

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. Himanshu Kapania
Chairperson of the Thirteenth Annual General Meeting
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.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Thirteenth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on Monday, September 7, 2020, 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 Circulars No. 20/2020 dated May 5, 2020, read with General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and in accordance with the circular dated May 12, 2020 issued by the Securities and Exchange Board of India.

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.

2. Dispatch of Notice convening the AGM:

The Company had dispatched the Notice dated Wednesday, May 27, 2020 alongwith the Statement stating out material facts under Section 102 of the Act via e-mail to 1,46,301 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 Sunday, August 16, 2020.

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The Company had also uploaded the Notice of the said AGM on its website i.e. www.abfrrl.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 13, 2020 specifying the required information as provided under clause IV (a) to (f) 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 Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on August 17, 2020 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 31, 2020, 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 7, 2020.

b. Remote e-voting

The remote e-voting platform was open from Friday, September 4, 2020 (9:00 a.m. IST) to Sunday, September 6, 2020 (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 were explained in the Notice of the said AGM.

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The facility of e-voting remained enabled till 6:15 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, I, based on the reports generated from the e-voting system provided by RTA and e-voting conducted at the said AGM, have scrutinized the votes cast through e-voting and present 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.

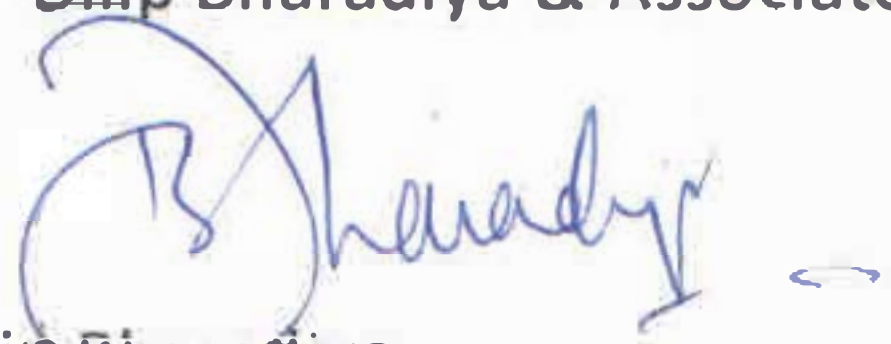
Conclusion:

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 (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: F007956B000682905

Countersigned

For Aditya Birla Fashion and Retail Limited


Himanshu Kapania
Chairperson of the 13th AGM



Place: Mumbai

Date : September 9, 2020



Annexure								
Resolution Required : (Ordinary)			1 - Consider and adopt: a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2020 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, 2020 and the reports of the auditors thereon.					
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	486960942	486960942	100.00	486960942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		486960942	100.00	486960942	-	100.00	-
Public Institutions	Remote E-Voting	237720744	176317722	74.17	176317722	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		176317722	74.17	176317722	-	100.00	-
Public Non Institutions (ii)	Remote E-Voting	89962983	1579887	1.76	1572280	7607	99.52	0.48
	Poll (E-voting at AGM)		9939	0.01	9899	40	99.60	0.40
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1589826	1.77	1582179	7647	99.52	0.48
Total		814644669	664868490	81.61	664860843	7647	100.00	0.00

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 0.5 vote.
- (ii) 'Public-Non Institutions' includes voting rights towards 878,641 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.
- (iii) 44,61,261 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' 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.
- (iv) The percentages have been rounded off to two decimal places.
- (v) Rounded-off to the nearest full number, wherever necessary.



Resolution Required : (Ordinary)			2 - Consider and appoint Mr. Sushil Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.					
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 (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	486960942	486960942	100.00	486960942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		486960942	100.00	486960942	-	100.00	-
Public Institutions	Remote E-Voting	237720744	189329693	79.64	188362672	967021	99.49	0.51
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		189329693	79.64	188362672	967021	99.49	0.51
Public Non Institutions	Remote E-Voting	89962983	1579707	1.76	1576719	2988	99.81	0.19
	Poll (E-voting at AGM)		9937	0.01	9827	110	98.89	1.11
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1589644	1.77	1586546	3098	99.81	0.19
Total		814644669	677880279	83.21	676910160	970119	99.86	0.14

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 0.5 vote.

(ii) 'Public-Non Institutions' includes voting rights towards 878,641 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(iii) 44,61,261 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' 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.

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

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



Resolution Required : (Ordinary)			3 - Appointment of Mr. Himanshu Kapania as a Non-Executive Director of the Company with effect from January 1, 2020.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (i), (iii) (v) [1]	No. of votes polled (i), (v) [2]	% of Votes Polled on outstanding shares (iv) [3]={[2]/[1]} *100	No. of Votes – in favour (v) [4]	No. of Votes –Against (i), (v) [5]	% of Votes in favour on votes polled (iv) [6]={[4]/[2]} *100	% of Votes against on votes polled (iv) [7]={[5]/[2]}* 100
Promoter and Promoter Group	Remote E-Voting	486960942	486960942	100.00	486960942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		486960942	100.00	486960942	-	100.00	-
Public Institutions	Remote E-Voting	237720744	189329693	79.64	189329693	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		189329693	79.64	189329693	-	100.00	-
Public Non Institutions	Remote E-Voting	89962983	1579456	1.76	1569386	10070	99.36	0.64
	Poll (E-voting at AGM)		9946	0.01	9921	25	99.75	0.25
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1589402	1.77	1579307	10095	99.36	0.64
Total		814644669	677880037	83.21	677869942	10095	100.00	0.00

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 0.5 vote.

(ii) 'Public-Non Institutions' includes voting rights towards 878,641 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(iii) 44,61,261 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' 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.

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

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



Resolution Required : (Ordinary)			4 - Appointment of Mr. Sunirmal Talukdar as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 11, 2020.					
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	486960942	486960942	100.00	486960942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		486960942	100.00	486960942	-	100.00	-
Public Institutions	Remote E-Voting	237720744	189329693	79.64	189273416	56277	99.97	0.03
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		189329693	79.64	189273416	56277	99.97	0.03
Public Non Institutions	Remote E-Voting	89962983	1578702	1.75	1567993	10709	99.32	0.68
	Poll (E-voting at AGM)		9944	0.01	9920	24	99.76	0.24
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1588646	1.77	1577913	10733	99.32	0.68
Total		814644669	677879281	83.21	677812271	67010	99.99	0.01

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 0.5 vote.

(ii) 'Public-Non Institutions' includes voting rights towards 878,641 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(iii) 44,61,261 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' 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.

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

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



Resolution Required : (Ordinary)			5 - Appointment of Mr. Nish Bhutani as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from June 5, 2020.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (i), (iii) (v) [1]	No. of votes polled (i), (v) [2]	% of Votes Polled on outstanding shares (iv) [3]={[2]/[1]} *100	No. of Votes – in favour (i), (v) [4]	No. of Votes –Against (i), (v) [5]	% of Votes in favour on votes polled (iv) [6]={[4]/[2]} *100	% of Votes against on votes polled (iv) [7]={[5]/[2]} *100
Promoter and Promoter Group	Remote E-Voting	486960942	486960942	100.00	486960942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		486960942	100.00	486960942	-	100.00	-
Public Institutions	Remote E-Voting	237720744	189329693	79.64	189329693	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		189329693	79.64	189329693	-	100.00	-
Public Non Institutions	Remote E-Voting	89962983	1578052	1.75	1566487	11565	99.27	0.73
	Poll (E-voting at AGM)		9943	0.01	9903	40	99.60	0.40
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1587995	1.77	1576390	11605	99.27	0.73
Total		814644669	677878630	83.21	677867025	11605	100.00	0.00

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 0.5 vote.

(ii) 'Public-Non Institutions' includes voting rights towards 878,641 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(iii) 44,61,261 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' 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.

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

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



Resolution Required: {Special}			6 - Enhancement of borrowing limit of the Company up to Rs. 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only).					
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	486960942	486960942	100.00	486960942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		486960942	100.00	486960942	-	100.00	-
Public Institutions	Remote E-Voting	237720744	189329693	79.64	188689161	640532	99.66	0.34
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		189329693	79.64	188689161	640532	99.66	-
Public Non Institutions	Remote E-Voting	89962983	1579297	1.76	1575400	3897	99.75	0.25
	Poll (E-voting at AGM)		9944	0.01	9894	50	99.50	0.50
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1589241	1.77	1585294	3947	99.75	0.25
Total		814644669	677879876	83.21	677235397	644479	99.90	0.10

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 0.5 vote.

(ii) 'Public-Non Institutions' includes voting rights towards 878,641 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(iii) 44,61,261 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' 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.

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

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



Resolution Required : (Special)			7 - Creation of charge on movable and immovable properties of the Company up to Rs. 4,500 Crore (Rupees Four Thousand and Five Hundred Crore only).					
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]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	Remote E-Voting	486960942	486960942	100.00	486960942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		486960942	100.00	486960942	-	100.00	-
Public Institutions	Remote E-Voting	237720744	189329693	79.64	188689161	640532	99.66	0.34
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		189329693	79.64	188689161	640532	99.66	0.34
Public Non Institutions (ii)	Remote E-Voting	89962983	1577679	1.75	1569891	7788	99.51	0.49
	Poll (E-voting at AGM)		9945	0.01	9836	109	98.90	1.10
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1587624	1.76	1579727	7897	99.50	0.50
Total		814644669	677878259	83.21	677229830	648429	99.90	0.10

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 0.5 vote.

(ii) 'Public-Non Institutions' includes voting rights towards 878,641 equity shares (fully paid up & partly paid up) which remain frozen in terms of various applicable laws.

(iii) 44,61,261 fully paid up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' 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.

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

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

