

Ref: No. ABCL/SD/MUM/2023-24/JUNE/30

24 June 2023

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001**Scrip Code: 540691**  
**Scrip ID: ABCAPITAL****The National Stock Exchange of India Ltd.**  
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 Extra-Ordinary General Meeting of Aditya Birla Capital Limited held on Saturday, 24 June 2023****Ref: Regulations 30 and 44 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

- 1) An Extra-Ordinary General Meeting (“EOGM”) of Aditya Birla Capital Limited (“the Company”) was held today, i.e. Saturday, 24 June 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 EOGM dated 1 June 2023, were transacted at the EOGM:

<b>Item No.</b>	<b>Ordinary Business</b>	<b>Resolution type (Ordinary/ Special)</b>
1	Issuance of Equity Shares on a preferential basis for an aggregate consideration not exceeding Rs. 1,250 Crore	Special
2	Issuance of Securities for an aggregate consideration not exceeding Rs. 1,750 Crore	Special

- 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 Wednesday, 21 June 2023 and ended at 5:00 p.m. (IST) on Friday, 23 June 2023. Further, the facility to vote on resolutions through e-Voting system at the EOGM (Insta Poll) was made available to the Members who participated at the EOGM and had not cast their votes through remote e-Voting.

- 4) Mr. Omkar Dindokar (ACS No.: 43029/ COP No.: 24580) from M/s MMJB & Associates LLP was appointed as the Scrutinizer to scrutinize the voting process for the EOGM. The Scrutinizer's Report dated 24 June 2023, which includes the details of the results of the remote e-Voting and e-Voting at the EOGM as per Regulation 44 of the SEBI Listing Regulations, is attached as **Annexure 1**.
- 5) 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.
- 6) All resolutions as set out in the Notice of the EOGM 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.**  
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

# *MMJB & Associates LLP*

## Company Secretaries

Ecstasy, 803-804, 8<sup>th</sup> 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 Extra Ordinary General Meeting (EOGM)**

To  
The Chairman of the EOGM  
Aditya Birla Capital Limited  
Indian Rayon Compound Veraval Gujrat- 362266

**Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the EOGM of the shareholders of the Company, held on Saturday, June 24, 2023 at 11.00 A.M. through video conferencing ("VC") /other audio-visual means ("OVAM") 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.**

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 June 1, 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 EOGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the EOGM held on Saturday, June 24, 2023 at 11.00 AM
- A. 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), the Company has confirmed that the Electronic copy of the Notice convening the EOGM of the Company and explanatory statement along with the process of electronic voting at the EOGM and remote e-voting were sent to the Members of the Company whose e-mail addresses were registered with the Company/the Depository Participant(s) for communication purposes in compliance with the MCA Circular dated April 8, 2020, April 13, 2020, June 15, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and SEBI Circular dated May 12, 2020, September 28, 2020, January 15, 2021, May 13, 2022 and 5 January 2023.
- B. The Company had appointed M/s KFin Technologies Limited ("KFIN"), the Registrar and Transfer Agent of the Company for conducting the electronic voting by the shareholders of the Company at the EOGM. After the time fixed for closing of electronic voting at EOGM by the Chairman, voting was closed and votes cast were unblocked.

- C. The Company had availed the remote e-voting facility provided by KFIN for conducting the voting by the shareholders of the Company. The remote e-voting commenced on Wednesday, June 21, 2023 at 09.00 AM and ended on Friday, June 23, 2023 at 05:00 P.M. and the KFIN remote e-voting portal was blocked for voting thereafter.
- D. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the EOGM of the Company held on Saturday, June 24, 2023, I have issued Scrutinizer's Report dated June 24, 2023.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated June 24, 2023.

<b>Date of EOGM</b>	June 24, 2023
<b>Total number of shareholders on record date (i.e. as on June 17, 2023)</b>	4,89,212
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	1
Public	52

**Resolution Item No. 1 – Special Resolution:**

Issuance of equity shares on a preferential basis for an aggregate consideration not exceeding Rs. 1,250 Crore

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	1,71,73,43,195	1,68,32,55,136	98.02	1,68,32,55,136	0	100.00	0.00
		E- Voting at EOGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,68,32,55,136</b>	<b>98.02</b>	<b>1,68,32,55,136</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	39,08,85,534	34,24,49,517	87.61	33,62,32,909	62,16,608	98.18	1.82
		E- Voting at EOGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>34,24,49,517</b>	<b>87.61</b>	<b>33,62,32,909</b>	<b>62,16,608</b>	<b>98.18</b>	<b>1.82</b>
3	Public-Others	Remote E-Voting	31,07,54,689	1,19,94,344	3.86	1,19,69,681	24,663	99.79	0.21
		E- Voting at EOGM		2,499	0.00	2,492	7	99.72	0.28
		<b>Total</b>		<b>1,19,96,843</b>	<b>3.86</b>	<b>1,19,72,173</b>	<b>24,670</b>	<b>99.79</b>	<b>0.21</b>
<b>Total</b>			<b>2,41,89,83,418</b>	<b>2,03,77,01,496</b>	<b>84.24</b>	<b>2,03,14,60,218</b>	<b>62,41,278</b>	<b>99.69</b>	<b>0.31</b>

## Resolution Item No. 2 - Special Resolution:

Issuance of securities for an aggregate consideration not exceeding Rs. 1,750 Crore

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	1,71,73,43,195	1,68,32,55,136	98.02	1,68,32,55,136	0	100.00	0.00
		E- Voting at EOGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,68,32,55,136</b>	<b>98.02</b>	<b>1,68,32,55,136</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	39,08,85,534	34,24,49,516	87.61	33,95,89,916	28,59,600	99.16	0.84
		E- Voting at EOGM		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>34,24,49,516</b>	<b>87.61</b>	<b>33,95,89,916</b>	<b>28,59,600</b>	<b>99.16</b>	<b>0.84</b>
3	Public-Others	Remote E-Voting	31,07,54,689	1,19,94,643	3.86	1,19,69,452	25,191	99.79	0.21
		E- Voting at EOGM		2,499	0.00	2,492	7	99.72	0.28
		<b>Total</b>		<b>1,19,97,142</b>	<b>3.86</b>	<b>1,19,71,944</b>	<b>25,198</b>	<b>99.79</b>	<b>0.21</b>
<b>Total</b>			<b>2,41,89,83,418</b>	<b>2,03,77,01,794</b>	<b>84.24</b>	<b>2,03,48,16,996</b>	<b>28,84,798</b>	<b>99.86</b>	<b>0.14</b>

F. 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 EOGM.

**It is to be noted that:**

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

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP  
Company Secretaries**

**For Aditya Birla Capital Limited**

**Omkar Dindorkar  
Designated Partner  
ACS: A43029  
CP: 24580  
PR: 2826/2022  
UDIN: A043029E000496053  
Date: June 24, 2023**

**Amber Gupta  
Company Secretary  
A14019  
Place: Mumbai**