



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2022-23/OCTOBER/07

17 October 2022

**BSE Limited**

1<sup>st</sup> 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, 5<sup>th</sup> Floor,  
Plot. C/1, G-Block, Bandra-Kurla Complex,  
Bandra (East),  
Mumbai 400 051

**Symbol: ABCAPITAL**

Dear Sir/ Madam,

**Sub: Disclosure of Voting Results of Postal Ballot (including remote e-voting) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. In continuation to our letter dated 15 September 2022, we wish to inform you that the Members of the Company, have passed the following Special Resolutions, as stated in the Postal Ballot Notice dated 8 September 2022, with requisite majority:
  - i. Adoption of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022;
  - ii. Approve extending the benefits of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the group companies, including holding, subsidiary and associate companies of the Company.
2. The aforesaid Special Resolution shall be deemed as passed on Sunday, 16 October 2022, being the last date of e-voting.
3. The details of the voting results of Postal Ballot (including remote e-voting) in terms of the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report are attached as Annexure 1 and Annexure 2 respectively.
4. The aforementioned documents have also been uploaded on the website of the Company at [www.adityabirlacapital.com](http://www.adityabirlacapital.com).

This is for your information, records and dissemination on your website.

Thanking you,

Yours faithfully,

For Aditya Birla Capital Limited

**Amber Gupta**

**Company Secretary & Compliance Officer**

Encl.: As above

Cc:

**Luxembourg Stock Exchange**

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

**Citi Bank N.A.**

Depository Receipt Services  
388 Greenwich Street  
14<sup>th</sup> Floor, New York,  
NY 10013

**Citi Bank N.A.**

Custodial Services  
FIFC, 11<sup>th</sup> 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

**Aditya Birla Capital Ltd.**

One World Centre, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound,  
841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013  
+91 22 4356 7000 | (F) +91 22 4356 7111

[abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) | [www.adityabirlacapital.com](http://www.adityabirlacapital.com)

**Registered Office**

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

## ADITYA BIRLA CAPITAL LIMITED

## Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Company Name</b>	ADITYA BIRLA CAPITAL LIMITED
<b>Date of Postal Ballot Notice</b>	8 September 2022
<b>Total number of shareholders on record date</b>	548682
<b>Voting Start Date</b>	17 September 2022
<b>Voting End Date</b>	16 October 2022
<b>No. of shareholders present in the meeting either in person or</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	
<b>No. of Shareholders attended the meeting through Video</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	

<b>Resolution required: (Ordinary/ Special)</b>	SPECIAL - Adoption of the Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022.							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	Yes							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	1,71,73,43,195	1,68,31,29,528	98.008	1,68,31,29,528	-	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	35,23,10,070	33,30,00,926	94.519	29,21,69,156	4,08,31,770	87.738	12.262
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	34,69,05,994	1,30,83,652	3.772	1,26,44,362	4,39,290	96.642	3.358
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>2,41,65,59,259</b>	<b>2,02,92,14,106</b>	<b>83.971</b>	<b>1,98,79,43,046</b>	<b>4,12,71,060</b>	<b>97.966</b>	<b>2.034</b>

Resolution required: (Ordinary/ Special)	SPECIAL - Approving extending the benefits of the Aditya Birla Capital Limited Employee Stock Option and Stock Performance Unit Scheme 2022 to the employees of the group companies, including holding, subsidiary and associate companies of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	1,71,73,43,195	1,68,31,29,528	98.008	1,68,31,29,528	-	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	35,23,10,070	28,15,92,204	79.927	24,09,06,731	4,06,85,473	85.552	14.448
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	34,69,05,994	1,30,83,875	3.772	1,26,36,218	4,47,657	96.579	3.421
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>2,41,65,59,259</b>	<b>1,97,78,05,607</b>	<b>81.844</b>	<b>1,93,66,72,477</b>	<b>4,11,33,130</b>	<b>97.920</b>	<b>2.080</b>

**SCUTINIZER'S REPORT**

October 17, 2022

To,  
**The Chairman,**  
**Aditya Birla Capital Limited**  
 One World Centre Tower 1, 18<sup>th</sup> Floor  
 Jupiter Mill Compound, 841 Senapati Bapat Marg,  
 Elphinstone Road, Mumbai 400013

Dear Sir,

**Sub.: Aditya Birla Capital Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results**

The Board of Directors of Aditya Birla Capital Limited (*hereinafter referred to as "the Company"*) vide circular resolution passed on September 8, 2022, have appointed me as the Scrutinizer to conduct and scrutinize the Postal Ballot E-voting process in a fair and transparent manner in respect of the Resolutions as circulated/ stated in the Postal Ballot Notice dated September 8, 2022 ('Notice').

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the 'Act'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations'), the Secretarial Standard on the General Meetings ('SS-2') issued by the Institute of Company Secretaries of India read with the Circulars issued by the Ministry of Corporate Affairs in this regard, and any amendments thereto, the Company had provided facility for voting through electronic means (E-voting) or (Remote E-voting) to all the Members of the Company to enable them to cast their votes only through electronic means on the items mentioned in the Notice.

The Company has engaged the services of KFin Technologies Limited, as the Electronic Voting Service Provider (*hereinafter referred to as "KFIN" or "EVSP"*) who had made necessary arrangements to facilitate E-voting by the shareholders of the Company on their website <https://evoting.kfintech.com>. KFIN are also the Registrars and Share Transfer Agents ('RTA') for the Company.

In view of the prevailing pandemic situation and to obviate difficulties faced by the Corporates in providing both voting by physical ballot and E-voting, a facility was extended for the members to cast their vote only through E-voting in accordance with the provisions of the General Circulars No.14/2020 dated April 8, 2020 and No.17/2020 dated April 13, 2020 No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').



Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required as provided in the Act/ Rules to cast the vote, in electronic form only, to all its members who have registered their e-mail addresses with the Company/ Registrar & Transfer Agents/ Depository Participants. The communication of the assent or dissent of the Members was sought through the Remote E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email address registered with the RTA so that they could also participate in the E-voting facility extended by the Company.

The Company and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. [www.adityabirlacapital.com](http://www.adityabirlacapital.com) and <https://www.evoting.KFin.com/>. The Notice was also uploaded on the websites of the stock exchange where the securities of the Company are listed viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Electronic Voting Event Number "7024" ('EVEN') was generated for casting the votes through Remote E-voting mode. The Company and the EVSP have complied with, all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.

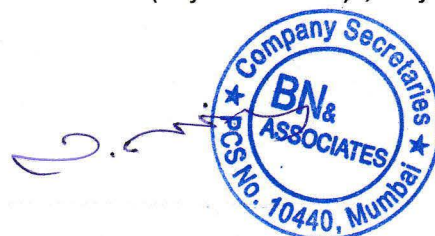
The Notice was sent on September 15, 2022 to all the Members of the Company through e-mail who have registered their e-mail addresses as on September 9, 2022 (cut-off date).

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 relating to the items being placed for approval of the members through postal ballot by Remote E-voting.

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 EVSP.

I report that, the Notice was sent through e-mail to **4,66,525** members as per the confirmation provided by KFIN to those members whose email id were made available by the Depositories to the RTA or were registered with the Company/ KFIN. The total number of Members as on the Cut-off date was 5,48,682. The E-voting period commenced from Saturday, September 17, 2022 from 9.00 a.m. IST and ended on Sunday, October 16, 2022 at 5.00 p.m. IST. For those members whose email ID were not available, a Public Notice with regard to the Postal Ballot Notice was published on September 10, 2022, in "Business Standard" (All India Edition), English Newspaper and in "Sandesh (Rajkot edition)", Gujarati Newspaper providing requisite information and contact details of the EVSP for registering email id.

The Notice for despatch of the Notice along with the required information for the information of the shareholders was published on September 17, 2022, in "Business Standard (All India Edition)", English Newspaper and in "Sandesh (Rajkot edition)", Gujarati Newspaper.



The items for which approval of the Members of the Company was sought as stated in the Notice are mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u>	Adoption of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022
2.	<u>As a Special Resolution</u>	Approve extending the benefits of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the group companies, including holding, subsidiary and associate companies of the Company

### SUMMARY OF VOTES CAST

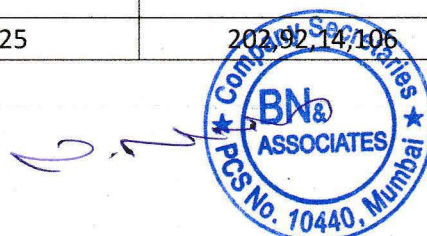
The E-voting process concluded at 5.00 p.m. on October 16, 2022. After the closure of the Remote E-voting process the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. R Mahesh and Mrs. Saroj Narasimhan witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since, E-voting facility was provided by KFIN, the details of the E-voting exercised by the Members were duly obtained from the website of KFIN. The details of the E-voting, the compilation of the data containing the Member's name, DP ID Client ID and/ or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by KFIN on their website i.e. <https://www.evoting.KFin.com/> which was duly scrutinized.

On scrutiny, I report that out of **5,48,682** Members holding shares as on the cut-off date, i.e. Friday, September 9, 2022, 1,650 Members holding 202,99,14,050 shares have exercised their votes through Remote E-voting. The details of Postal Ballot results for the items placed for consideration and approval of the Members are given below:

#### Item No 1: As a Special Resolution

#### **Adoption of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022**

Total no. of Members	5,48,682		
Total no. of Equity Shares	241,65,59,259		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. on Saturday, September 17, 2022 till 5.00 p.m. on Sunday, October 16, 2022		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	1,650	202,99,14,050
Less: E-voting considered as abstained/ less voted) refer note below	B	25	6,99,944
Net E-voting (A-B) considered valid	C	1,625	202,92,14,106



**NOTE:**

- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
- (ii) A vote cast in favour or against is calculated based on the valid votes cast through Remote E-voting

## Summary of E-voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of Valid votes polled (2)	% of Valid 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	171,73,43,195	168,31,29,528	98.008	168,31,29,528	NIL	100.000	NIL
Public-Institutional holders	35,23,10,070	33,30,00,926	94.519	29,21,69,156	4,08,31,770	87.738	12.262
Public-others	34,69,05,994	1,30,83,652	3.772	1,26,44,362	4,39,290	96.642	3.358
<b>Total</b>	<b>241,65,59,259</b>	<b>202,92,14,106</b>	<b>83.971</b>	<b>198,79,43,046</b>	<b>4,12,71,060</b>	<b>97.966</b>	<b>2.034</b>

Percentage of votes cast in **Favour**: 97.966 Percentage of votes cast **Against**: 2.034

**RESULTS:-**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.1 as set forth in the Postal Ballot Notice dated September 8, 2022 has been passed by the Members with **requisite majority**. The Resolution is deemed as passed on the last date of voting that is Sunday, October 16, 2022.

**Item 2. As a Special Resolution:**

**Approve extending the benefits of Aditya Birla Capital Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the group companies, including holding, subsidiary and associate companies of the Company**

Total no. of Members

5,48,682



Total no. of Equity Shares	<b>241,65,59,259</b>		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. on Saturday, September 17, 2022 till 5.00 p.m. on Sunday, October 16, 2022		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	1,650	202,99,14,050
Less: E-voting considered as abstained/ less voted) refer note below	B	27	5,21,08,443
Net E-voting (A-B) considered valid	C	1623	197,78,05,607

**NOTE:**

- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
- (ii) A vote cast in favour or against is calculated based on the valid votes cast through Remote E-voting

Summary of E-voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of Valid votes polled (2)	% of Valid 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	171,73,43,195	168,31,29,528	98.008	168,31,29,528	NIL	100.000	NIL
Public-Institutional holders	35,23,10,070	28,15,92,204	79.927	24,09,06,731	4,06,85,473	85.552	14.448
Public-others	34,69,05,994	1,30,83,875	3.772	1,26,36,218	4,47,657	96.579	3.421
<b>Total</b>	<b>241,65,59,259</b>	<b>197,78,05,607</b>	<b>81.844</b>	<b>193,66,72,477</b>	<b>4,11,33,130</b>	<b>97.920</b>	<b>2.080</b>

Percentage of votes cast in **Favour**: 97.920 Percentage of votes cast **Against**: 2.080

**RESULTS:-**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.2 as set forth in the Postal Ballot Notice dated September 8, 2022 has been passed by the Members with **requisite majority**. The Resolution is deemed as passed on the last date of voting that is Sunday, October 16, 2022.







I further report that as per the Postal Ballot Notice dated September 8, 2022 and the Board Resolution dated September 8, 2022, the Chairman or a person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, on or before October 18, 2022. The result of the Postal Ballot will be displayed on the website of the Company [www.adityabirlacapital.com](http://www.adityabirlacapital.com) and on the website of KFIN <https://www.evoting.KFin.com/> the service provider. The results shall also be forwarded to BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of the Company are listed and shall also be informed to Luxembourg Stock Exchange where the Global Depository Shares of the Company are listed.

I further report that, Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from KFIN, the Service Provider for the remote E-voting facility extended by them recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/ papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking you,  
Yours faithfully,



**CS B Narasimhan**  
**(Proprietor) BN & Associates**  
**Company Secretaries**  
**(FCS no. 1303 COP no. 10440)**  
**UDIN No: F001303D0001251739**

Place: Mumbai  
Date: October 17, 2022

**The following were the witnesses to the unblocking of the votes on October 16, 2022**

1.   
Mr. R Mahesh

2.   
Mrs. Saroj Narasimhan

Received and acknowledged by:

Amber Gupta  
Company Secretary and Authorised Signatory  
**Aditya Birla Capital Limited**