



June 23, 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 May 24, 2022**

**Ref.: 1. Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**2. ISIN: INE647O01011**  
**3. Our intimation dated May 24, 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 May 24, 2022, seeking approval of the Members of the Company on the following resolutions through Postal Ballot:

<b>Sr No</b>	<b>Description of Resolutions</b>	<b>Type of Resolution</b>
1.	Increase the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company	Ordinary
2.	Issue of Subscription Shares and Warrants on a Preferential Basis	
3.	Re-designation of Mr. Vikram Rao as an Independent Director of the Company	Special
4.	Re-appointment of Mr. Ashish Dikshit as a Managing Director of the Company	

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](http://www.abfrl.com)

Trust you will find the above in order.

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

Geetika Anand

Digitally signed by  
Geetika Anand  
Date: 2022.06.23  
23:45:04 +05'30'

**Geetika Anand**  
**Company Secretary and 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

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Annexure 1

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

<b>Date of Postal Ballot Notice</b>	<b>May 24, 2022</b>
<b>Voting</b>	
Start Date	May 25, 2022
End Date	June 23, 2022
<b>Total number of shareholders on the record Date (i.e. May 13, 2022 cut-off date for voting purpose)</b>	<b>2,34,402</b>
<b>No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:</b>	<b>N.A.</b>
• Promoter and Promoter Group	N.A.
• Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	<b>N.A.</b>
• Promoter and Promoter Group Public	N.A.
• Public	

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company				
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	526299516	526299516	100.0000	526299516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>526299516</b>	<b>526299516</b>	<b>100.0000</b>	<b>526299516</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	312650822	280583380	89.7434	280208918	374462	99.8665	0.1335
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>312650822</b>	<b>280583380</b>	<b>89.7434</b>	<b>280208918</b>	<b>374462</b>	<b>99.8665</b>
Public- Non Institutions	E-Voting	94711405	5809309	6.1337	5800973	8336	99.8565	0.1435
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>94711405</b>	<b>5809309</b>	<b>6.1337</b>	<b>5800973</b>	<b>8336</b>	<b>99.8565</b>
<b>Total</b>		<b>933661743</b>	<b>812692205</b>	<b>87.0435</b>	<b>812309407</b>	<b>382798</b>	<b>99.9529</b>	<b>0.0471</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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**E-mail:** [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com)

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Subscription Shares and Warrants on a Preferential Basis				
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	526299516	526299516	100.0000	526299516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>526299516</b>	<b>526299516</b>	<b>100.0000</b>	<b>526299516</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	312650822	277782409	88.8475	275371860	2410549	99.1322	0.8678
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>312650822</b>	<b>277782409</b>	<b>88.8475</b>	<b>275371860</b>	<b>2410549</b>	<b>99.1322</b>
Public- Non Institutions	E-Voting	94711405	5809218	6.1336	5797591	11627	99.7999	0.2001
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>94711405</b>	<b>5809218</b>	<b>6.1336</b>	<b>5797591</b>	<b>11627</b>	<b>99.7999</b>
<b>Total</b>		<b>933661743</b>	<b>809891143</b>	<b>86.7435</b>	<b>807468967</b>	<b>2422176</b>	<b>99.7009</b>	<b>0.2991</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-designation of Mr. Vikram Rao as an Independent Director of the Company				
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	526299516	526299516	100.0000	526299516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>526299516</b>	<b>526299516</b>	<b>100.0000</b>	<b>526299516</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	312650822	259501689	83.0005	167413124	92088565	64.5133	35.4867
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>312650822</b>	<b>259501689</b>	<b>83.0005</b>	<b>167413124</b>	<b>92088565</b>	<b>64.5133</b>
Public- Non Institutions	E-Voting	94711405	5805049	6.1292	5795483	9566	99.8352	0.1648
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>94711405</b>	<b>5805049</b>	<b>6.1292</b>	<b>5795483</b>	<b>9566</b>	<b>99.8352</b>
<b>Total</b>		<b>933661743</b>	<b>791606254</b>	<b>84.7851</b>	<b>699508123</b>	<b>92098131</b>	<b>88.3657</b>	<b>11.6343</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Ashish Dikshit as a Managing Director of the Company				
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	526299516	526299516	100.0000	526299516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>526299516</b>	<b>526299516</b>	<b>100.0000</b>	<b>526299516</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	312650822	280583380	89.7434	252887080	27696300	90.1290	9.8710
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>312650822</b>	<b>280583380</b>	<b>89.7434</b>	<b>252887080</b>	<b>27696300</b>	<b>90.1290</b>
Public- Non Institutions	E-Voting	94711405	5805955	6.1302	5796713	9242	99.8408	0.1592
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>94711405</b>	<b>5805955</b>	<b>6.1302</b>	<b>5796713</b>	<b>9242</b>	<b>99.8408</b>
<b>Total</b>		<b>933661743</b>	<b>812688851</b>	<b>87.0432</b>	<b>784983309</b>	<b>27705542</b>	<b>96.5909</b>	<b>3.4091</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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**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, 4<sup>th</sup> and 5<sup>th</sup> 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 May 24, 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 1,95,152 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, May 24, 2022.

Contd . . 2



:: 2 ::

The Company had also uploaded the said Notice on its website i.e. [www.abfri.com](http://www.abfri.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 May 25, 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, May 13, 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, May 25, 2022 (9:00 a.m. IST) to Thursday, June 23, 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.



Contd . . 3



:: 3 ::

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 resolutions 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 : F007956D000523526



Place: Mumbai  
Date : June 23, 2022

Countersigned  
For Aditya Birla Fashion and Retail Limited

Geetika Anand  
Digitally signed  
by Geetika Anand  
Date: 2022.06.23  
23:36:53 +05'30'

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

Place: Mumbai  
Date : June 23, 2022

## ANNEXURE

**Item No. 1: Ordinary Resolution**

Increase the Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company:

Total no. of Members					234,402
Total no. of Equity Shares					938,315,815
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	909	814,114,178	100.00%	-
Less: abstained	B	5	744	0.00%	-
Less: less voted	C	-	1,421,229	0.17%	-
Net E-voting (A-B-C) considered valid	D	904	812,692,205	99.83%	100.00%
Votes in favour of the resolution		854	812,309,407	99.78%	99.95%
Votes against the resolution		53	382,798	0.05%	0.05%

**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. 46,54,072 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. 2: Special Resolution**

Issue of Subscription Shares and Warrants on a Preferential Basis:

Total no. of Members	234,402				
Total no. of Equity Shares	938,315,815				
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	909	814,114,250	100.00%	-
Less: abstained	B	7	2,801,771	0.34%	-
Less: less voted	C	-	1,421,336	0.17%	-
Net E-voting (A-B-C) considered valid	D	902	809,891,143	99.48%	100.00%
Votes in favour of the resolution		843	807,468,967	99.18%	99.70%
Votes against the resolution		61	2,422,176	0.30%	0.30%

**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.
- 46,54,072 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. 3: Special Resolution**

Re-designation of Mr. Vikram Rao as an Independent Director of the Company:

Total no. of Members					234,402
Total no. of Equity Shares					938,315,815
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	908	814,113,535	100.00%	-
Less: abstained	B	11	21,086,048	2.59%	-
Less: less voted	C	-	1,421,233	0.17%	-
Net E-voting (A-B-C) considered valid	D	897	791,606,254	97.24%	100.00%
Votes in favour of the resolution		721	699,508,123	85.92%	88.37%
Votes against the resolution		178	92,098,131	11.31%	11.63%

**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. 46,54,072 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. 4: Special Resolution**

Re-appointment of Mr. Ashish Dikshit as a Managing Director of the Company:

Total no. of Members	234,402				
Total no. of Equity Shares	938,315,815				
		Number of Votes	Number of Shares	% as to Total Votes	% as to Valid Votes
Total number of shares for casting vote	A	909	814,113,536	100.00%	-
Less: abstained	B	8	3,452	0.00%	-
Less: less voted	C	-	1,421,233	0.17%	-
Net E-voting (A-B-C) considered valid	D	901	812,688,851	99.83%	100.00%
Votes in favour of the resolution		779	784,983,309	96.42%	96.59%
Votes against the resolution		123	27,705,542	3.40%	3.41%

**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. 46,54,072 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.

