



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2018-19/JULY/01

BSE Limited

1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 540691

Scrip ID: ABCAPITAL

2nd July, 2018

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 Madam/Sir,

Sub: Disclosure of Voting Results of Postal Ballot (including remote e-voting) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

1. In continuance to our letter dated 28th May, 2018, we wish to inform you that the Members of the Company, have passed the Special Resolution, seeking Issuance of Securities for an aggregate consideration of up to Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only), as stated in the Postal Ballot Notice dated 8th May, 2018, with requisite majority.
2. The aforesaid Special Resolution shall be effective from Saturday, 30th June, 2018, being the last date of receipt of the duly completed Postal Ballot forms and remote e-voting.
3. The details of the voting results of Postal Ballot (including remote e-voting) in terms of the provisions of Regulation 44(3) of the SEBI Listing Regulations and the Scrutinizer's Report are attached as **Annexure 1** and **Annexure 2** respectively.
4. The same have also been uploaded on the website of the Company at www.adityabirlacapital.com.

The above is for your information, records and dissemination please.

Thanking you,

Yours sincerely,

For Aditya Birla Capital Limited
(Formerly known as Aditya Birla Financial Services Limited)

Sailesh Daga
Sailesh Daga
Company Secretary
Encl: a/a.



Page 1 of 2

Aditya Birla Capital Ltd.

(Formerly known as Aditya Birla Financial Services Ltd.)

One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound,

841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

+91 22 4356 7000 | (F) +91 22 4355 7111

abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com

Registered Office:

Indian Rayon Compound, Veraval - 362 266. Gujarat.

+91 28762 45711

CIN: L67120GJ2007PLC058890



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Copy to:

**Luxembourg Stock Exchange
Market & Surveillance Dept.,**

P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg

Citi Bank N.A.

Depository Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013

Central Depository Services (India) Ltd.

Marathon Futurex, A-Wing,
25th floor, NM Joshi Marg,
Lower Parel, Mumbai - 400013.
Fax - 022 2300 2043

Citi Bank N.A.

Custodial Services

FIFC, 11th Floor, C-54 & 55, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Listing Agent

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

National Securities Depository Ltd.

Tradeworld, 4th & 5th Floors,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013.
Fax - 022 2497 6351



Annexure 1

ADITYA BIRLA CAPITAL LIMITED
(Formerly known as Aditya Birla Financial Services Limited)

Postal Ballot Voting Results

Date of the AGM/EGM:	Not Applicable (Resolution passed through Postal Ballot on 30th June, 2018)
Total number of shareholders on record date	5,27,569 (Record date -25.05.2018)
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable (Resolution passed through Postal Ballot)
Resolution required: (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 1: Issuance of securities for an aggregate consideration of up to Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only)

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
Promoter and Promoter Group	E-Voting	160,12,88,195	156,76,72,067	97.901	156,76,72,067	-	100.000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		160,12,88,195	156,76,72,067	97.901	156,76,72,067	-	100.000
Public Institutions	E-Voting	26,99,70,979	17,95,23,806	66.497	17,79,92,541	15,31,265	99.147	0.853
	Poll		-	-	-	-	-	
	Postal Ballot		55,807,167	20.672	558,07,167	-	100.000	-
	Total		26,99,70,979	23,53,30,973	87.169	23,37,99,708	15,31,265	99.349
Public Non Institutions	E-Voting	32,98,12,771	34,75,346	1.054	34,34,565	40,781	98.827	1.173
	Poll		-	-	-	-	-	
	Postal Ballot		813,559	0.247	792,072	21,487	97.359	2.641
	Total		32,98,12,771	42,88,905	1.300	42,26,637	62,268	98.548
Total	Total	220,10,71,945	180,72,91,945	82.110	180,56,98,412	15,93,533	99.912	0.088

For ADITYA BIRLA CAPITAL LIMITED
(Formerly known as Aditya Birla Financial Services Limited)


Sailesh Daga
 Company Secretary
 FCS 4164



PROTECTING INVESTING FINANCING ADVISING

Aditya Birla Capital Ltd. (Formerly known as Aditya Birla Financial Services Ltd.)
 One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound, 84-1, Senapati Bapat Marg,
 Elphinstone Road, Mumbai 400 013
 +91 22 4356 7000 | abc.secretariat@adityabirla.com | www.adityabirlacapital.com
 Registered Office: Indian Rayon Compound, Veraval - 362 266, Gujarat. +91 28762 45711
 CIN: 1671206/2007PLC058890

SCUTINIZER'S REPORT

July 1, 2018

To,
The Chairman,
Aditya Birla Capital Limited
(Formerly known as Aditya Birla Financial Services Limited)
Indian Rayon Compound,
Veraval-362 266, Gujarat

Corporate Office:
One Indiabulls Centre, Tower-1,
18th Floor, Jupiter Mill Compound,
Senapati Bapat Marg, Elphinstone Road,
Mumbai 400 013

Dear Sir,

Sub. : Passing of Resolution through Postal Ballot

In terms of the resolution passed by the Board of Directors of Aditya Birla Capital Limited (*hereinafter referred to as "the Company"*) on 8th May, 2018, I have been appointed as the Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Special Resolution as circulated/ stated in the Postal Ballot Notice ('**Notice**') dated 8th May, 2018.

In order to enable wider participation of Members and to comply with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013 (the '**Act**') read with the rules framed thereunder, the Company had provided remote electronic voting ('**e-voting**') facility as an alternative to its Members so as to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Accordingly, the Company had made arrangements with its Registrar and Share Transfer agents, Karvy Computershare Private Limited (*hereinafter referred to as 'Karvy'*), also the Service Provider, for providing a system of recording votes of the Members cast through e-voting. The Company had also made arrangements with Karvy to set up the e-voting facility on its website <https://evoting.karvy.com>.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

The Company and Karvy had uploaded the Notice together with the explanatory statement and the Postal Ballot Form on its website www.adityabirlacapital.com and <https://evoting.karvy.com> respectively. Karvy had generated Electronic Voting Event Number ('EVEN') for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the rules framed thereunder have been duly complied with by the Service Provider. Necessary instructions in relation to voting by postal ballot were duly mentioned in the Notice dated 8th May, 2018, sent to all the Members of the Company by registered post, courier and e-mail, wherever e-mail id's were available as detailed elsewhere in this Report. The above activities were completed by 31st May, 2018. The Register of Members was made up, for the purpose of dispatch of the Notice and Postal Ballot Form to the Members as of Friday, 25th May 2018 (cut-off date). The item for which approval of the Members of the Company was sought through Special Resolution as stated in the Notice dated 8th May, 2018 is also mentioned hereunder:-

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u>	Issue of Securities for Aggregate consideration of up to Rs 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only)

I report that the Notice and the Postal Ballot Form in accordance with the relevant provisions of the Act read with rules made thereunder were dispatched to the Members numbering to 3,727 through registered post, 172,394 through courier and 3,200 through international airmail in physical form. The Notices and the Postal Ballot Form sent in physical form were accompanied with postage pre-paid self-addressed Business Reply Envelope ('BRE') which was required to be returned by the Members on or before 5.00 P.M., on Saturday, 30th June 2018. In addition to the above, Notices were also sent via electronic mode by Karvy, the Service Provider, to **348,248** Members at their e-mail addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 25th May 2018 (cut-off date). As per the information provided by the Service Provider, out of the **348,248** e-mails sent, 17,720 e-mails had bounced. The Company subsequently, sent the physical Notice along with the Form and



BRE to these shareholders by Courier / registered post. I further report that as stated in the Notice sent to the Members, the Company had fixed 5:00 P.M. on Saturday, 30th June 2018 as the last date for receipt of Postal Ballot Form and completing the e-voting.

As stated in sub-rule 4 of rule 20 as well as rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Business Standard (all India editions)", English Newspaper, and in "Sandesh (Rajkot edition)", Gujarati Newspaper, both on 1st June, 2018, informing about the completion of dispatch of the Notices and Forms, by registered post/courier / airmail and by e-mail, wherever applicable, to the Members along with other related documents mentioned therein.

I report that I have received the Postal Ballot Forms from the Members during the period starting from Friday, 1st June, 2018 till Saturday, 30th June, 2018. All the Postal Ballot Forms together with all votes cast through e-voting from Friday, 1st June 2018 up to 5:00 P.M. on Saturday, 30th June, 2018, being the last date fixed by the Company for receipt of the Postal Ballot Forms/e-voting, were considered for scrutiny.

The Postal Ballot Forms received by Karvy in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by Karvy under my instruction at regular intervals. This process was carried out on a weekly basis.

On Saturday, 30th June 2018, after the closure of e-voting process at 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. V K Jayaraman and Ms. Sripriya Senthilkumar Witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since, e-voting facility was provided by Karvy, the details of the e-voting exercised by the Members and the votes exercised through Postal Ballot Forms, which were duly scrutinized and processed, were duly compiled by Karvy. The details of the e-voting, the compilation of the Register in respect of physical Postal Ballot Forms containing the statement of Member's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by Karvy which have been duly scrutinized.

On scrutiny, I report that out of **527,569** Members holding shares as on the cut-off date, i.e. 25th May, 2018, 941 Members have exercised their votes through e-voting and 1325 Members have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the Members to cast their votes. In case, the Members have cast their votes by Postal Ballot Forms as well as through e-voting then, vote cast through e-voting was considered and voting done through Postal Ballot Forms was ignored as indicated in the Notice dated 8th May 2018.

The details of Postal Ballot results for the item placed for consideration and approval of the Members is given below:



Item No. 1. Special Resolution

Issue of Securities for Aggregate consideration of up to Rs 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only)

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**“SEBI Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the listing agreements entered into by the Company with BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**) on which the equity shares having face value of Rs.10/- each of the Company (**“Equity Shares”**) are listed and Luxembourg Stock Exchange (**“LSE”**) on which the global depository receipts of the Company are listed (BSE, NSE and LSE shall collectively be referred to as the **“Stock Exchanges”**), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Government of India (**“GoI”**), Stock Exchanges and / or any other competent authorities (herein referred to as **“Applicable Regulatory Authorities”**), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (**“Board”**, which term shall include any Committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot such number of fully paid-up Equity Shares, global depository receipts (**“GDRs”**), American depository receipts (**“ADRs”**), foreign currency convertible bonds (**“FCCBs”**), preference shares convertible into Equity Shares, fully convertible debentures/partly convertible debentures, non-convertible debentures (**“NCDs”**) along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as **“Securities”**) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and/ or domestic offerings, in one or more foreign markets and/or domestic market, through public and/or private offerings and/ or by way of



qualified institutions placement, or any combination thereof, through issue of prospectus and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with Chapter VIII of the SEBI Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the Securities or not (collectively called the “Investors”), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to Rs. 3,500 Crores only (Rupees Three Thousand Five Hundred Crores only) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed, as the Board in its absolute discretion may deem fit and appropriate.”

“**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a qualified institutions placement (“QIP”) in terms of Chapter VIII of the SEBI Regulations,

- (a) the allotment of the Securities shall be completed within 12 months from the date of passing of the special resolution by the Members or such other time as may be allowed under the SEBI Regulations from time to time;
- (b) the Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations;
- (c) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed five times of the net worth of the Company as per the audited balance sheet of the previous financial year;
- (d) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations;
- (e) in the event that convertible securities and/or warrants which are convertible into Equity Shares are issued along with NCDs to qualified institutional buyers under Chapter VIII of the SEBI Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with NCDs and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations; and



(f) the Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations.”

“**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.”

“**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.”

“**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank *pari passu* in all respects with the existing Securities of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue and allotment of Securities, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities, including application to Stock Exchanges for obtaining in-principle approval, listing of Securities, filing of requisite documents with the Registrar of Companies, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or



doubts that may arise in regard to the creation, offer, issue and allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby severally authorised to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, issue and allotment of the Securities.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in regard to the Issue.”

Total no. of Members	5,27,569		
Total no. of Equity Shares	220,10,71,945		
Receipt of Postal Ballot Forms	From 1 st June, 2018 till 30 th June, 2018		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	941	175,13,80,689
Total votes cast through Postal Ballot Forms received	B	1,325	5,66,64,842
Grand Total of e-voting/Postal Ballot Forms (A+B)	C	2,216	180,80,45,531
Less: Invalid e-voting/ Postal Ballot Forms <i>*(On account of signature mismatch, for / against option not indicated / abstained/less voted)</i>	D	138	7,53,586
Net e-voting/ Postal Ballot Forms (C-D)	E	2,128	180,72,91,945

NOTE:

- (i) Invalid Postal Ballot Forms were not taken into account for counting of votes.***
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the Postal Ballot Form whichever is less***
- (iii) There are NIL cases where the Member has voted both through Postal Ballot Form as well as through e-voting***



Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outsta nding shares (3)=[(2)/ (1)]*10 0	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)]*1 00
Promoter and Promoter Group	160,12,88,195	156,76,72,067	97.901	156,76,72,067	NIL	100.00	0.000
Public- Institution al holders	269,970,979	23,53,30,973	87.169	23,37,99,708	15,31,265	99.349	0.651
Public- others	32,98,12,771	42,88,905	1.300	42,26,637	62,268	98.548	1.452
Total	2,201,071,945	180,72,91,945	82.110	180,56,98,412	15,93,533	99.912	0.088

Percentage of votes cast in favour: 99.912 Percentage of votes cast against: 0.088

RESULTS:-

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in the Postal Ballot Notice dated 8th May, 2018 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is 30th June, 2018.

I further report that as per the Postal Ballot Notice dated 8th May, 2018 and the Board Resolution dated 8th May, 2018, the Chairman or a person authorised by the Chairman may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred on or before 2nd July, 2018. The result of the Postal Ballot will be displayed on the Company's website www.adityabirlacapital.com as also that of the Service Provider Karvy at <https://evoting.karvy.com>. The results will also be communicated to BSE Limited and National Stock Exchange of India Limited (the stock exchanges) where the shares of the Company are listed and will also be displayed on the notice board of the Company at its Registered office and



Corporate office, immediately after the declaration of the result by the Chairman or a person authorised by him in writing.

I further report that rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from Karvy, the Service Provider for the e-voting facility extended by them as also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, voting through postal ballot, which includes all the particulars of the Members such as the name, folio number/ DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman or a person authorised by the Chairman, considers, approves and signs the Minutes of the Postal Ballot process.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking You,

Yours faithfully,

For BN & Associates
COMPANY SECRETARIES



B Narasimhan
(Proprietor)
FCS 1303
COP No.: 10440



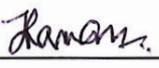
Place: Hyderabad

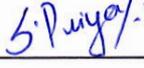
Dated: 1st July, 2018

The following were the witnesses to the unblocking of e-voting, on 30th June, 2018, on closure of e-voting period.

1. V K Jayaraman

2. Ms. Sripriya Senthilkumar

Signature 

Signature 

I have received the report:

Signature 

Chairman/ Person Authorised by the Chairman