

Ref: No. ABCL/SD/MUM/2022-23/AUGUST/13

26 August 2022

**BSE Limited**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: Proceedings of the 15<sup>th</sup> Annual General Meeting of Aditya Birla Capital Limited held on Friday, 26 August 2022****Ref: Regulations 30 and 44 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

- 1) The 15<sup>th</sup> Annual General Meeting (“AGM”) of Aditya Birla Capital Limited (“the Company”) was held today, i.e. Friday, 26 August 2022 at 11.00 A.M., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in compliance with the applicable Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.
- 2) The following items of business as laid down in the Notice of the AGM dated 12 May 2022, were transacted at the AGM.

<b>Item No.</b>	<b>Ordinary Business</b>	<b>Resolution type (Ordinary/ Special)</b>
1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors’ and Auditors thereon	Ordinary
2	To re-appoint Mr. Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible offers himself for re-appointment	Ordinary

- 3) In terms of the applicable provisions of the Companies Act, 2013 and Rules made thereunder, Circulars and the applicable provisions of the SEBI Listing Regulations, the Members of the Company were provided the facility of remote e-Voting. The remote e-Voting period commenced at 9:00 a.m. (IST) on Tuesday, 23 August 2022 and ended at 5:00 p.m. (IST) on Thursday, 25 August 2022. Further, the facility to vote on resolutions through e-Voting system at the AGM (Insta Poll) was made available to the Members who participated at the AGM and had not cast their votes through remote e-Voting.

**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

- 4) Mr. B. Narasimhan (FCS No.: 1303/ COP No.: 10440), Proprietor, M/s. B N & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the voting process for the AGM. The Scrutinizer's Report dated 26 August 2022 is attached as **Annexure 1**.
- 5) 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 are attached as **Annexure 2**.
- 6) The results of voting shall also be uploaded on the website of the Company and KFin Technologies Limited (KFin), the Registrar and Transfer Agents of the Company.
- 7) All resolutions as set out in the Notice of the AGM were duly approved by the Members with requisite majority.

The above is for your information and records.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**

**Amber Gupta**  
**Company Secretary**

Cc:

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

**Citi Bank N.A.**  
Custodial Services  
FIFC, 11th Floor, C-54 & 55, G Block  
Bandra Kurla Complex  
Bandra (East), Mumbai 400 051

**Citi Bank N.A.**  
Depository Receipt Services  
388 Greenwich Street  
14th Floor, New York,  
NY 10013

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

**Combined Scrutinizer's Report**

To,

The Chairman

Registered Office:

Aditya Birla Capital Limited  
Indian Rayon Compound,  
Veraval 362 266

Corporate Office:

One World Centre, Tower-1, 18<sup>th</sup> 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 15<sup>th</sup> Annual General Meeting (AGM) of *Aditya Birla Capital Limited* held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Friday, 26<sup>th</sup> August 2022 at 11.00 A.M. 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 5<sup>th</sup> May, 2020, read with circulars dated 8<sup>th</sup> April, 2020, 14<sup>th</sup> April, 2020, 13<sup>th</sup> January 2021 and 5<sup>th</sup> May 2022, issued by the Ministry of Corporate Affairs (MCA) and in accordance with the circular dated 12<sup>th</sup> May, 2020 read with circulars dated 15<sup>th</sup> January 2021 and 13<sup>th</sup> May 2022 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "RELEVANT CIRCULARS".

The Board of Directors of Aditya Birla Capital Limited (*hereinafter referred to as the "Company"*) at its meeting held on 12<sup>th</sup> May 2022 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the 15<sup>th</sup> 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 "RELEVANT 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 RELEVANT 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 RELEVANT CIRCULARS .

As mentioned in the Notice the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Indian Rayon Compound, Veraval 362 266, Gujarat, which shall be the deemed venue of the AGM.


### Report on Scrutiny:

- The Company had appointed KFin Technologies 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 15<sup>th</sup> AGM of the Company, which was held on Friday 26<sup>th</sup> August, 2022.
- The Service Provider had set up electronic voting facility on their website, <https://evoting.kfintech.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 it's 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 **RELEVANT 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, they were considered for sending the Notice of the AGM and Annual Report 2021-22.
- The Service Provider had sent the Notice of the AGM along with Annual Report 2021-22 and E-voting details by email to 4,78,352 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 2021-22 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 **RELEVANT CIRCULARS**.
- The Company completed the dispatch of Notice of AGM and Annual Report 2021-22 by email to the Members by 3<sup>rd</sup> August, 2022.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Friday, 19<sup>th</sup> August 2022**.



*[Handwritten signature]*

- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Tuesday, 23<sup>rd</sup> August, 2022 at 9.00 A.M. to Thursday, 25<sup>th</sup> August 2022 till 5:00 P.M.**
- As prescribed in clause (IV) of the Circular dated 5<sup>th</sup> May, 2020 issued by MCA, which is forming part of the RELEVANT 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 25<sup>th</sup> July, 2022, and in Gujarati in 'Sandesh' Newspaper, Rajkot edition dated 25<sup>th</sup> July, 2022. 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 4<sup>th</sup> August, 2022, and in Gujarati in 'Sandesh' newspaper dated 4<sup>th</sup> August, 2022. 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 25<sup>th</sup> August 2022 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 15<sup>th</sup> AGM of the Company held through VC / OAVM, on Friday, 26<sup>th</sup> August, 2022, after considering all the items of business, the facility to vote electronically through Instapoll was provided to facilitate those members who were attending the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes. On 26<sup>th</sup> August 2022, 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. Abhi Desai and Ms. Chitika Naik 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:**



*[Handwritten signature]*

Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	1,028	17	1,045
Total number of Shares held by them	203,11,97,752	2,10,347	203,14,08,099
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. 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) for the Financial Year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors' and Auditors thereon**

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	202,93,08,019	99.962	7,64,962	0.378	13,35,118

**Item No. 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 Mr. Kumar Mangalam Birla (DIN 00012813) 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	197,68,27,732	97.349	5,38,39,096	2.651	7,41,271

**Item No. 2 of Notice stands passed with the requisite majority.**



All the Resolutions mentioned in the AGM Notice dated 12th May, 2022 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of electronic means 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 voting conducted at the AGM by way of Electronic means are 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 BN & Associates  
COMPANY SECRETARIES



CS B Narasimhan  
(Proprietor)  
(FCS no 1303 COP no 10440)  
UDIN NO 00F1303D000843551



Place: Mumbai

Date: August 26, 2022

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

1. 

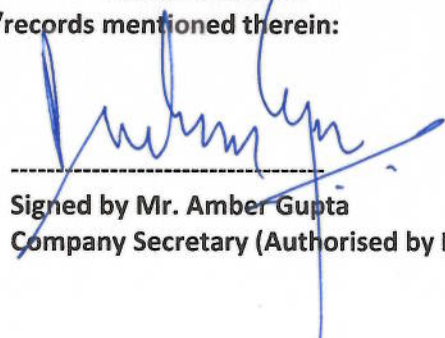
Mr. Abhi Desai

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

2. 

Ms. Chitika Naik

Place: Mumbai  
Date: August 26, 2022



Signed by Mr. Amber Gupta  
Company Secretary (Authorised by Board)



## Annexure 2

	ADITYA BIRLA CAPITAL LIMITED
Date of the AGM/EGM	26-08-2022
Total number of shareholders on record date	558944
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	69

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors' and Auditors thereon.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,717,343,195	1,683,727,067	98.0426	1,683,727,067	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,683,727,067	98.0426	1,683,727,067	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	349,607,364	330,279,083	94.4714	329,532,718	746,365	99.7740	0.2259	0	642,360
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		330,279,083	94.4714	329,532,718	746,365	99.7740	0.2260	0	642,360
Public- Non Institutions	E-Voting	349,608,700	15,856,484	4.5355	15,837,888	18,596	99.8827	0.1172	0	8,594
	Poll		210,347	0.0602	210,346	1	99.9995	0.0004	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,066,831	4.5957	16,048,234	18,597	99.8843	0.1157	0	8594
Total	2,416,559,259	2,030,072,981	84.0068	2,029,308,019	764,962	99.9623	0.0377	0	650954	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. Kumar Mangalam Birla (DIN 00012813) who retires by rotation and being eligible offers himself for re-appointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,717,343,195	1,683,675,277	98.0395	1,683,675,277	0	100.0000	0.0000	0	51,790
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,683,675,277	98.0395	1,683,675,277	0	100.0000	0.0000	0	51790
Public- Institutions	E-Voting	349,607,364	330,921,443	94.6552	277,119,373	53,802,070	83.7417	16.2582	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		330,921,443	94.6552	277,119,373	53,802,070	83.7417	16.2583	0	0
Public- Non Institutions	E-Voting	349,608,700	15,859,761	4.5364	15,822,736	37,025	99.7665	0.2334	0	5,304
	Poll		210,347	0.0602	210,346	1	99.9995	0.0004	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,070,108	4.5966	16,033,082	37,026	99.7696	0.2304	0	5304
Total	2,416,559,259	2,030,666,828	84.0313	1,976,827,732	53,839,096	97.3487	2.6513	0	57094	