



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2019-20/OCT/01

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

Scrip Code: 540691
Scrip ID: ABCAPITAL

5th October, 2019

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: Outcome of the Extra-Ordinary General Meeting

Ref: Regulations 30 and 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

- i) The Extra-Ordinary General Meeting ("EGM") of Aditya Birla Capital Limited ("the Company") was held today, i.e. 5th October, 2019 at 11 a.m. at the Registered Office of the Company at Indian Rayon Compound, Veraval - 362 266, Gujarat.
- ii) In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the SEBI Listing Regulations, the Members of the Company were provided the facility of remote e-voting and electronic voting at the venue of the EGM. The remote e-voting period commenced on Wednesday, 2nd October, 2019 (9:00 a.m. IST) and ended on Friday, 4th October, 2019 (5:00 p.m. IST).
- iii) The following item of business as laid down in the Notice of the EGM dated 5th September, 2019, was transacted at the EGM:

Method of voting for the Resolution: Remote e-voting and electronic voting at the EGM

Item No.	Description	Resolution required	Remarks
1	Issuance of equity shares on a preferential basis for an aggregate consideration of Rs. 21,000 million	Special	Passed with requisite majority

- iv) The Board of Directors of the Company, by resolution dated 5th September, 2019, had appointed Mr. Dilip Bharadiya (FCS No.: 7956), Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries as the Scrutinizer ("Scrutinizer"), to scrutinize the remote e-voting process and the voting at the EGM in a fair and transparent manner. The Scrutinizer's Report dated 5th October, 2019 is attached as **Annexure 1**.

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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 4356 7111

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

Registered Office:

Indian Rayon Compound, Veraval - 362 266. Gujarat.
+91 28762 45711
CIN: L67120GJ2007PLC058890



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v) Disclosures pertaining to the voting results of the remote e-voting and e-voting at the EGM, pursuant to provisions of Regulation 44(3) of the Listing Regulations along with the Consolidated Scrutinizer's Report dated 5th October, 2019 is attached as **Annexure 2**. The resolution as set out in the Notice of the EGM has been duly approved by the Members with requisite majority.

vi) The Voting Results along with the Scrutinizer's Report dated 5th October, 2019 is made available on the Company's website at www.adityabirlacapital.com.

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

Thanking you,

Yours sincerely,

For Aditya Birla Capital Limited

Sailesh Daga



Sailesh Daga
Company Secretary
FCS 4164

Cc:
Luxembourg Stock Exchange
Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg

Citi Bank N.A.
Depositary Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013

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

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Dilip Bharadiya
B.Com., A.C.A., F.C.S.
Proprietor

DILIP BHARADIYA & ASSOCIATES
COMPANY SECRETARIES

Phone : 91 - 22 - 2888 3756
Mobile : 91 - 98202 90360
Email : dilipbc@gmail.com
: dilip@csdilip.com

Combined Scrutinizer's Report

To,
The Chairman
Registered Office:
Aditya Birla Capital Limited
Indian Rayon Compound,
Veraval 362 266
Gujarat.

Dear Sir,

Sub: Passing of Resolution through remote e-voting and voting electronically at the venue of the Extra-Ordinary General Meeting (EGM) of Aditya Birla Capital Limited held at Veraval, Gujarat on 5th October 2019, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Aditya Birla Capital Limited (hereinafter referred to as the "Company") at its meeting held on 5th September, 2019 has appointed me as the Scrutinizer for the Remote E-voting process as well as the electronic voting to be conducted at the venue of the Extra-Ordinary General Meeting ("EGM") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2019 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Report on Scrutiny:

- The Company has appointed Karvy Fintech Private Limited ("KFPL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the EGM of the Company. KFPL had also provided a system for recording the votes of the Members at the venue electronically on all the items of the business.
- KFPL are also the Registrar and Share Transfer Agents ('RTA') of the Company.



- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolution placed for approval of the Members was **Saturday, 28th September 2019**.
- The Remote E-Voting facility was open from **Wednesday 2nd October, 2019 9:00 A.M. to Friday 4th October 2019 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by **11th September, 2019**
- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standard newspaper having country-wide circulation dated **12th September, 2019** and in Gujarati language in Sandesh (Rajkot) newspaper dated **12th September, 2019**.
- At the end of the voting period on **Friday 4th October, 2019 at 5.00 P.M.**, the voting portal of KFPL was blocked.
- As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the EGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of EGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- Accordingly, the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting were downloaded from the Karvy Website.
- At the venue of the EGM the facility to vote electronically was provided to facilitate those Members present at the EGM who could not participate through Remote E-voting to record their votes electronically.
- On **Saturday 5th October, 2019**, after counting of the votes conducted at the venue of the EGM through electronic process, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of **Mr. Ramchandra Sharma and Mr. Pradeep Kumar P** who acted as the witnesses and are not the employees of the company.
- The voting done through remote e-voting and electronic voting at the meeting, were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.

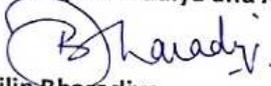


- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the electronic voting done at the venue of the EGM, the details of which are as attached.

The Resolution mentioned in the EGM Notice dated 5th September, 2019 as per the above details stands passed under Remote E-voting and voting conducted at the EGM by way of Electronic voting with the requisite majority. The details of voting are provided in the Annexure to the report.

I hereby confirm that I have maintained the Registers and the electronic voting data received from the RTA, in respect of the votes cast through Remote E-Voting and e-voting conducted at EGM by the Members of the Company. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For Dilip Bharadiya and Associates


Dilip Bharadiya
FCS 7956, C.P. 6740
UDIN: F007956A000031848
Place: Veraval
Date: 5th October, 2019



Witnesses: 

1. Mr. Ramchandra Sharma

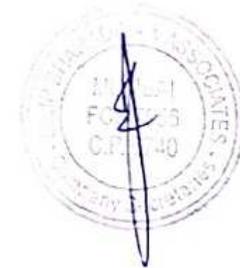

2. Mr. Pradeep Kumar P

Received the Report together with other data/records mentioned therein:

Place: Veraval
Date: 5th October, 2019


Signed by Mr. P H Ravikumar
Chairman of the Meeting

ADITYA BIRLA CAPITAL LIMITED		Annexure						
Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Issuance of equity shares on a preferential basis for an aggregate consideration of Rs. 21,000 million (Rupees Twenty One Thousand million only)							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	1,601,288,195	1,567,672,067	97.9007	1,567,672,067	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,567,672,067	97.9007	1,567,672,067	0	100.0000	0.0000
Public- Institutions	E-Voting	248,894,625	212,872,814	85.5273	212,872,814	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		212,872,814	85.5273	212,872,814	0	100.0000	0.0000
Public- Non Institutions	E-Voting	352,374,946	17,733,502	5.0326	17,679,204	54,298	99.6938	0.3061
	Poll		45,928	0.0130	45,928	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		17,779,430	5.0456	17,725,132	54,298	99.6946	0.3054
Total		2,202,557,766	1,798,324,311	81.6471	1,798,270,013	54,298	99.9970	0.0030



Name of the Company	Aditya Birla Capital Limited
Date of the Extra-Ordinary General Meeting	05-10-2019
Total number of shareholders on record date	5,31,780
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	0
Public:	66
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/Special)	SPECIAL - Issuance of equity shares on a preferential basis for an aggregate consideration of Rs. 21,000 million (Rupees Twenty One Thousand million only)									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	1,601,288,195	1,567,672,067	97.9007	1,567,672,067	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,567,672,067	97.9007	1,567,672,067	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	248,894,625	212,872,814	85.5273	212,872,814	0	100.0000	0.0000	0	6,896,477
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		212,872,814	85.5273	212,872,814	0	100.0000	0.0000	0	6,896,477
Public- Non Institutions	E-Voting	352,374,946	17,733,502	5.0326	17,679,204	54,298	99.6938	0.3061	0	5,175
	Poll		45,928	0.0130	45,928	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,779,430	5.0456	17,725,132	54,298	99.6946	0.3054	0	5175
Total		2,202,557,766	1,798,324,311	81.6471	1,798,270,013	54,298	99.9970	0.0030	0	6,901,652



CERTIFIED TO BE TRUE
For **ADITYA BIRLA CAPITAL LIMITED**

Sailesh Daga
Sailesh Daga
Company Secretary
FCS 4164