

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. Ashish Dikshit, 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 October 23, 2020 ("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 (*"SEBI Listing Regulations"*) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (*"MCA"*) General Circular nos. 14/2020, 17/2020 and 33/2020 dated April 8, 2020, April 13, 2020 and September 28, 2020 respectively (*collectively referred to as "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 resolution 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 resolution 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 1,45,418 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, October 16, 2020.

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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 October 24, 2020 specifying the required information as provided under the said rule.

3. Corrigendum to the Notice:

The Company had issued a Corrigendum dated November 3, 2020 to be read in continuation of and in conjunction with the said Notice. The said Corrigendum has been uploaded on its website i.e. www.abfml.com, and on the websites of the RTA and Stock Exchanges.

Advertisement of Corrigendum:

The Company has also published an advertisement of a Corrigendum to the said Notice in 'Navshakti' (Marathi newspaper) and 'Business Standard' (English newspaper) on November 6, 2020 and November 7, 2020 respectively.

4. Cut-off date

The members of the Company holding shares as on the cut-off date i.e. Friday, October 16, 2020, were entitled to vote on the resolution 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.

5. 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 Saturday, October 24, 2020 (9:00 a.m. IST) to Sunday, November 22, 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.



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6. 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.

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 result of voting pursuant to Section 108, 110 of the Companies Act, 2013 and Rule 20, 22 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 : F007956B001278381



Countersigned
For Aditya Birla Fashion and Retail Limited

Ashish Dikshit
Chairman

Place: Mumbai
Date : November 22, 2020

Annexure

Voting Results of the Postal Ballot Notice of Aditya Birla Fashion and Retail Limited dated October 23, 2020

Resolution required: (Ordinary/ Special)			Special - Issue of Equity Shares on Preferential Basis					
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	48,69,60,942	48,69,60,942	100.00	48,69,60,942	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		48,69,60,942	100.00	48,69,60,942	-	100.00	-
Public-Institutions	Remote E-Voting	23,19,66,970	17,92,70,637	77.28	17,92,70,637	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		17,92,70,637	77.28	17,92,70,637	-	100.00	-
Public- Non Institutions ⁽ⁱⁱⁱ⁾	Remote E-Voting	9,57,25,966	10,10,001	1.06	10,02,770	7,231	99.28	0.72
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		10,10,001	1.06	10,02,770	7,231	99.28	0.72
Total		81,46,93,878	66,72,41,580	81.90	66,72,34,349	7,231	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 8,78,324 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.

