9:00 a.m. IST) to Sunday, September 4, 2022 (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.

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**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 were explained in the Notice of the said AGM.

The facility of e-voting remained enabled till 5:17 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.

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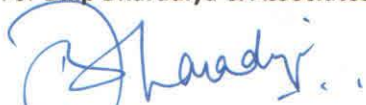
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**Conclusion:**

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 the applicable provisions of the Act and the SEBI Listing Regulations.

Thanking you,

Yours faithfully,  
For **Dilip Bharadiya & Associates**



**Dilip Bharadiya**  
**F.C.S. 7956; C.P. 6740**

**UDIN: F007956D000920307**



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

**Geetika Anand**  
**Company Secretary & Compliance Officer**  
Authorised by Mr. Kumar Mangalam Birla, Chairperson of the 15<sup>th</sup> AGM

Place: Mumbai  
Date : September 5, 2022



## ANNEXURE

Item No. 1: Ordinary Resolution

- 1 - Consider and adopt: a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022 and the reports of the directors and auditors thereon; and  
b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2022 and the reports of the auditors thereon.

Total no. of Members who voted	562				
Total no. of Equity Shares	80,04,74,234				
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	562	80,04,74,234	100.00%	-
Less: less voted	B	3	2,01,884	0.03%	-
Net E-voting (C=A-B)	C	559	80,02,72,350	99.97%	
Votes in favour of the resolution		553	78,11,70,626	97.59%	97.61%
Votes against the resolution		8	4,314	0.00%	0.00%
Votes abstained		2	1,90,97,410	2.39%	2.39%

Notes:

- 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.
  - Each fully paid-up share carries 1 vote and
  - Each partly paid-up share carries 0.75 vote.
- 45,54,082 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 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.
- Certain shareholders have voted in favour as well as against the resolution. They are included in the number of votes - in favour and also in number of votes - against the resolution
- The percentage is rounded off upto two decimals places.
- Rounded-off to the nearest full number, wherever necessary.
- There were no votes cast which could be accounted as Invalid.



**Item No. 2: Ordinary Resolution**

2 - Consider and appoint Mr. Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible, offers himself for re-appointment.

Total no. of Members who voted					562
Total no. of Equity Shares					80,04,74,234
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	562	80,04,74,234	100.00%	-
Less: less voted	B	3	2,01,884	0.03%	-
Net E-voting (C=A-B)	C	559	80,02,72,350	99.97%	
Votes in favour of the resolution		464	77,05,01,952	96.26%	96.28%
Votes against the resolution		97	2,97,70,248	3.72%	3.72%
Votes abstained		2	150	0.00%	0.00%

**Notes:**

1. 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.

2. 45,54,082 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 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.

3. Certain shareholders have voted in favour as well as against the resolution. They are included in the number of votes - in favour and also in number of votes - against the resolution

4. The percentage is rounded off upto two decimals places.

5. Rounded-off to the nearest full number, wherever necessary.

6. There were no votes cast which could be accounted as Invalid.





**Item No. 3: Ordinary Resolution**

3. Consider and appoint Ms. Sangeeta Pendurkar (DIN: 03321646) who retires by rotation and being eligible, offers herself for re-appointment

Total no. of Members who voted					562
Total no. of Equity Shares					80,04,74,234
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	562	80,04,74,234	100.00%	-
Less: less voted	B	3	2,01,884	0.03%	-
Net E-voting (C=A-B)	C	559	80,02,72,350	99.97%	
Votes in favour of the resolution		537	80,02,65,541	99.97%	100.00%
Votes against the resolution		27	6,659	0.00%	0.00%
Votes abstained		2	150	0.00%	0.00%

**Notes:**

- 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.
  - Each fully paid-up share carries 1 vote and
  - Each partly paid-up share carries 0.75 vote.
- 45,54,082 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 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.
- Certain shareholders have voted in favour as well as against the resolution. They are included in the number of votes - in favour and also in number of votes - against the resolution
- The percentage is rounded off upto two decimals places.
- Rounded-off to the nearest full number, wherever necessary.
- There were no votes cast which could be accounted as Invalid.

