



April 10, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051
Symbol: ABIRLANUVO

Scrip Code: 500303

Sub: Disclosure of:

- i) Voting Results of the National Company Law Tribunal convened Meeting of the equity shareholders of Aditya Birla Nuvo Limited ("the Company") held on Monday, 10th April, 2017; and**
- ii) Voting Results, pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 (SEBI Circular)**

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

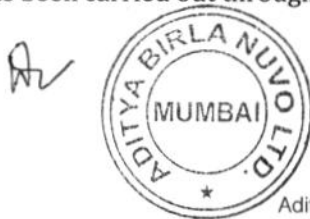
Dear Sirs,

Pursuant to the Order dated 6th February, 2017 passed by the National Company Law Tribunal, the meeting of equity shareholders of the Company was held on Monday, 10th April 2017 at 11.30 a.m. at the Auditorium, Indian Rayon Compound, Veraval, Gujarat -362266.

Further, pursuant to the provisions of Sections 230 (4) and 232 (1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 the Company has provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) physical voting (electronically) at the venue of the meeting, which was held on 10th April, 2017.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) postal ballot; and (ii) e-voting, to the Scheme.



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Aditya Birla Nuvo Limited
Corporate Finance Division

Aditya Birla Centre, 'A' Wing, 4th Floor, S. K. Ahire Marg, Worli, Mumbai - 400 030, India

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E: nuvo.cfd@adityabirla.com | W: www.adityabirlanuvo.com / www.adityabirla.com | CIN: L17199GJ1956PLC001107



As per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:-

- a. **In terms of the Companies Act, 2013 and NCLT Order-** voting results of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) physical voting at the venue of the meeting along with the Scrutinizer's Report- **Annexure A.**
- b. **In terms of the SEBI Circular** – voting results of the Public Shareholders, along with a separate Scrutinizer's Report - **Annexure B.**

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders) as required by NCLT Order and the SEBI Circular.

The above is for your information and record.

Thanking you,

Yours faithfully,
For **Aditya Birla Nuvo Limited**

A handwritten signature in black ink, appearing to read "Ashok Malu".

Ashok Malu
President and Company Secretary



Annexure A

| | |
|---|-----------------------|
| | ADITYA BIRLA NUVO LTD |
| Date of the AGM/EGM | 10-04-2017 |
| Total number of shareholders on record date | 136166 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 1 |
| Public: | 85 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| Resolution No. | 1 | | | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | SPECIAL - Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors. | | | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes. None of the Promoters/ Promoter Group has any material interest direct or indirect in the Scheme except to the extent of their respective shareholding in the Company. | | | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | | | |
| Promoter and Promoter Group | E-Voting | | 81753327 | 100.0000 | 81753327 | 0 | 100.0000 | 0.0000 | | | | |
| | Poll | 81753327 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 81753327 | 100 | 81753327 | 0 | 100 | 0 | | | | |
| Public- Institutions | E-Voting | | 20899142 | 80.0414 | 16023288 | 4875854 | 76.6695 | 23.3304 | | | | |
| | Poll | 26110416 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | | |
| | Total | | 20899142 | 80.0414 | 16023288 | 4875854 | 76.6696 | 23.3304 | | | | |
| Public- Non Institutions | E-Voting | | 5737555 | 25.6303 | 5630441 | 107114 | 98.1331 | 1.8668 | | | | |
| | Poll | 22385835 | 2544 | 0.0114 | 2544 | 0 | 100.0000 | 0.0000 | | | | |
| | Postal Ballot (if applicable) | | 3770570 | 16.8436 | 3760692 | 9878 | 99.7380 | 0.2619 | | | | |
| | Total | | 9510669 | 42.4853 | 9393677 | 116992 | 98.7699 | 1.2301 | | | | |
| | Total | 130249578 | 112163138 | 86.1140 | 107170292 | 4992846 | 95.5486 | 4.4514 | | | | |



For Aditya Birla Nuvo Limited

Ashok Malu

Ashok Malu
President & Company Secretary

COMBINED SCRUTINIZER'S REPORT

To,

Mr. S C Bhargava,

Chairman appointed by the National Company Law Tribunal, Bench at Ahmedabad for the Meeting of the Equity Shareholders of Aditya Birla Nuvo Limited pursuant to Company Application No. CA (CAA) NO. 1/230-232/NCLT/AHM/2017.

Sir,

I, Ashish Garg, Practicing Company Secretary (FCS 5181) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT), by its Order dated 6th February, 2017, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting of the Equity Shareholders (including public shareholders) of Aditya Birla Nuvo Limited held at Auditorium, Indian Rayon Compound, Veraval, Gujarat – 362 266, India on Monday, 10th April 2017 at 11.30 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders to the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 15th February 2017, convening the said meeting.

I do hereby submit my report as under:

- (i) The Company had appointed Karvy Computershare Private Limited ("Karvy") as the Agency for providing the e-voting platform to the equity shareholders of the Company. Karvy is also the Registrar and Share Transfer Agent of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the Meeting.



- (iii) The **Cut-off date** was **Saturday, 4th March 2017** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through electronic voting system (through tablets) at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at **9:00 a.m.** on **Friday, 10th March 2017** and has closed at **5:00 p.m.** on **Sunday, 9th April 2017**.
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through electronic voting system through tablets at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through electronic voting system (through tablets) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through electronic voting system (through tablets) at the meeting provided by Karvy.
- (vi) The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 4th March 2017) by Tuesday, 7th March 2017 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof in Gujarati language in Sandesh, Rajkot edition on Wednesday, 8th March 2017.
- (vii) The e-voting module was disabled and blocked by Karvy for voting on 9th April 2017 at 5.00 p.m.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 9th April 2017. I have not accepted any postal ballot form after 5.00 p.m. on 9th April 2017.
- (ix) On Monday, 10th April 2017, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through electronic voting system (through tablets) for the Equity Shareholders who were present at the meeting but who had not cast their votes earlier through the postal ballots or the e-voting module of Karvy.
- (x) On completion of the voting at the NCLT convened Meeting, Karvy provided to me the list of the shareholders who were present at the meeting either in person or



through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.

- (xi) I first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablets) were reconciled with the records maintained by the Company and Karvy and the authorisations/proxies lodged with the Company.
- (xii) I then counted the votes cast through the postal ballots and unblocked the votes cast through the e-voting module of Karvy in the presence of two witnesses, viz., Mr. J P Vaja and Mr. Suresh Ahuja, who are not in employment of the Company.
- (xiii) The Postal ballot forms and the e-voting including votes cast through electronic voting system (through tablets) done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
- (xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors.

Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through electronic voting system (through tablets) at the venue of the meeting of Equity Shareholders.

(a) Votes in favor of the Resolution:

| Manner of Voting | Number of members voted (in person or by proxy) * | No. of votes cast by members | Annexure No. |
|---|---|------------------------------|--------------|
| Postal Ballots | 3,675 | 37,60,692 | "A" |
| E-Voting | 546 | 10,34,07,056 | |
| Voting conducted through electronic voting system (through tablets) at the venue of the meeting | 48 | 2,544 | |
| Total | 4,269 | 10,71,70,292 | |
| % of total value of valid votes cast | | 95.55% | |
| % of total number of members voted | | 96.45% | |



(b) Votes against the Resolution:

| Manner of Voting | Number of members voted (in person or by proxy)* | No. of votes cast by members | Annexure No. |
|---|--|------------------------------|--------------|
| Postal Ballots | 48 | 9,878 | "B" |
| E-Voting | 109 | 49,82,968 | |
| Voting conducted through electronic voting system (through tablets) at the venue of the meeting | NIL | NIL | |
| Total | 157 | 49,92,846 | |
| % of total value of valid votes cast | | 4.45% | |
| % of total number of members voted | | 3.55% | |

(c) Invalid Votes:

| Manner of Voting | Total Number of members (in person or by proxy) whose votes were declared invalid * | No. of votes cast by members | Annexure No. |
|---|---|------------------------------|--------------|
| Postal Ballots | 81 | 28,131 | "C" |
| E-Voting | 4 | 15,298 | |
| Voting conducted through electronic voting system (through tablets) at the venue of the meeting | NIL | NIL | |
| Total | 85 | 43,429 | |

**No. of Equity Shareholders is equivalent to No. of Folios/Accounts*

- Out of **86** Equity Shareholders present at the venue of the NCLT convened meeting of the Equity Shareholders, **38** equity shareholders holding **1,32,97,118** equity shares and who attended the meeting had already cast their vote by e-voting / postal ballot and therefore were not entitled to vote at the venue of the meeting as per **"Annexure D"**. Hence, **48** equity shareholders holding **2,544** equity shares, cast their votes at the venue of the NCLT convened meeting.
- **16** equity shareholders holding **6,61,927** equity shares had less voted **1,00,332** equity shares through e-voting and postal ballots as per **"Annexure E"**.



- (xv) The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through electronic voting system (through tablets) at the venue of the meeting, postal ballots and e-voting process is handed over to the Chairman appointed for the meeting.
- (xvi) All relevant records of the voting conducted through electronic voting system (through tablets) at the venue of the meeting and postal ballots and the e-voting are handed over to the Company Secretary of the Company for safe keeping.

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Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

Membership No. FCS 5181/ CP No. 4423



Ashok Malu

Counter signed by Mr. Ashok Malu,
Person Authorised by Mr. S C Bhargava
Chairman appointed for the NCLT
convened Meeting of Equity Shareholders

Place: Veraval, Gujarat

Date: 10th April 2017

Annexure 'B'

| | |
|---|-----------------------|
| Date of the AGM/EGM | ADITYA BIRLA NUVO LTD |
| Total number of shareholders on record date | 10-04-2017 |
| No. of shareholders present in the meeting either in person or through proxy: | 136166 |
| Promoters and Promoter Group: | 1 |
| Public: | 85 |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| Resolution No. | 1 | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|---|--------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes. 1. None of the Promoters/ Promoter Group has any material interest direct or indirect in the Scheme except to the extent of their respective shareholding in the Company. | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | | 0 | 0.0000 | 00 | 00 | 0 | 0.0000 | 0 | 0.0000 |
| | Poll | 81753327 | 0 | 0.0000 | 00 | 00 | 0 | 0.0000 | 0 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 00 | 0 | 0.0000 | 0 | 0.0000 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | E-Voting | | 20899142 | 80.0414 | 16023288 | 4875854 | 76.6695 | 23.3304 | | |
| | Poll | 26110416 | 0 | 0.0000 | 00 | 00 | 0 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 00 | 0 | 0.0000 | | |
| | Total | | 20899142 | 80.0414 | 16023288 | 4875854 | 76.6696 | 23.3304 | | |
| | E-Voting | | 5737555 | 25.6303 | 5630441 | 107114 | 98.1331 | 1.8668 | | |
| | Poll | 22385835 | 0 | 0.0000 | 00 | 00 | 0 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 3770570 | 16.8436 | 3760692 | 9878 | 99.7380 | 0.2619 | | |
| | Total | | 9508125 | 42.4739 | 9391133 | 116992 | 98.7696 | 1.2304 | | |
| | Total | 130249578 | 30407267 | 23.3454 | 25414421 | 4992846 | 83.5801 | 16.4199 | | |

For Aditya Birla Nuvo Limited



Ashok Malu
President & Company Secretary

SCRUTINIZER'S REPORT

Mr. Ashok Malu,
the Person authorized by
the Chairman of Aditya Birla Nuvo Limited
A/4 Aditya Birla Centre, S. K. Ahire Marg,
Worli, Mumbai 400030.

Dear Sir,

I, Ashish Garg, Practicing Company Secretary (FCS 5181) have been appointed by the Board of Directors of Aditya Birla Nuvo Limited (the Company) and the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT) by its Order dated 6th February 2017 as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting by the Public Shareholders of the Company, on the resolution seeking approval of Public Shareholders of the Company, pursuant to Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 issued by the Securities and Exchange Board of India ("SEBI Circular"), to the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors ("the Scheme") in terms of the Notice dated 15th February 2017.

I do hereby submit my report as under:

- (i) The Company had appointed Karvy Computershare Private Limited ("**Karvy**") as the Agency for providing the e-voting platform to the Equity Shareholders of the Company. Karvy is also the Registrar and Share Transfer Agent of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 30th November 2015, relating to voting done through postal ballot and e-voting .
- (iii) The **Cut-off date was Saturday, 4th March 2017**, for the purpose of deciding the Public Shareholders entitled to vote through postal ballot and e-voting on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at **9:00 a.m. on Friday, 10th March 2017 and has closed at 5:00 p.m. on Sunday, 9th April 2017.**



- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot and e-voting) is restricted to scrutinize the postal ballot papers and e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on postal ballots and the reports generated from the e-voting system provided by Karvy.
- (vi) The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, etc. to the Public Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 4th March 2017) by Tuesday, 7th March 2017 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof Gujarati language in Sandesh, Rajkot edition on Wednesday, 8th March 2017.
- (vii) The e-voting module was disabled and blocked by Karvy for voting on 9th April 2017 at 5.00 p.m.
- (viii) The Public Shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 9th April 2017. I have not accepted any postal ballot form after 5.00 p.m. on 9th April 2017.
- (ix) The voting done through postal ballot and e-voting were reconciled with the records maintained by the Company and Karvy and the authorizations lodged with the Company.
- (x) The Postal ballot forms and e-voting done, which were incomplete and/or which were otherwise found defective have been treated as invalid.
- (xi) The consolidated result of the voting seeking approval of the Public Shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors.

Consolidated Report on result of voting through Postal Ballot and E-voting by Public Shareholders

(a) Votes in favor of the Resolution

| Manner of Voting | Number of members voted* | No. of votes cast by members | % of total number of valid votes cast |
|------------------|--------------------------|------------------------------|---------------------------------------|
| Postal Ballots | 3,675 | 37,60,692 | 99.7380 |
| E-Voting | 527 | 2,16,53,729 | 81.2928 |
| Total | 4,202 | 2,54,14,421 | 83.5801 |



(b) Votes against the Resolution

| Manner of Voting | Number of members voted* | No. of votes cast by members | % of total number of valid votes cast |
|------------------|--------------------------|------------------------------|---------------------------------------|
| Postal Ballots | 48 | 9878 | 0.2620 |
| E-Voting | 109 | 49,82,968 | 18.7072 |
| Total | 157 | 49,92,846 | 16.4199 |

(c) Invalid Votes

| Manner of Voting | Total Number of members (whose votes were declared invalid) | No. of votes cast by members |
|------------------|---|------------------------------|
| Postal Ballots | 81 | 28,131 |
| E-Voting | 4 | 15,298 |
| Total | 85 | 43,429 |

*No. of Public Shareholders is equivalent to No. of Folios/Accounts

- (xii) The combined list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through postal ballot and e-voting process, is handed over to the Company Secretary of the Company.
- (xiii) All relevant records of postal ballot and electronic data files related to e-voting handed over to Mr. Ashok Malu, the person authorized by the Chairman of the Company for safe keeping.

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Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

Membership No. FCS 5181/ CP No. 4423

Counter signed by

Ax Malu

Mr. Ashok Malu

Person authorized by the Chairman of the Company

Place: Veraval, Gujarat

Date : 10th April 2017

