



September 24, 2025

BSE Limited
Scrip: 535755

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: **Voting Results of the 18th Annual General Meeting of Aditya Birla Fashion and Retail Limited**
(“18th AGM”)

Ref.: 1. **Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** (“SEBI Listing Regulations”)
2. **Our intimation dated September 23, 2025**

Dear Sir/ Madam,

Pursuant to the captioned subject, 18th AGM of the Company was held on Tuesday, September 23, 2025 (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the business as stated in the Notice of 18th AGM dated August 13, 2025 (“Notice”). The meeting commenced at 3:00 p.m. and concluded at 4:13 p.m.

All the items of business as contained in the Notice were transacted and passed by the Members with requisite majority.

In this connection and as required under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, please find enclosed:

- (i) **Annexure A**: Voting Results and
- (ii) **Annexure B**: Scrutinizer Report on e-voting results dated September 24, 2025 issued by Mr. Dilip Bharadiya, a Practicing Company Secretary.

The above reports are available on Company’s website i.e., www.abfrl.com and the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited i.e., at <https://instavote.linkintime.co.in/>

This is for your information and record.

Thanking you.

Sincerely,
For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary
ACS 11197

Encl.: As above

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



VOTING RESULTS OF THE 18TH ANNUAL GENERAL MEETING HELD ON TUESDAY, SEPTEMBER 23, 2025 AT 3:00 P.M.

Annexure A

Date of AGM	September 23, 2025
Total number of shareholders on the record Date (i.e. September 16, 2025 cut-off date for voting purpose)	September 16, 2025
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	88
• Promoter and Promoter Group	Nil
• Public	88

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

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon and b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March				
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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public- Institutions	E-Voting	330631343	297485430	89.9750	297432919	52511	99.9823	0.0177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297485430	89.9750	297432919	52511	99.9823	0.0177
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40255027	5198	99.9871	0.0129
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40255374	8689	99.9784	0.0216
Total		1215983784	906100622	74.5158	906039422	61200	99.9932	0.0068
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note : 43,10,989 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.

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appoint a Director in place of Mr. Pankaj Sood (DIN:05185378), Non-Executive (Nominee) Director, who retires by rotation and being eligible, offers himself for re-appointment				
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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public- Institutions	E-Voting	330631343	297485430	89.9750	226512893	70972537	76.1425	23.8575
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297485430	89.9750	226512893	70972537	76.1425	23.8575
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40244636	15589	99.9613	0.0387
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40244983	19080	99.9526	0.0474
Total		1215983784	906100622	74.5158	835109005	70991617	92.1652	7.8348
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note: 43,10,989 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.

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appoint a Director in place of Ms. Ananyashree Birla (DIN:06625036), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment				
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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public- Institutions	E-Voting	330631343	297485430	89.9750	194449007	103036423	65.3642	34.6358
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297485430	89.9750	194449007	103036423	65.3642	34.6358
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40244636	15589	99.9613	0.0387
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40244983	19080	99.9526	0.0474
Total		1215983784	906100622	74.5158	803045119	103055503	88.6265	11.3735
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note: 43,10,989 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.s

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. BNP & Associates, Company Secretaries as the Secretarial Auditor 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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public- Institutions	E-Voting	330631343	297482309	89.9740	297276191	206118	99.9307	0.0693
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297482309	89.9740	297276191	206118	99.9307	0.0693
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40254836	5389	99.9866	0.0134
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40255183	8880	99.9779	0.0221
Total		1215983784	906097501	74.5156	905882503	214998	99.9763	0.0237
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note: 43,10,989 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.

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Sangeeta Tanwani (DIN:03321646) as the Whole-time 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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public-Institutions	E-Voting	330631343	297485430	89.9750	296874927	610503	99.7948	0.2052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297485430	89.9750	296874927	610503	99.7948	0.2052
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40244614	15611	99.9612	0.0388
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40244961	19102	99.9526	0.0474
Total		1215983784	906100622	74.5158	905471017	629605	99.9305	0.0695
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note: 43,10,989 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.

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Fixing remuneration limits of Mr. Ashish Dikshit (DIN: 01842066), Managing Director				
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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public-Institutions	E-Voting	330631343	297485430	89.9750	296460629	1024801	99.6555	0.3445
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297485430	89.9750	296460629	1024801	99.6555	0.3445
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40254606	5619	99.9860	0.0140
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40254953	9110	99.9774	0.0226
Total		1215983784	906100622	74.5158	905066711	1033911	99.8859	0.1141
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note: 43,10,989 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.

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approve adoption of "Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025"				
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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public-Institutions	E-Voting	330631343	297485430	89.9750	229727771	67757659	77.2232	22.7768
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297485430	89.9750	229727771	67757659	77.2232	22.7768
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40030728	229497	99.4300	0.5700
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40031075	232988	99.4214	0.5786
Total		1215983784	906100622	74.5158	838109975	67990647	92.4963	7.5037
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note: 43,10,989 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.

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approve extending the benefits of the "Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025" to the employees of the subsidiary company(ies) 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	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	568351129	568351129	100.0000	568351129	0	100.0000	0.0000
Public-Institutions	E-Voting	330631343	297485430	89.9750	229727771	67757659	77.2232	22.7768
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	330631343	297485430	89.9750	229727771	67757659	77.2232	22.7768
Public- Non Institutions	E-Voting	317001312	40260225	12.7003	40030727	229498	99.4300	0.5700
	Poll		3838	0.0012	347	3491	9.0412	90.9588
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	317001312	40264063	12.7015	40031074	232989	99.4213	0.5787
Total		1215983784	906100622	74.5158	838109974	67990648	92.4963	7.5037
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Note: 43,10,989 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.

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. Kumar Mangalam Birla

Chairman of the Eighteenth 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 - 400 070

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Eighteenth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on Tuesday, September 23, 2025 at 3:00 p.m. (IST) conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') ("said AGM")

I, Dilip Bharadiya, Partner of Dilip Bharadiya & Associates, 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 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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") and Securities and Exchange Board of India ("SEBI") 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 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.

Contd . . 2



:: 2 ::

2. Dispatch of Notice convening the AGM:

The Company had dispatched the Notice of said AGM dated August 13, 2025 along with the Statement stating out material facts under Section 102 of the Act via e-mail to 3,66,583 members, who have registered their email IDs as on Wednesday, August 20, 2025 with the Company/ MUFG Intime India Private Limited, the Registrar and Share Transfer Agents of the Company ("RTA") / National Securities Depository Limited / Central Depository Services Limited / Depository Participants.

The Company had also uploaded the Notice and Integrated Annual Report for the financial year 2024-25 of the said AGM 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 to facilitate the members to cast their votes through remote e-voting. A letter providing the web-link and path for accessing the Integrated Annual Report for the financial year 2024-25 has been sent to those Members who have not registered their email addresses with the Company/ RTA or the Depositories.

Advertisement prior to sending of Notice:

Pursuant to clause IV of the MCA Circular dated 5th May 2020, the Company had published an advertisement in 'Business Standard' (English newspaper - All Editions)) and 'Navshakti' (Marathi - Mumbai Edition) on Monday, August 25, 2025, specifying the required information as provided under clause IV (a) to (g) 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 'Business Standard' (English newspaper-All Editions) and 'Navshakti' (Marathi - Mumbai Edition) on Saturday, August 30, 2025 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. Tuesday, September 16, 2025, 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 MUFG 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 at <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 Tuesday, September 23, 2025.

Contd . . 3



:: 3 ::

b. Remote e-voting

The remote e-voting platform was open from Friday, September 19, 2025 (9:00 a.m. IST) to Monday, September 22, 2025 (5:00 p.m. IST) and members holding shares in physical form and dematerialized form were required to cast their votes electronically. 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. Detailed instructions to use the facility were explained in the Notice of the said AGM.

The facility of e-voting remained enabled till 4.13 p.m. IST (i.e., for 15 minutes post conclusion of the AGM) and was disabled thereafter by the Service Provider.

The Votes cast during the remote e-voting and also during the AGM were unblocked on Tuesday, September 23, 2025 after conclusion of the AGM.

5. Completion of e-voting and counting process

After the closure of the e-voting at the AGM, the votes cast 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.

Based on the reports generated from the e-voting system provided by RTA and e-voting conducted at the said AGM, I, have scrutinized the votes cast through e-voting and presented 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 based on the reports generated by RTA.

The Register and all other papers and relevant records relating to e-voting are maintained and kept in my safe custody.

Contd . . 4



:: 4 ::

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 the applicable provisions of the Act and the SEBI Listing Regulations.

Thanking you,

Yours faithfully,

For Dilip Bharadiya & Associates



Dilip Bharadiya

Partner

F.C.S. 7956; C.P. 6740

UDIN: F007956G001329848

Firm Registration Number: P2005MH091600

Peer Review: 5825/2024



Countersigned

For Aditya Birla Fashion and Retail Limited

Anil Malik

President & Company Secretary

ACS 11197

Place : Mumbai

Date : September 24, 2025

Aditya Birla Fashion And Retail Limited							Annexure	
Resolution Required :Ordinary			1 - 1. To consider and adopt: a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 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, 2025 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	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	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,85,430	89.9750	29,74,32,919	52,511	99.9823	0.0177
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		29,74,85,430	89.9750	29,74,32,919	52,511	99.9823	0.0177
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,02,55,027	5,198	99.9871	0.0129
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	
	Total		4,02,64,063	12.7015	4,02,55,374	8,689	99.9784	0.0216
Total		1,21,59,83,784	90,61,00,622	74.5158	90,60,39,422	61,200	99.9932	0.0068

Notes:

43,10,989 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.



Resolution Required : Ordinary			2 - To appoint a Director in place of Mr. Pankaj Sood (DIN:05185378), Non-Executive (Nominee) Director, 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	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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,85,430	89.9750	22,65,12,893	7,09,72,537	76.1425	23.8575
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		29,74,85,430	89.9750	22,65,12,893	7,09,72,537	76.1425	23.8575
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,02,44,636	15,589	99.9613	0.0387
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	-
	Total		4,02,64,063	12.7015	4,02,44,983	19,080	99.9526	0.0474
Total		1,21,59,83,784	90,61,00,622	74.5158	83,51,09,005	7,09,91,617	92.1652	7.8348

Notes:

43,10,989 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.



Resolution Required :Ordinary			3 -To appoint a Director in place of Ms. Ananyashree Birla (DIN:06625036), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,85,430	89.9750	19,44,49,007	10,30,36,423	65.3642	34.6358
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		29,74,85,430	89.9750	19,44,49,007	10,30,36,423	65.3642	34.6358
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,02,44,636	15,589	99.9613	0.0387
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	-
	Total		4,02,64,063	12.7015	4,02,44,983	19,080	99.9526	0.0474
Total		1,21,59,83,784	90,61,00,622	74.5158	80,30,45,119	10,30,55,503	88.6265	11.3735

Notes:

43,10,989 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.



Resolution Required : Ordinary			4 - Appointment of M/s. BNP & Associates, Company Secretaries as the Secretarial Auditor of the Company					
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]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,82,309	89.9740	29,72,76,191	2,06,118	99.9307	0.0693
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		29,74,82,309	89.9740	29,72,76,191	2,06,118	99.9307	0.0693
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,02,54,836	5,389	99.9866	0.0134
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	-
	Total		4,02,64,063	12.7015	4,02,55,183	8,880	99.9779	0.0221
Total		1,21,59,83,784	90,60,97,501	74.5156	90,58,82,503	2,14,998	99.9763	0.0237

Notes:

43,10,989 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.



Resolution Required :Special			5.To Re-appointment of Ms. Sangeeta Tanwani (DIN:03321646) as the Whole-time Director of the Company					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,85,430	89.9750	29,68,74,927	6,10,503	99.7948	0.2052
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		29,74,85,430	89.9750	29,68,74,927	6,10,503	99.7948	0.2052
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,02,44,614	15,611	99.9612	0.0388
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	-
	Total		4,02,64,063	12.7015	4,02,44,961	19,102	99.9526	0.0474
Total		1,21,59,83,784	90,61,00,622	74.5158	90,54,71,017	6,29,605	99.9305	0.0695

Notes:

43,10,989 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.



Resolution Required :Special			6 - Fixing remuneration limits of Mr. Ashish Dikshit (DIN: 01842066), Managing Director					
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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,85,430	89.9750	29,64,60,629	10,24,801	99.6555	0.3445
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		29,74,85,430	89.9750	29,64,60,629	10,24,801	99.6555	0.3445
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,02,54,606	5,619	99.9860	0.0140
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	-
	Total		4,02,64,063	12.7015	4,02,54,953	9,110	99.9774	0.0226
Total		1,21,59,83,784	90,61,00,622	74.5158	90,50,66,711	10,33,911	99.8859	0.1141

Notes:

43,10,989 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.



Resolution Required :Special			7 - To approve adoption of "Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,85,430	89.9750	22,97,27,771	6,77,57,659	77.2232	22.7768
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		29,74,85,430	89.9750	22,97,27,771	6,77,57,659	77.2232	22.7768
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,00,30,728	2,29,497	99.4300	0.5700
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	-
	Total		4,02,64,063	12.7015	4,00,31,075	2,32,988	99.4214	0.5786
Total		1,21,59,83,784	90,61,00,622	74.5158	83,81,09,975	6,79,90,647	92.4963	7.5037

Notes:

43,10,989 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.



Resolution Required :Special			8 - To approve extending the benefits of the "Aditya Birla Fashion and Retail Limited Employee Stock Option and Performance Stock Unit Scheme 2025" to the employees of the subsidiary company(ies) of the Company					
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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	56,83,51,129	56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		56,83,51,129	100.0000	56,83,51,129	-	100.0000	-
Public Institutions	E-Voting	33,06,31,343	29,74,85,430	89.9750	22,97,27,771	6,77,57,659	77.2232	22.7768
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		29,74,85,430	89.9750	22,97,27,771	6,77,57,659	77.2232	22.7768
Public Non Institutions	E-Voting	31,70,01,312	4,02,60,225	12.7003	4,00,30,727	2,29,498	99.4300	0.5700
	Poll		3,838	0.0012	347	3,491	9.0412	90.9588
	Postal Ballot		-	-	-	-	-	-
	Total		4,02,64,063	12.7015	4,00,31,074	2,32,989	99.4213	0.5787
Total		1,21,59,83,784	90,61,00,622	74.5158	83,81,09,974	6,79,90,648	92.4963	7.5037

Notes:

43,10,989 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.

