



June 5, 2024

**BSE Limited**  
**Scrip: 535755**

**National Stock Exchange of India Limited**  
**Symbol: ABFRL**

**Sub.: Voting Results of the meeting of the Equity Shareholders of Aditya Birla Fashion and Retail Limited ("the Company") held on June 5, 2024 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench ("NCLT")**

**Ref.: 1. Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**  
**2. Our intimation dated May 3, 2024**

Dear Sir/ Madam,

Pursuant to the above referred, the meeting of the equity shareholders of the Company held today pursuant to the directions of NCLT, Mumbai Bench through Video Conferencing ("vc")/Other Audio-Visual Means ("OAVM"), to consider and approve the Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors ("Scheme") under Sections 230-232 of the Companies Act, 2013 and other applicable provisions. The meeting commenced at 11:30 a.m. and concluded at 12:12 p.m.

In this connection and as required under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, please find enclosed:

- (i) Voting Results enclosed as **Annexure A** and
- (ii) Scrutinizer Report on combined e-voting results dated June 5, 2024 issued by Mr. Mitesh Shah, a Practicing Company Secretary, enclosed as **Annexure B**.

The resolution approving the Scheme was passed by the Members representing three-fourth in value of the Equity Shareholders through remote e-voting and e-voting during the Meeting, in terms of the provisions of Sections 230 - 232 of the Companies Act, 2013.

The above reports are available on Company's website i.e., [www.abfrl.com](http://www.abfrl.com) and the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited i.e., at <https://instavote.linkintime.co.in/>

This is for your information and record.

Thanking you.

Sincerely,  
For **Aditya Birla Fashion and Retail Limited**

**Anil Malik**  
**President & Company Secretary**

*Encl.: a/a*

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

**Registered Office:**

Piramal Agastya Corporate Park, Building 'A',  
4<sup>th</sup> and 5<sup>th</sup> Floor, Unit No. 401, 403, 501, 502,  
L.B.S. Road, Kurla, Mumbai - 400 070

**CIN:** L18101MH2007PLC233901  
**Tel.:** +91 86529 05000  
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**VOTING RESULTS OF THE NCLT CONVENED OF THE EQUITY SHAREHOLDERS HELD ON JUNE 5, 2024 AT 11:30 A.M.**

**Annexure A**

<b>Date of Meeting</b>	<b>June 5, 2024</b>
<b>Total number of shareholders on the record Date (i.e., May 29, 2024 cut-off date for voting purpose)</b>	<b>3,12,407</b>
<b>No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:</b>	<b>N.A.</b>
• Promoter and Promoter Group	N.A.
• Public	N.A.
<b>No. of shareholders attended the meeting through video conferencing</b>	<b>45</b>
• Promoter and Promoter Group	-
• Public	45

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**VOTING RESULTS OF THE NCLT CONVENED OF THE EQUITY SHAREHOLDERS HELD ON JUNE 5, 2024 AT 11:30 A.M.**

**Annexure A**

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Resolution required: (Special Resolution)		Scheme of Amalgamation among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail limited and their respective shareholders and creditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		<b>NO</b>						
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
<b>Promoter and Promoter Group</b>	Remote E-Voting	52,62,99,516	52,62,99,516	100	52,62,99,516	-	100	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		52,62,99,516	100	52,62,99,516	-	100	-
<b>Public- Institutions</b>	Remote E-Voting	35,36,68,010	31,22,78,613	88.297	31,22,78,613	-	100	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		31,22,78,613	88.297	31,22,78,613	-	100	-
<b>Public- Non Institutions <sup>(ii)</sup></b>	Remote E-Voting	13,04,03,440	32,05,795	2.458	31,78,913	26,882	99.161	0.838
	Poll (E-voting at AGM)		395	-	395	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		32,06,190	2.459	31,79,308	26,882	99.161	0.838
<b>Total</b>		<b>1,01,03,70,966</b>	<b>84,17,84,319</b>	<b>83.314</b>	<b>84,17,57,437</b>	<b>26,882</b>	<b>99.996</b>	<b>0.003</b>

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Form MGT-13

**SCRUTINIZER'S COMBINED REPORT ON REMOTE E-VOTING & E-VOTING**

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

**Ms. Seema Khorana Patra (Retired IRS)**

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") for convening meeting of Equity Shareholders of Aditya Birla Fashion and Retail Limited (Transferee Company).

**(CIN: L18101MH2007PLC233901)**

**Regd. Office:** Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor,  
Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai – 400070.

**Sub: Report of the Scrutinizer on the results of voting conducted at Meeting of the Equity Shareholders of Aditya Birla Fashion and Retail Limited convened as per the Hon'ble National Company Law Tribunal, Mumbai Bench order dated April 26, 2024 on Wednesday, 5<sup>th</sup> day of June, 2024 at 11.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in respect of approving the proposed Scheme of Amalgamation among TCNS Clothing Co. Limited (Transferor Company) and Aditya Birla Fashion and Retail Limited (Transferee Company) and their respective shareholders ("Scheme").**

Dear Madam,

I, Mitesh J. Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary (FCS No. 10070 and CP No. 12891) have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its order dated 26<sup>th</sup> day of April, 2024 passed in CA (CAA) No. 54 / MB-I / 2024 for the purpose of scrutinizing the electronic voting including remote electronic voting for the resolution contained in the notice dated 3<sup>rd</sup> May, 2024 at the NCLT Convened Meeting ("meeting") of the Equity Shareholders of Aditya Birla Fashion and Retail Limited pursuant to the order of Hon'ble NCLT on Wednesday, the 5<sup>th</sup> day of June, 2024 at 11.30 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

1. The notice dated 3<sup>rd</sup> May, 2024 as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolution passed at the meeting of the Equity Shareholders of the Company through electronic mode to those Equity Shareholders whose e-mail IDs are registered with Link Intime and/or with concerned depositories whose names appear in the register of members/list of beneficial owners on Friday, April 26, 2024 in compliance with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "Relevant Circulars") and



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Secretarial Standard -2 on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as may be amended from time to time.

2. The Company has also published notice of the Meeting of the Equity Shareholders of the Company in "Business Standard", English language, Mumbai Edition and translation thereof in Marathi language in "Navshakti, Mumbai Edition on 6<sup>th</sup> May 2024.
3. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, May 29, 2024 were entitled to vote on the proposed resolution as set out in Notice of meeting of the Equity Shareholders of the Company.
4. The Company had availed the e-voting facility offered by Link Intime India Private Limited. The voting period for remote e-voting commenced on Friday, May 31, 2024 at 9:00 A.M. (IST) and ended on Tuesday, June 04, 2024 at 05:00 P.M. (IST) and the Instavote e-voting platform was blocked thereafter.

The Company also provided e-voting facility to the shareholders present at the meeting held through VC/OAVM. The votes casted through remote e-voting before the meeting and e-voting done at the time of the meeting were unblocked and calculated after the conclusion of the meeting.

5. Based on the data downloaded from the official website of Link Intime for the remote e-voting and e-voting process, we have scrutinized and reviewed the remote e-voting and e-voting process and votes tendered therein.
6. The Meeting of the Equity Shareholders commenced at 11.30 A.M. IST with the requisite quorum prescribed under Section 103 of the Companies Act, 2013.

The Chairperson appointed by Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or "**Tribunal**") was responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to the meeting and e-voting during the meeting on the resolution contained in the notice of the meeting of the Company.

My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour of or against the resolution.

I now submit my combined Report as under on the result of the remote e-voting and e-voting in respect of the resolution proposed in the Notice of the meeting:

**Resolution:**

To consider and approve the proposed Scheme of Amalgamation among TCNS Clothing Co. Limited (Transferor Company) and Aditya Birla Fashion and Retail Limited (Transferee Company) and their respective shareholders ("Scheme").



**Voting results for resolution (E-voting including Remote E-Voting):**

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	455	84,17,57,437	99.997
Votes against the Resolution	20	26,882	0.003
Invalid Votes	-	-	-
<b>Total</b>	<b>475</b>	<b>84,17,84,319</b>	<b>100</b>

Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.

The relevant records relating to remote e-voting and e-voting are under our safe custody and will be handed over to the Chairperson of the meeting of the Equity Shareholders of the Company and subsequently will be handed over to the Company for records and safe keeping.

Thanking you,

Yours faithfully,

**For Mitesh J Shah & Associates  
Company Secretaries**

  
**Mitesh J. Shah**

**Proprietor**

**FCS No. 10070**

**CP No. 12891**

**Peer Review Certificate No. 1730/2022**

**UDIN: F010070F000533758**



**Date: June 05, 2024**

**Place: Mumbai**