



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

10 June 2021

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, 5th Floor,
Plot. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051
Symbol: ABCAPITAL

Dear Sir/Madam,

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 10 May 2021, we wish to inform you that the Members of the Company, have passed the Special Resolution for approval of potential dilution of shareholding of the Company in Aditya Birla Sun Life AMC Limited, a material subsidiary of the Company, to less than or equal to fifty percent under Regulation 24(5) of the SEBI listing regulations, as stated in the Postal Ballot Notice dated 7 May 2021, with requisite majority.
2. The aforesaid Special Resolution shall be deemed as passed on Wednesday, 9 June 2021, being the last date of 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 aforementioned documents 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**

Amber Gupta
Company Secretary
Encl: a.a.

Cc:
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

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

ADITYA BIRLA CAPITAL LIMITED

Postal Ballot Voting Results

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on Wednesday, 9 June 2021)
Date of Postal Ballot Notice	Friday, 07 May 2021
Total number of shareholders on record date	5,02,821
Voting	
Start Date	Tuesday, 11 May 2021
End Date	Wednesday, 9 June 2021
No. of shareholders present in the meeting either in person or	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL -To approve potential dilution of shareholding in Aditya Birla Sun Life AMC Limited, a material subsidiary of the company, to less than or equal to fifty percent under regulation 24(5) of the SEBI Listing Regulations							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	1,70,75,18,195	1,63,40,51,553	95.697	1,63,40,51,553	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	36,08,63,515	14,37,18,514	39.826	14,37,18,514	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	34,68,96,268	1,33,47,948	3.848	1,33,30,889	17,059	99.872	0.128
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		2,41,52,77,978	1,79,11,18,015	74.158	1,79,11,00,956	17,059	99.999	0.0010

SCUTINIZER'S REPORT

June 10, 2021

To,
The Chairman,
Aditya Birla Capital Ltd
 One World Centre Tower 1, 18th Floor
 Jupiter Mill Compound, 841 Senapati Bapat Marg,
 Elphinstone Road, Mumbai 400013

Dear Sir,

Sub.: Aditya Birla Capital Ltd - Scrutinizer's Report on Postal Ballot (E-voting) Results

The Board of Directors of Aditya Birla Capital Ltd (*hereinafter referred to as "the Company"*) vide circular resolution passed on May 7, 2021, have appointed me as the Scrutinizer to conduct and scrutinize the Postal Ballot E- voting process in a fair and transparent manner in respect of the Resolution as circulated/ stated in the Postal Ballot Notice dated May 7, 2021 ('Notice').

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the 'Act'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), the Secretarial Standard on the General Meetings ('SS-2') issued by the Institute of Company Secretaries of India read with the Circulars issued by the Ministry of Corporate Affairs in this regard, and any amendments thereto, the Company had provided facility for voting through electronic means (E-voting) or (remote e-voting) to all the Members of the Company to enable them to cast their votes only through electronic means on the item mentioned in the Notice.

The Company has engaged the services of KFin Technologies Private Limited, as the Electronic Voting Service Provider (*hereinafter referred to as "KFIN" or "EVSP"*) who had made necessary arrangements to facilitate E-voting by the shareholders of the Company on their website <https://evoting.kfintech.com>. KFin Technologies Private Limited is also the Registrars and Share Transfer Agents ('RTA') for the Company.

In view of the prevailing pandemic situation and to obviate difficulties faced by the Corporates in providing both voting by physical ballot and E-voting, a facility was extended for the members to cast their vote only through E-voting in accordance with the provisions of the General Circulars No.14/2020 dated April 08, 2020 and No.17/2020 dated April 13, 2020 No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').



Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required as provided in the Act/Rules to cast the vote, in electronic form only, to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the Remote E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email address registered with the RTA so that they could also participate in the E-voting facility extended by the Company.

The Company and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. www.adityabirlacapital.com and <https://www.evoting.KFin.com/>. The Notice was also uploaded on the stock exchange websites where the securities of the Company are listed viz. www.bseindia.com and www.nseindia.com. Electronic Voting Event Number "5892" ('EVEN') was generated for casting the votes through remote e-voting mode. The Company and the EVSP have complied with, all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on May 10, 2021 to all the Members of the Company through e-mail who have registered their e-mail addresses as on May 7, 2021 (cut-off date).

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by remote e-voting.

My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by EVSP.

I report that, the Notice was sent through e-mail to **3,97,186** members as per the confirmation provided by KFIN to those members whose email id were registered with the Depositories and as made available to the RTA. The total number of Members as on the Cut-off date was 5,02,821. The E-voting period commenced from Tuesday, May 11, 2021 from 9.00 a.m. IST and ended on Wednesday June 9, at 5.00 p.m. IST. For those members whose email ID were not available, a Public Notice with regard to the Postal Ballot Notice was published on May 5, 2021, in "Business Standard (All India Edition).", English Newspaper and in "Sandesh (Rajkot edition)", Gujarati Newspaper dated May 5, 2021 providing requisite information and contact details of the EVSP for registering email id and queries on E-voting. The Notice for despatch of the Postal ballot along with the required information for the information of the shareholders was published on May 11, 2021, in "Business Standard (All India Edition)", English Newspaper and in "Sandesh (Rajkot edition)", Gujarati Newspaper dated May 11, 2021




The item for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u>	To approve potential dilution of shareholding in Aditya Birla Sun Life AMC Limited, a material subsidiary of the company, to less than or equal to fifty percent under regulation 24(5) of the SEBI listing regulations

“**RESOLVED THAT** in accordance with the provisions of Regulation 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*“the SEBI Listing Regulations”*) and pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder, including any statutory modifications and amendments to each of the foregoing provisions, the master directions/ circulars/ guidelines issued by the Reserve Bank of India, all applicable notifications, clarifications, circulars, rules issued by the Government of India or other Government or statutory authorities, and subject to the Memorandum and Articles of association of the Company, the requisite approvals required, if any, of any relevant statutory, regulatory or government authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, consent of the members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as ‘**Board**’, which term shall be deemed to include, unless the context otherwise requires any Committee of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) for potential dilution, sale of stake, or reduction of Company’s shareholding in Aditya Birla Sun Life AMC Limited (*“ABSLAMC”*), a material subsidiary of the Company, to less than or equal to fifty percent of the paid up capital of ABSLAMC pursuant to the vesting and exercise of employee stock options/ restricted stock units issued under the Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021 or any other stock option scheme adopted by ABSLAMC, and/or due to dilution / sale of stake of the Company’s shareholding in ABSLAMC in order to enable ABSLAMC to meet the minimum public shareholding required under applicable law post the initial public offering (“IPO”) of ABSLAMC, and listing of equity shares of ABSLAMC on BSE Limited and National Stock Exchange of India Limited and/ or such other corporate action or sale of stake in ABSLAMC as may be applicable under Regulation 24(5) of the SEBI Listing Regulations, subject to prevailing market conditions and applicable regulatory approvals, and other considerations and terms and conditions as may be applicable and deemed fit by the Board of Directors of the Company”

“**RESOLVED FURTHER THAT** the Board of Directors (which includes a committee formed by the Board) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to, deciding on the timing, manner and extent of carrying out the aforesaid potential dilution, sale of stake, or reduction of Company’s shareholding in Aditya Birla Sun Life AMC Limited (ABSLAMC) to less than or equal to fifty percent of the paid up capital of ABSLAMC and/ or such other corporate action or



sale of stake in ABSLAMC as may be applicable under Regulation 24(5) of the SEBI Listing Regulations, and to negotiate, finalize and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary in this connection.”

SUMMARY OF VOTES CAST

The E-voting process concluded at 5.00 p.m. on June 9, 2021. After the closure of the remote E-voting process the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. R Mahesh and Mrs. Saroj Narasimhan 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 KFIN, the details of the E-voting exercised by the Members were duly obtained from the website of KFIN. The details of the E-voting, the compilation of the data containing the Member’s name, DP ID Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by KFIN on their website i.e. <https://www.evoting.KFin.com/>. which was duly scrutinized.

On scrutiny, I report that out of **5,02,821** Members holding shares as on the cut-off date, i.e. Friday, May 7, 2021, 773 Members have exercised their votes through remote E-voting. The details of Postal Ballot results for the items placed for consideration and approval of the Members is given below:

Item No 1: As a Special Resolution

To authorize raising of Capital through the issuance of equity shares or other securities

Total no. of Members	5,02,821		
Total no. of Equity Shares	2,41,52,77,978		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. on Tuesday May 11, 2021 till 5.00 p.m. on Wednesday June 9, 2021		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	773	179,13,71,607
Less: E-voting considered as <i>abstained/less voted</i> refer note below	B	10	2,53,592
Net E-voting (A-B) considered valid	C	768*	179,11,18015

- *** 5 Shareholders have voted both for and against**

NOTE:



- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.
- (ii) A vote cast in favour or against is calculated based on the valid votes cast through Remote E-voting

Summary of E-voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of Valid votes polled (2)	% of Valid votes polled on outstan ding 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	170,75,18,195	163,40,51,553	95.697	163,40,51,553	NIL	100.00	NIL
Public- Institutional holders	36,08,63,515	14,37,18,514	39.826	14,37,18,514	NIL	100.00	NIL
Public- others	34,68,96,268	1,33,47,948	3.848	1,33,30,889	17,059	99.872	0.128
Total	2,41,52,77,978	179,11,18,015	74.158	179,11,00,956	17,059	99.999	0.001

Percentage of votes cast in **Favour**: 99.999 Percentage of votes cast **Against**: 0.001

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 per Item No.1 as set forth in the Postal Ballot Notice dated May 7, 2021 has been passed by the Members with **requisite majority**. The Resolution is deemed as passed on the last date of voting that is Wednesday June 9, 2021.

I further report that as per the Postal Ballot Notice dated May 7, 2021 and the Board Resolution dated May 7, 2021, the Chairman or a person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, on or before June 11, 2021. The result of the Postal Ballot will be displayed on the website of the Company www.adityabirlacapital.com and on the website of KFIN <https://www.evoting.KFin.com/> the service provider. The results shall also be forwarded to



BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of the Company are listed and to the Company at its Registered Office and shall also be informed to Luxembourg Stock Exchange where the Global Depository Shares of the Company are listed.

I further report that, Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from KFIN, the Service Provider for the remote E-voting facility extended by them recording the consent or otherwise received from the Members, by E-voting 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, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

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**



[Handwritten Signature]
**CS B Narasimhan
(Proprietor)
(FCS no. 1303 COP no. 10440)
UDIN No: F001303C000427443**

Place: Mumbai
Date: June 10, 2021

The following were the witnesses to the unblocking of the votes on June 9, 2021

1. *R Mahesh*
Mr R Mahesh

2. *Saroj Narasimhan*
Mrs. Saroj Narasimhan

Received and acknowledged by:

[Handwritten Signature]
Amber Gupta
Company Secretary and Authorised Signatory
Aditya Birla Capital Ltd