



January 22, 2025

**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 January 21, 2025 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 December 20, 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 Arrangement amongst Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands Limited and their respective creditors ("Scheme") under Sections 230-232 of the Companies Act, 2013 and other applicable provisions ("Scheme") under Sections 230-232 of the Companies Act, 2013 and other applicable provisions. The meeting commenced at 10:00 a.m. and concluded at 10:49 a.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 voting results dated January 21, 2025 issued by Mr. Jigar Darji, a Practicing Company Secretary, enclosed as **Annexure B**.

The resolution approving the Scheme was passed by the Members requisite majority 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, MUFG Intime India Private Limited (Formerly Known as 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 JANUARY 21, 2025 AT 10:00 A.M.**

**Annexure A**

<b>Date of Meeting</b>	<b>January 21, 2025</b>
<b>Total number of shareholders on the record Date (i.e., January 14, 2025 cut-off date for voting purpose)</b>	<b>3,33,650</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>67</b>
• Promoter and Promoter Group	0
• Public	67

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**VOTING RESULTS OF THE NCLT CONVENED OF THE EQUITY SHAREHOLDERS HELD ON JANUARY 21, 2025 AT 10:00 A.M.**

**Annexure A**

Resolution required: (Special Resolution)		Scheme of Arrangement among Aditya Birla Fashion and Retail Limited (“Demerged Company”), Aditya Birla Lifestyle Brands Limited (“Resulting Company”) 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	52,75,17,139	52,75,17,139	100	52,75,17,139	-	100	-
	Poll (E-voting at NCLT Meeting)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		52,75,17,139	100	52,75,17,139	-	100	-
<b>Public- Institutions</b>	Remote E-Voting	34,99,74,786	24,70,50,375	70.5909	24,70,50,375	-	100	-
	Poll (E-voting at NCLT Meeting)		7,31,70,731	20.9074	7,31,70,731	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		32,02,21,106	91.4983	32,02,21,106	-	100	-
<b>Public- Non nstitutions</b>	Remote E-Voting	18,93,25,507	5,08,992	0.2688	5,08,992	-	100	-
	Poll (E-voting at NCLT Meeting)		1,24,658	0.0658	1,24,658	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	<b>Total</b>		6,33,650	0.3347	6,33,650	-	100	-
<b>Total</b>		<b>1,06,68,17,432</b>	<b>84,83,71,895</b>	<b>79.5236</b>	<b>84,83,71,895</b>	<b>-</b>	<b>100</b>	<b>-</b>

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

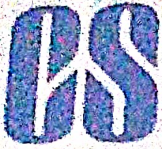
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**Jigar Darji & Associates**  
Practicing Company Secretaries

**Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") convened Meeting of Equity Shareholders**

To,

Mr. Mitesh Shah, Company Secretary

Chairperson appointed by the Hon'ble NCLT for convening meeting of equity shareholders (hereinafter the "Meeting") of Aditya Birla Fashion and Retail Limited (hereinafter the "Company"), held on Tuesday, January 21, 2025 at 10:00 AM, pursuant to the Hon'ble NCLT Order dated November 27, 2024 through video conferencing ("VC") /other audio-visual means (OVAM).

A. I, Jigar Darji, Practicing Company Secretary have been appointed by the Hon'ble NCLT, Mumbai Bench, by its Order dated November 27, 2024, as "the Scrutinizer" to conduct the following:

- (i) Remote e-voting process done by the shareholders of the Company
- (ii) Electronic Voting Process at the Meeting held on Tuesday, January 21, 2025 at 10:00 AM

in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under, the Hon'ble NCLT Order dated November 27, 2024 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Pursuant to the Order of the Hon'ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated 19 September 2024, the Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes.

C. The Company had appointed MUFG Intime India Private Limited (Formerly knowns as Link Intime India Private Limited) ("MUFG Intime") for conducting the electronic voting by the





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Equity Shareholders of the Company at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.

- D. The Company had availed the remote e-voting facility provided by MUFG Intime for conducting the remote e-voting by the Equity Shareholders of the Company. The remote e-voting commenced on 9:00 AM on Thursday, January 16, 2025 and concluded at 5:00 PM on Monday, January 20, 2025 and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. The notice along with all the annexures are being sent to all the Equity Shareholders whose names appear in the register of members/list of beneficial owners on Friday, December 20, 2024.
- F. The Cut-off date was Tuesday, January 14, 2025 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
- G. On the basis of the votes exercised by the Equity Shareholders of the Company by way of electronic voting at the Meeting of the Company held on Tuesday, January 21, 2025, I have issued Scrutinizer's Report dated Tuesday, January 21, 2025.
- H. Votes cast by Equity Shareholders of the Company.

(i) Voted in favour of the Resolution

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	292	775076506	91.36%
E-voting at the meeting	9	73295389	8.64%
<b>Total</b>	<b>301</b>	<b>848371895</b>	<b>100%</b>

(ii) Voted against of the Resolution

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	0	0	0%
E-voting at the meeting	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>





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(iii) Invalid votes

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	0	0	0%
E-voting at the meeting	0	0	0%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0%</b>

Accordingly, the proposed Resolution, to consider and approve the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company") and Aditya Birla Lifestyle Brands Limited ("Resulting Company") and their respective shareholders and creditors be and is hereby approved by requisite majority of the equity shareholders basis the aforesaid results.

- I. Pursuant to Hon'ble NCLT Order dated November 27, 2024, we are submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated December 18, 2024 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., January 21, 2025 with requisite majority.

Mr. Jigar Darji  
Company Secretary  
COP No. 21802

UDIN: A057854F003747421

Place: Mumbai

Date: 21 January 2025

