



October 20, 2022

BSE Limited
Scrip Code: **535755**

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

Sub.: Voting Results of the Postal Ballot Notice of Aditya Birla Fashion and Retail Limited dated September 20, 2022

Ref.: 1. Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. ISIN: INE647001011
3. Our intimation dated September 20, 2022

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 September 20, 2022, seeking approval of the Members of the Company on the following resolution through Postal Ballot:

Sr No	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive (Nominee) Director	Ordinary

Please note that the aforesaid resolution 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**

Geetika Anand
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	September 20, 2022
Voting	
Start Date	September 21, 2022
End Date	October 20, 2022
Total number of shareholders on the record Date (i.e. September 9, 2022 cut-off date for voting purpose)	2,38,888
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 September 20, 2022

Resolution required: (Ordinary/ Special)			Ordinary – Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive (Nominee) Director:					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	52,59,31,920	99.9302	52,59,31,920	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		52,59,31,920	99.9302	52,59,31,920	-	100.0000	-
Public-Institutions	Remote E-Voting	31,25,53,170	27,51,48,198	88.0324	27,51,48,198	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27,51,48,198	88.0324	27,51,48,198	-	100.0000	-
Public- Non Institutions ⁽ⁱⁱ⁾	Remote E-Voting	9,49,90,969	13,31,109	1.4013	13,19,723	11,386	99.1446	0.8554
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,31,109	1.4013	13,19,723	11,386	99.1446	0.8554
Total		93,38,43,655	80,24,11,227	85.9256	80,23,99,841	11,386	99.9986	0.0014

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' includes voting rights towards 28,81,428 equity shares (fully paid-up & partly paid-up) which remain frozen in terms of various applicable laws.

(iii) 45,39,637 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.

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 September 20, 2022 ("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 2,01,446 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 Tuesday, September 20, 2022.

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The Company had also uploaded the said Notice 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 ("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 September 21, 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. Friday, September 9, 2022, 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 Wednesday, September 21, 2022 (9:00 a.m. IST) to Thursday, October 20, 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.

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 : F007956D001321235



Place: Mumbai
Date : October 20, 2022

Countersigned
For Aditya Birla Fashion and Retail Limited

Geetika Anand
Company Secretary & Compliance Officer
Authorised by Mr. Kumar Mangalam Birla, Chairman

Place: Delhi
Date : October 20, 2022

ANNEXURE

Item No. 1: Ordinary Resolution**Appointment of Mr. Pankaj Sood (DIN: 05185378) as a Non-Executive (Nominee) Director**

Total no. of Members					2,38,888
Total no. of Equity Shares					93,83,83,292
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	913	80,24,14,664	85.51%	100.00%
Less: abstained	B	11	3,437	0.00%	0.00%
Less: less voted	C	5	19,20,906	0.20%	0.24%
Net E-voting (A-B-C) considered valid	D	902	80,04,90,321	85.31%	99.76%
Votes in favour of the resolution		863	80,23,99,841	85.51%	100.00%
Votes against the resolution		39	11,386	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. Further, only 1 shareholder with 1 share (partly-paid) has voted; for counting purposes the same has been rounded off to 1 share in the above voting results

2. 45,39,637 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.

