



February 13, 2025

BSE Limited
Scrip: 535755

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: Voting Results of the Extra-Ordinary General Meeting of Aditya Birla Fashion and Retail Limited
(EGM/Meeting")

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 January 22, 2025, February 4, 2025 and February 8, 2025

Dear Sir/ Madam,

Pursuant to the above referred, the EGM of the Company was held today i.e., February 13, 2025 (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the business as stated in the Notice of EGM dated January 22, 2025 ("Notice").

The meeting commenced at 11:00 a.m. and concluded at 11:56 a.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 applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, please find enclosed:

- (i) Voting Results enclosed as **Annexure A** and
- (ii) Scrutinizer Report on e-voting results dated February 13, 2025 issued by Mr. Dilip Bharadiya, a Practicing Company Secretary, enclosed as **Annexure B**

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 (formerly known as Link 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

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



VOTING RESULTS OF THE EXTRA-ORDINARY GENERAL MEETING HELD ON FEBRUARY 13, 2025 AT 11:00 A.M.

Annexure A

Date of EGM	February 13, 2025
Total number of shareholders on the record Date (i.e. February 6, 2025 cut-off date for voting purpose)	3,33,048
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	59
• Promoter and Promoter Group	-
• Public	59

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VOTING RESULTS OF THE EXTRA-ORDINARY GENERAL MEETING HELD ON FEBRUARY 13, 2025 AT 11:00 A.M.

Annexure A

Resolution required: (Ordinary/ Special)		1. Issue of equity shares on a Preferential Basis to Promoter Group - Special						
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)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	52,75,17,139	52,71,49,543	99.930	52,71,49,543	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		52,71,49,543	99.9303	52,71,49,543	-	100.0000	-
Public- Institutions	Remote E-Voting	41,19,40,835	37,30,67,239	90.5633	37,26,65,630	4,01,609	99.8923	0.1077
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		37,30,67,239	90.5633	37,26,65,630	4,01,609	99.8923	0.1077
Public- Non Institutions ⁽ⁱⁱⁱ⁾	Remote E-Voting	19,59,42,517	5,09,463	0.2600	2,12,422	2,97,041	41.6953	58.3047
	Poll (E-voting at AGM)		709	0.0004	709	-	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		5,10,172	0.2604	2,13,131	2,97,041	41.7763	58.2237
Total		1,13,54,00,491	90,07,26,954	79.3312	90,00,28,304	6,98,650	99.9224	0.0776

Notes:

- (i) Excludes voting rights on 44,06,334 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).
- (ii) The percentages have been rounded off to four decimal places.

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VOTING RESULTS OF THE EXTRA-ORDINARY GENERAL MEETING HELD ON FEBRUARY 13, 2025 AT 11:00 A.M.

Annexure A

Resolution required: (Ordinary/ Special)		2. Issue of equity shares on a Preferential Basis to Qualified Institutional Buyers - Special						
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	52,75,17,139	52,71,49,543	99.930	52,71,49,543	-	100.0000	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		52,71,49,543	99.9303	52,71,49,543	-	100.0000	-
Public- Institutions	Remote E-Voting	41,19,40,835	37,30,67,239	90.5633	37,26,65,630	4,01,609	99.8923	0.1077
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		37,30,67,239	90.5633	37,26,65,630	4,01,609	99.8923	0.1077
Public- Non Institutions ⁽ⁱⁱ⁾	Remote E-Voting	19,59,42,517	5,09,463	0.2600	2,10,022	2,99,441	41.2242	58.7758
	Poll (E-voting at AGM)		709	0.0004	709	-	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		5,10,172	0.2604	2,10,731	2,99,441	41.3059	58.6941
Total		1,13,54,00,491	90,07,26,954	79.3312	90,00,25,904	7,01,050	99.9222	0.0778

Notes:

- (i) Excludes voting rights on 44,06,334 fully paid-up Equity Shares held by the ABFRL Employee Welfare Trust which fall under 'Non-promoter and Non-public shareholding' category (Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021).
- (ii) The percentages have been rounded off to four decimal places.

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Annexure - B

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,
Arun Adhikari
Chairperson of the Extra Ordinary 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 Extra Ordinary General Meeting of Aditya Birla Fashion and Retail Limited held on Thursday, February 13, 2025 at 11.00 a.m. (IST) conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') ("said EGM")

I, Dilip Bharadiya, Partner of Dilip Bharadiya & Associates, 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 e-voting process i.e. remote e-voting process and e-voting at the said EGM (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 EGM. 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 EGM, on the resolutions with respect to all the items of the business, enumerated in the Notice of said EGM.

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2. Dispatch of Notice convening the EGM and Corrigendum to Notice:

The Company had dispatched the Notice of said EGM dated January 22, 2025 along with the Statement stating out material facts under Section 102 of the Act via e-mail to 2,99,229 members, who have registered their email IDs as on Friday, January 17, 2025 with the Company/ MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), the Registrar and Share Transfer Agents of the Company ("RTA") / National Securities Depository Limited / Central Depository Services Limited / Depository Participants ("Depositories").

Further, Company has also dispatched a 1st Corrigendum to Notice of the EGM ("Corrigendum") pertaining to change in the number of equity shares and issue price of equity shares on a preferential basis to promoter group and qualified institutional buyers (QIBs) in the EGM Notice via e-mail to 2,99,229 members, who have registered their email IDs as on Friday, January 17, 2025 with the Company/ the RTA/ Depositories.

Further, Company has also dispatched a 2nd Corrigendum to Notice of the EGM ("Corrigendum") pertaining to the exact names of the proposed QIB Allottees of the EGM Notice via e-mail to 2,99,229 members, who have registered their email IDs as on Friday, January 17, 2025 with the Company/ the RTA/ Depositories.

The Company had also uploaded the Notice of the said EGM 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.

The Company had published a pre and post advertisement in 'Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on Tuesday, January 21, 2025 and Thursday, January 23, 2025 respectively, specifying the required information.

3. Cut-off date

The members of the company holding shares as on the cut-off date i.e. Thursday, February 06, 2025, were entitled to vote on the resolutions as set out in the Notice of the said EGM 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.



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4. E-Voting**a. Agency**

- i. The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) as the Service Provider, for the purpose of extending the facility of remote e-voting and e-voting at the EGM 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 EGM, on all the items of the business sought to be transacted as set out in the Notice of the said EGM held on Thursday, February 13, 2025.

b. Remote e-voting

The remote e-voting platform commenced from Monday, February 10, 2025 (9:00 a.m. IST) and ended on Wednesday, February 12, 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 EGM

The members who had not cast their vote by remote e-voting and who were present at the EGM through VC/OAVM facility were provided the facility of e-voting at the EGM. Detailed instructions to use the facility were explained in the Notice of the said EGM.

The facility of e-voting remained enabled till 11:56 a.m. IST (i.e., for 15 minutes post conclusion of the EGM) and was disabled thereafter by the Service Provider.

The Votes cast during the remote e-voting and also during the EGM were unblocked on Thursday, February 13, 2025 after conclusion of the EGM.

5. Completion of e-voting and counting process

After the closure of the e-voting at the EGM, the votes cast at the EGM and through remote e-voting prior to the date of the EGM 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 EGM, 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 EGM.

Contd . . 4



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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.

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 EGM 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: F007956F003933933
Firm Registration Number: P2005MH091600
Peer Review: 5825/2024



Countersigned
For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

Place : Mumbai
Date : February 13 ,2025

Aditya Birla Fashion And Retail Limited								
Resolution Required :Special			1 - ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER GROUP					
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]* 100	[4]	[5]	[6]=[4]/[2]* 100	[7]=[5]/[2]* 100
Promoter and Promoter Group	E-Voting	52,75,17,139	52,71,49,543	99.93	52,71,49,543	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		52,71,49,543	99.93	52,71,49,543	-	100.00	-
Public Institutions	E-Voting	41,19,40,835	37,30,67,239	90.56	37,26,65,630	4,01,609	99.89	0.11
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,30,67,239	90.56	37,26,65,630	4,01,609	99.89	0.11
Public Non Institutions	E-Voting	19,59,42,517	5,09,463	0.26	2,12,422	2,97,041	41.70	58.30
	Poll		709	0.00	709	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,10,172	0.25	2,13,131	2,97,041	41.78	58.22
Total		1,13,54,00,491	90,07,26,954	79.33	90,00,28,304	6,98,650	99.92	0.08

Notes:

- 44,06,334 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.



Aditya Birla Fashion And Retail Limited								
Resolution Required :Special			2 - ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO QUALIFIED INSTITUTIONAL BUYERS					
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
Promoter and Promoter Group	E-Voting	52,75,17,139	52,71,49,543	99.93	52,71,49,543	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		52,71,49,543	99.93	52,71,49,543	-	100.00	-
Public Institutions	E-Voting	41,19,40,835	37,30,67,239	90.56	37,26,65,630	4,01,609	99.89	0.11
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,30,67,239	90.56	37,26,65,630	4,01,609	99.89	0.11
Public Non Institutions	E-Voting	19,59,42,517	5,09,463	0.26	2,10,022	2,99,441	41.22	58.78
	Poll		709	0.00	709	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,10,172	0.26	2,10,731	2,99,441	41.31	58.69
Total		1,13,54,00,491	90,07,26,954	79.33	90,00,25,904	7,01,050	99.92	0.08

Notes:

1. 44,06,334 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.

