

Ref: No. ABCL/SD/MUM/2023-24/AUGUST/26

18 August 2023

BSE Limited
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: Proceedings of the 16th Annual General Meeting of Aditya Birla Capital Limited held on Friday, 18 August 2023**Ref: Regulations 30 and 44 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

- 1) The 16th Annual General Meeting ("AGM") of Aditya Birla Capital Limited ("the Company") was held today, i.e. Friday, 18 August 2023 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 11 May 2023, were transacted at the AGM.

Item No.	Ordinary Business	Resolution type (Ordinary/ Special)
1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2023 and the Reports of the Board of Directors' and Auditors, thereon	Ordinary
2	To resolve not to fill up the vacancy caused due to retirement by rotation of Dr. Santrupt Misra (DIN: 00013625)	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, 15 August 2023 and ended at 5:00 p.m. (IST) on Thursday, 17 August 2023. 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**

PROTECTING INVESTING FINANCING ADVISING

- 4) Mr. Omkar Dindorkar (ACS No.: 43029/ COP No.: 24580), from M/s. MMJB & Associates LLP, Company Secretaries was appointed as the Scrutinizer to scrutinize the voting process for the AGM. The Scrutinizer's Report dated 18 August 2023 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 Private 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 & Compliance Officer

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.
Depositary 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

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To
Chairperson of the AGM
Aditya Birla Capital Limited
Indian Rayon Compound Veraval Gujarat- 362266

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 16th AGM of the shareholders of the Company, held on Friday, August 18, 2023 at 11:00 A.M. through video conferencing ("VC")/other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")

- A. I, Omkar Dindorkar, Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on May 11, 2023 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic voting at the AGM** under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 16th AGM held on Friday, August 18, 2023 at 11:00 A.M.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice convening the 16th AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 and by SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and other applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The

Company completed dispatch of Notice along with explanatory statement on Wednesday, July 26, 2023, only through electronic mode, to those members whose name(s) appeared on the Register of Members/List of beneficiaries as on Friday, July 21, 2023.

- C. The Company had appointed KFin Technologies Limited (“KFin”) for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by KFin for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Tuesday, August 15, 2023 to Thursday, August 17, 2023 and the KFin remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer’s Report dated August 18, 2023.
- F. The Company had allotted 13,39,499 equity shares under the Employee Stock Option Schemes on August 11, 2023. Consequently, the number of fully paid equity shares increased from 2,59,66,53,101 to 2,59,79,92,600. The Corporate action approval for 13,39,499 equity shares was received from CDSL on August 18, 2023 and NSDL on August 17, 2023. The voting rights were provided to Members holding 2,59,66,53,101 shares i.e. members as on cut-off date of August 11, 2023, as per the Register of members received from Depositories.

Date of AGM	August 18, 2023
Total number of shareholders on record date (i.e., as on Friday, August 11, 2023)	4,83,346
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	3
Public	71

Resolution Item No. 1 - Ordinary Resolution:

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and the Reports of the Board of Directors' and Auditors, thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,79,30,54,883	1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	49,63,57,093	43,07,49,517	86.7822	43,01,07,157	6,42,360	99.8509	0.1491
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		43,07,49,517	86.7822	43,01,07,157	6,42,360	99.8509	0.1491
3	Public-Non- Institutional	Remote E-Voting	30,85,80,624	1,08,82,982	3.5268	1,08,80,412	2,570	99.9764	0.0236
		Poll		12,759	0.0041	12,758	1	99.9922	0.0078
		Total		1,08,95,741	3.5309	1,08,93,170	2,571	99.9764	0.0236
Total			2,59,79,92,600*	2,20,10,84,013	84.7225	2,20,04,39,082	6,44,931	99.9707	0.0293

*Voting rights are provided on 2,59,66,53,101 Shares.

Resolution Item No. 2 - Ordinary Resolution:

To resolve not to fill up the vacancy caused due to retirement by rotation of Dr. Santrupt Misra (DIN: 00013625).

Sr. No	Promoter/ Public	Mode of Voting	Total 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	Remote E-Voting	1,79,30,54,883	1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000
2	Public - Institutional holders	Remote E-Voting	49,63,57,093	43,07,49,517	86.7822	43,07,49,517	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Total		43,07,49,517	86.7822	43,07,49,517	0	100.0000	0.0000
3	Public-Non-Institutional	Remote E-Voting	30,85,80,624	1,08,82,702	3.5267	1,08,71,499	11,203	99.8971	0.1029
		Poll		12,759	0.0041	12,758	1	99.9922	0.0078
		Total		1,08,95,461	3.5308	1,08,84,257	11,204	99.8972	0.1028
Total			2,59,79,92,600*	2,20,10,83,733	84.7225	2,20,10,72,529	11,204	99.9995	0.0005

*Voting rights are provided on 2,59,66,53,101 Shares.

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For MMJB & Associates LLP
Company Secretaries**

OMKAR Digitally signed by
MADHAV OMKAR MADHAV
DINDORKAR DINDORKAR
Date: 2023.08.18
17:52:42 +05'30'

**Omkar Dindorkar
Designated Partner
ACS: 43029
CP: 24580
PR: 2826/2022
UDIN: A043029E000823710
Date: August 18, 2023**

For Aditya Birla Capital Limited

Amber Digitally signed
by Amber Gupta
Date: 2023.08.18
Gupta 18:01:35 +05'30'

**Amber Gupta
Company Secretary
ACS: 14019
Date: August 18, 2023
Place: Mumbai**

	ADITYA BIRLA CAPITAL LIMITED
Date of the AGM/EGM	18-08-2023
Total number of shareholders on record date	483346
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:	3
Public:	71

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 2023 and the Reports of the Board of Directors' and Auditors, thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	1,79,30,54,883	1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,63,57,093	43,07,49,517	86.7822	43,01,07,157	6,42,360	99.8509	0.1491	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,07,49,517	86.78218224	43,01,07,157	6,42,360	99.8509	0.1491	0	0
Public- Non Institutions	E-Voting	30,85,80,624	1,08,82,982	3.5268	1,08,80,412	2,570	99.9764	0.0236	0	1,566
	Poll		12,759	0.0041	12,758	1	99.9922	0.0078	0	0
	Total		1,08,95,741	3.530921954	1,08,93,170	2,571	99.9764	0.0236	0	1566
Total		2,59,79,92,600	2,20,10,84,013	84.7225	2,20,04,39,082	6,44,931	99.9707	0.0293	0	1566

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To resolve not to fill up the vacancy caused due to retirement by rotation of Dr. Santrupt Misra (DIN: 00013625)									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	1,79,30,54,883	1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,75,94,38,755	98.1252	1,75,94,38,755	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,63,57,093	43,07,49,517	86.7822	43,07,49,517	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,07,49,517	86.78218224	43,07,49,517	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	30,85,80,624	1,08,82,702	3.5267	1,08,71,499	11,203	99.8971	0.1029	0	1,856
	Poll		12,759	0.0041	12,758	1	99.9922	0.0078	0	0
	Total		1,08,95,461	3.530831216	1,08,84,257	11,204	99.8972	0.1028	0	1856
Total		2,59,79,92,600	2,20,10,83,733	84.7225	2,20,10,72,529	11,204	99.9995	0.0005	0	1856

For Aditya Birla Capital Limited

Amber Gupta

Company Secretary & Compliance Officer