



March 21, 2024

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 February 14, 2024

Ref.: 1. Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Our intimation dated February 20, 2024

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 February 14, 2024, seeking approval of the Members of the Company on the following resolutions through Postal Ballot:

S.No.	Description of Resolutions	Type of Resolution
1.	Re-classification of Authorised Share Capital and consequent alteration of the Capital Clause of the Memorandum of Association.	Ordinary
2.	Issue of Non-Cumulative Non-Convertible Redeemable Preference Shares to redeem the existing Cumulative Redeemable Preference Shares.	Special

Please note that the aforesaid resolutions have been approved with requisite majority.

The same is also available on the website of the Company i.e. www.abfrl.com

Trust you will find the above in order.

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

Anil Malik
President & Company Secretary

Encl.: a/a

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



ADITYA BIRLA FASHION AND RETAIL LIMITED

Date of Postal Ballot Notice	February 14, 2024
Voting	
Start Date	February 21, 2024
End Date	March 21, 2024
Total number of shareholders on the record Date (i.e. February 16, 2024 cut-off date for voting purpose)	3,09,124
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	N.A.
• Promoter and Promoter Group	N.A.
• Public	

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Voting Results of the Postal Ballot Notice of Aditya Birla Fashion and Retail Limited

Resolution required: (Ordinary/ Special)			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	Remote E-Voting	52,62,99,516	52,62,99,516	100.00	52,62,99,516	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		52,62,99,516	100.00	52,62,99,516	-	100.00	-
Public-Institutions	Remote E-Voting	28,71,46,985	24,18,08,053	84.21	24,18,08,053	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		24,18,08,053	84.21	24,18,08,053	-	100.00	-
Public- Non Institutions	Remote E-Voting	13,09,83,586	4,22,115	0.32	4,14,689	7,426	98.24	1.76
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	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	-

Notes:

- 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.
- The percentage is rounded off upto two decimals' places.

Resolution required: (Ordinary/ Special)			Special - Issue of Non-Cumulative Non-Convertible Redeemable Preference Shares to redeem the existing Cumulative 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
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	Postal Ballot (if applicable)		-	-	-	-	-	-
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	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		24,18,08,053	84.21	24,18,08,053	-	100.00	-
Public- Non Institutions	Remote E-Voting	13,09,83,586	4,22,142	0.32	4,13,904	8,238	98.05	1.95
	Poll (E-voting at AGM)		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	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	-

Notes:

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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.

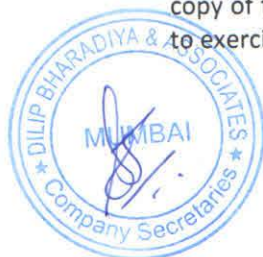
b. Remote e-voting

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



Shivangini 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
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Promoter and Promoter Group	E-Voting	52,62,99,516	52,62,99,516	100.00	52,62,99,516	-	100.00	-
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	Postal Ballot		-	-	-	-	-	-
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Aditya Birla Fashion And Retail Limited								
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