

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,
The Chairman /
Authorised Person
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 February 14, 2024 ("said Notice")

I, Shivangini Gohel, Partner of M/s. Dilip Bharadiya & Associates (Practicing Company Secretaries), 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 / Authorised person 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 2,74,108 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, February 16, 2024.

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The Company had also uploaded the said Notice on its website i.e. 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 had published an advertisement in 'Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on February 21, 2024 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, February 16, 2024, 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.

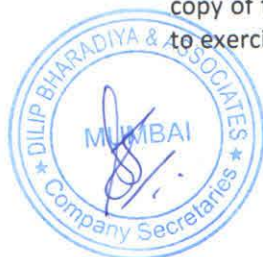
b. Remote e-voting

The remote e-voting platform was open from Wednesday, February 21, 2024 (9:00 a.m. IST) to Thursday, March 21, 2024 (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/ authorization letter 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. You 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



Shvvangini Gohel
Partner
A.C.S. 25740; C.P. 9205
UDIN: A025740E003616723
Firm Registration Number: P2005MH091600
Firm Peer Review Number: 2268/2022



Place: Mumbai
Date: March 21, 2024

Received and acknowledged by
For Aditya Birla Fashion and Retail Limited

Anil Malik
President & Company Secretary

Place: Mumbai
Date: 21.03.2024

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			Re-classification of Authorised Share Capital and consequent alteration of the Capital Clause of the Memorandum of Association					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	52,62,99,516	52,62,99,516	100.00	52,62,99,516	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		52,62,99,516	100.00	52,62,99,516	-	100.00	-
Public Institutions	E-Voting	28,71,46,985	24,18,08,053	84.21	24,18,08,053	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		24,18,08,053	84.21	24,18,08,053	-	100.00	-
Public Non Institutions	E-Voting	13,09,83,586	4,22,115	0.32	4,14,689	7,426	98.24	1.76
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,22,115	0.32	4,14,689	7,426	98.24	1.76
Total		94,44,30,087	76,85,29,684	81.37	76,85,22,258	7,426	100.00	0.00

Notes:

1. 47,44,959 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under "Public Non Insitution" 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.

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



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			Issue of Non-Cumulative Non-Convertible Redeemable Preference Shares to redeem the existing Convertible Redeemable Preference Shares					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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}
Promoter and Promoter Group	E-Voting	52,62,99,516	52,62,99,516	100.00	52,62,99,516	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		52,62,99,516	100.00	52,62,99,516	-	100.00	-
Public Institutions	E-Voting	28,71,46,985	24,18,08,053	84.21	24,18,08,053	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		24,18,08,053	84.21	24,18,08,053	-	100.00	-
Public Non Institutions	E-Voting	13,09,83,586	4,22,142	0.32	4,13,904	8,238	98.05	1.95
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,22,142	0.32	4,13,904	8,238	98.05	1.95
Total		94,44,30,087	76,85,29,711	81.37	76,85,21,473	8,238	100.00	0.00

Notes:

1. 47,44,959 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under "Public Non Institution" 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.

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

