

31 August 2020

BSE Limited

1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 540691**Scrip ID: ABCAPITAL****National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor,
Plot. C/1, G-Block, Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Symbol: ABCAPITAL

Dear Sir/Madam,

Sub: Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Outcome of the 13th Annual General Meeting of the Company

- i) The Company's 13th Annual General Meeting ("AGM") was held on Monday, 31 August 2020 at 11:00 a.m. (IST) through video conferencing / other audio-visual means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.
- ii) In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the SEBI Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the AGM. Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM. The Scrutinizer's Report dated 31 August 2020 is attached as Annexure 1. All resolutions as set out in the Notice of the AGM have been duly approved by the shareholders with requisite majority.
- iii) In terms of the provisions of Regulation 44 of the SEBI Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM is attached as Annexure 2.

The above is for your information, records and reference please.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**

SAILESH

Digitally signed by SAILESH
KUMAR DAGA

KUMAR DAGA

Date: 2020.08.31 17:50:25
+05'30'**Sailesh Daga****Company Secretary****FCS: 4164****Cc:**

**Luxembourg Stock Exchange
Market & Surveillance Dept.,**
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg

Citi Bank N.A.

Depositary Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013

Citi Bank N.A.**Custodial Services**

FIFC, 11th Floor, C-54 & 55, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Listing Agent

Banque Internationale à Luxembourg SA
69 route d'Esch
L - 2953 Luxembourg
Grand Duchy of Luxembourg

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Aditya Birla Capital Ltd.

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841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013
+91 22 4356 7000 I (F) +91 22 4356 7111
abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com

Registered Office:

Indian Rayon Compound, Veraval- 362 266.Gujarat
+91 28762 45711
CIN L67120GJ2007PLC058890

Combined Scrutinizer's Report

To,
The Chairman
Registered Office:
Aditya Birla Capital Limited
Indian Rayon Compound,
Veraval 362 266

Corporate Office:
One Indiabulls Centre, Tower-1, 18th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400013

Sub: Passing of Resolution(s) through remote e-voting and voting electronically at the 13th Annual General Meeting (AGM) of Aditya Birla Capital Limited held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on 31st August 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the General Circulars No. 20/2020 dated 5th May, 2020, read with circulars dated 8th April, 2020 and 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the circular dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "MCA & SEBI CIRCULARS".

The Board of Directors of Aditya Birla Capital Limited (*hereinafter referred to as the "Company"*) at its meeting held on 7th June, 2020 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the 13th Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) as amended by the "MCA & SEBI CIRCULARS" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. **The MCA & SEBI CIRCULARS provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic.** I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI Circulars .

As mentioned in the Notice the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Report on Scrutiny:

- The Company had appointed KFin Technologies Private Limited ('KFIN') as the **Service Provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- KFIN are also the Registrar and Transfer Agents ('RTA') of the Company.



- The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 13th AGM of the Company, which was held on Monday 31st August, 2020.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by KFIN the Service Provider .
- As provided in the **MCA & SEBI CIRCULARS**, the Company had advertised in the newspapers, asking members who have not registered their email ids with the Company or KFIN or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM and Annual Report 2019-20.
- The Service Provider had sent the Notice of the AGM along with Annual Report 2019-20 and E-voting details by email to 3,87,574 Members, whose email ids were made available by the Depositories or were registered with the Company / KFIN. For those Members whose email ids were not available / registered, the Notice of the AGM along with Annual Report 2019-20 could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **MCA & SEBI CIRCULARS**.
- The Company completed the dispatch of Notice of AGM and Annual Report 2019-20 by email to the Members by 9th August, 2020.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Monday, **24th August, 2020**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Four days from **Thursday, 27th August, 2020 at 9.00 A.M. to Sunday, 30th August 2020 at 5:00 P.M.**
- As prescribed in clause (IV) of the Circular dated 5th May, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company had released an advertisement



prior to sending Notice of AGM to the Members which was published in English in 'Business Standard' newspaper having country-wide circulation dated 31st July, , 2020 , and in Gujarati in ' Sandesh' Newspaper, Rajkot edition dated 31st July, , 2020. The Notice of AGM contained the required information as provided under clause IV (a) to (f) of the said circular.

- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement, which was published 21 days before the date of the AGM in English in 'Business Standard' newspaper having country-wide circulation dated 10th August, 2020, and in Gujarati in 'Sandesh' newspaper dated 10th August, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the e-voting period on 30th August 2020 at 5.00 P.M., the voting portal of the service provider was blocked forthwith.
- KFIN provided me the names , DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- At the 13th AGM of the Company held through VC / OAVM, on Monday, 31st August, 2020, after considering all the items of business, the facility to vote electronically through Instapoll was provided to facilitate those members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes. On 31st August 2020, after tabulating the votes cast electronically by the system provided by KFIN, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. R Mahesh and Ms. Saroj Narasimhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.
- Thereafter , I as scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows :

The results of the Remote E-voting together with that of the voting conducted at the AGM by way of Electronic means are as under:

Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	808	37	845
Total number of Shares held by them	197,41,69,586	96,126	197,42,65,712
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / less voted	Various as mentioned under each of the Resolution		



Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.
2. Break up votes cast through remote e-voting and through e-voting at the AGM by the shareholders attending the meeting is given in a separate sheet attached.
3. The votes are considered invalid on account of abstained from voting or voting for lesser number of shares than actually held as on the cut off date.

ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the Audited Financial Statements (Consolidated and Standalone)

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	197,31,95,054	99.998	31,072	0.002	10,39,586

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Appointment of a Director in place of Dr. Sanrupt Misra (DIN 00013625) who retires from office by rotation and being eligible offers himself for re-appointment

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	193,82,85,577	98.195	3,56,31,091	1.805	3,49,044

Item 2 of Notice stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice dated 12th June, 2020 as per the details above and as per the break up provided in the annexure attached stands passed under Remote E-voting and voting conducted at AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.



I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant records relating to remote e-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours Faithfully

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)



Place: Mumbai

Date: 31st August 2020

The following were the witnesses to the unblocking the votes cast through remote e-voting



1. Mr. R. Mahesh

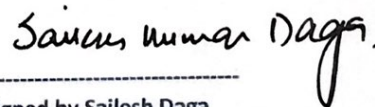


2. Ms. Saroj Narasimhan

Received the Report together with other data/records mentioned therein:

Place: Mumbai

Date: August 31, 2020



Signed by Sailesh Daga

Company Secretary (Authorised by Board)

Name of the Company	Aditya Birla Capital Limited
Date of Annual General Meeting	31 August 2020
Record Date	24 August 2020
Total number of shareholders on record date	5,25,391
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	137

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consideration and adoption of (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31 March 2020 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March 2020 and the report of Auditors thereon and in this regard.				
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	1,70,12,88,195	1,62,78,21,553	95.6817	1,62,78,21,553	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1,70,12,88,195	1,62,78,21,553	95.6817	1,62,78,21,553	0	100.0000	0.0000
Public-Institutions	E-Voting	25,60,20,273	22,75,82,101	88.8922	22,75,82,101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	25,60,20,273	22,75,82,101	88.8922	22,75,82,101	0	100.0000	0.0000
Public- Non Institutions	E-Voting	45,65,88,852	11,77,26,346	25.7839	11,76,96,425	29,921	99.9746	0.0254
	Poll		96,126	0.0211	94,975	1,151	98.8026	1.1974
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45,65,88,852	11,78,22,472	25.8049	117791400	31,072	99.9736	0.0264
Total	Total	2,41,38,97,320	1,97,32,26,126	81.7444	1,97,31,95,054	31,072	99.9984	0.0016

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Dr. Santrupt Misra (DIN: 00013625) who retires from office 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	1,70,12,88,195	1,62,78,21,553	95.6817	1,62,78,21,553	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1,70,12,88,195	1,62,78,21,553	95.6817	1,62,78,21,553	0	100.0000
Public-Institutions	E-Voting	25,60,20,273	22,82,72,571	89.1619	19,26,95,998	3,55,76,573	84.4149	15.5851
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		25,60,20,273	22,82,72,571	89.1619	19,26,95,998	3,55,76,573	84.4149
Public- Non Institutions	E-Voting	45,65,88,852	11,77,26,418	25.7839	11,76,72,951	53,467	99.9546	0.0454
	Poll		96,126	0.0211	95,075	1,051	98.9066	1.0934
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		45,65,88,852	11,78,22,544	25.8050	11,77,68,026	54,518	99.9537
Total	Total	2,41,38,97,320	1,97,39,16,668	81.7730	1,93,82,85,577	3,56,31,091	98.1949	1.8051