

Ref: No. ABCL/SD/MUM/2024-25/JANUARY/02

08 January 2025

BSE Limited
Corporate Relations Department
1st Floor, New Trading Ring,
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: Outcome of the Meeting of the Equity Shareholders of Aditya Birla Capital Limited ("Company") convened pursuant to the Order dated 29 November 2024, passed by the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench.

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - In the matter of Scheme of amalgamation ("Scheme") of Aditya Birla Finance Limited ("Amalgamating Company") (a wholly owned subsidiary of the Company) with the Company.

- 1) This is in continuation to our letter dated 07 January 2025.
- 2) Pursuant to Order dated 29 November 2024, passed by the Hon'ble NCLT, Ahmedabad Bench, the Meeting of the Equity Shareholders ("Meeting") was held on Tuesday, 07 January 2025 at 11:00 a.m. (IST) through electronic mode (video conference and/or other audio-visual means).
- 3) The following item of business as laid down in the Notice of the Meeting of the Equity Shareholders dated 02 December 2024, was transacted at the Meeting:

Item No.	Business
1	Approval of scheme of amalgamation ("Scheme") of Aditya Birla Finance Limited ("Amalgamating Company") (a wholly owned subsidiary of the Company) with the Company and their respective shareholders and creditors.

- 4) The Meeting concluded at 12:06 p.m. (IST).
- 5) In terms of the applicable provisions of the Companies Act, 2013 and Rules made thereunder, Circulars and the applicable provisions of the SEBI Listing Regulations, the equity shareholders of the Company were provided the facility of remote e-voting. The remote e-voting period commenced at 9:00 a.m. (IST) on Thursday, 02 January 2025 and ended at 5:00 p.m. (IST) on Monday, 06 January 2025. Further, the facility to vote on resolution through e-voting system during the Meeting (Insta Poll) was made available to the equity shareholders who participated during the Meeting and had not cast their votes through remote e-voting.
- 6) Mr. Dilip Bharadiya, Practicing Company Secretary (FCS No.: 7956, C.P. No.: 6740) was appointed as the Scrutinizer to scrutinize the process of remote e-voting including e-voting during the meeting. The Scrutinizer's Report dated 07 January 2025 is attached as **Annexure 1**.

- 7) In terms of the provisions of Regulation 44 of the SEBI Listing Regulations, the details of the results of voting held through remote e-voting and e-voting during the Meeting are attached as **Annexure 2**.
- 8) The results of voting shall also be uploaded on the website of the Company and Kfin Technologies Limited (Kfin), the Registrar and Transfer Agents of the Company.
- 9) Resolution as set out in the Notice of the court convened meeting was duly approved by the equity shareholders of the Company with requisite statutory majority.

We request you to take the aforesaid on records.

Thanking you,

Yours sincerely,
For **Aditya Birla Capital Limited**

Santosh Haldankar
Company Secretary & Compliance Officer

Cc:

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

Citi Bank N.A.
Custodial Services
FIFC, 11th Floor, C-54 & 55, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

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

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

Dilip Bharadiya

B.Com., A.C.A., F.C.S.

Shivangini Gohel

B.Com., A.C.S., LLB, PGDSLCL

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

Phone : 91 - 22 - 2888 3756

Mob. : 91 - 98202 90360

: 91 - 98334 46652

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: dilip@csdilip.com

Form MGT-13

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

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

To,

Hon'ble Akil Kureshi

(former Chief Justice of the High Court of Rajasthan and Tripura)

The Hon'ble Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT" or "Tribunal") for convening meeting of Equity Shareholders of Aditya Birla Capital Limited ("Amalgamated Company" or "the Company").

(CIN: L67120GJ2007PLC058890)

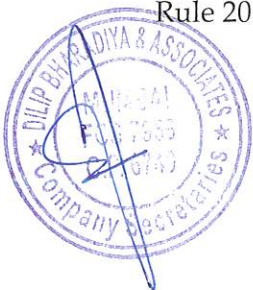
Regd. Office: Indian Rayon Compound, Veraval - 362 266, Gujarat, India.

Sub: Report of the Scrutinizer on the results of remote e-voting and e-voting conducted during the Meeting of the Equity Shareholders of Aditya Birla Capital Limited convened as per the Hon'ble National Company Law Tribunal, Ahmedabad Bench order dated November 29, 2024 on Tuesday, January 07, 2025 at 11:00 a.m. (1100 hours) IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") for the purpose of approving the arrangement embodied in the Scheme of Amalgamation of Aditya Birla Finance Limited (hereinafter referred to as the "Amalgamating Company") with the Amalgamated Company and their respective shareholders and creditors (hereinafter referred to as the "Scheme") pursuant to provisions of Sections 230 - 232 of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") and other applicable provisions thereof and applicable rules thereunder

Dear Sir,

I, Dilip Bharadiya, Partner of M/s. Dilip Bharadiya & Associates, Practicing Company Secretary (FCS No.: 7956 and C.P. No.: 6740) have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its order dated November 29, 2024 passed in CA (CAA)/ 49(AHM)/2024 for the purpose of scrutinizing the remote electronic voting including electronic voting during the meeting for the resolution contained in the notice dated December 02, 2024 of the NCLT Convened Meeting ("meeting") of the Equity Shareholders of Aditya Birla Capital Limited held on Tuesday, January 07, 2025 at 11:00 a.m. (1100 hours) 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.

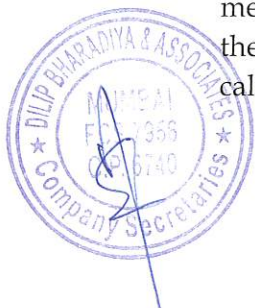
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1. The notice dated December 02, 2024 as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolution passed at the meeting of the equity shareholders of the Company through electronic mode to those equity shareholders whose e-mail IDs are registered with Kfin Technologies Limited (hereinafter referred to as "Kfin"), the Amalgamated Company's Registrar and Transfer Agent ("RTA")/depositories/Amalgamated Company and whose names appear in the register of members/list of beneficial owners on Friday, November 29, 2024 in compliance with General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as ("Relevant Circulars") and 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 Indian Express (All Editions) and Sandesh (Rajkot edition) on December 03, 2024.
3. The shareholders of the Company holding shares as on the "cut-off" date i.e. Tuesday, December 31, 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 engaged the services of Kfin for the purpose of providing facility of voting by remote e-voting and e-voting during the Meeting. The voting period for remote e-voting commenced on Thursday, January 02, 2025 at 9:00 a.m. (0900 hours) IST and ended on Monday, January 06, 2025 at 5:00 p.m. (1700 hours) IST and the remote e-voting module was disabled 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 during the meeting were unblocked and calculated after the conclusion of the meeting.
5. Based on the data downloaded from the official website of Kfin for the remote e-voting and e-voting during the meeting, 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 11:00 a.m. (1100 hours) IST with the requisite quorum prescribed under Section 103 of the Companies Act, 2013 and the meeting was concluded at 12:06 p.m. (1206 hours) IST.
7. 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.



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The Chairman appointed by Hon'ble NCLT, Ahmedabad Bench 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.

The result of the e-voting and e-voting during the meeting are as per the annexure attached herewith based on the reports generated by Kfin and also as stated below:

Result:

The result of remote e-voting provided by the Company through Kfin for the resolution is as follows:

Particulars ²	Number of Shareholders voted through remote e-voting	Percentage (%) of number of shareholders voted through remote e-voting	Number of Votes cast by them through remote e-voting	Percentage (%) of votes cast by them through remote e-voting
Valid votes in favour of the Resolution	649	99.24	2136303511	99.99
Valid votes against the Resolution	5	0.76	623	0.01
Total	654	100.00	2136304134	100.00

Notes:

1. The percentages have been rounded off to two decimal places
2. Votes cast does not include 2 shareholders who have abstained to vote aggregating 250 shares.

The result of e-voting during the meeting provided by the Company for the resolution is as follows:

No. of shareholders attended the meeting through VC	85
No. of shareholders attended and voted at the meeting	23

Particulars ²	Number of Shareholders attending the meeting	Percentage (%) of shareholders attending the meeting	Number of Votes cast by them at the meeting	Percentage (%) of votes cast by them at the meeting
Votes in favour of the Resolution	22	95.65	96264	99.99
Votes against the Resolution	1	4.35	1	0.01
Total	23	100.00	96265	100.00

Notes:

1. The percentages have been rounded off to two decimal places
2. Votes cast does not include 1 shareholder who have abstained to vote aggregating 7 shares.



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The combined result of remote e-voting and e-voting during the meeting provided by the Company for the resolution is as follows:

Particulars	Remote E-voting		E-voting during the meeting		TOTAL ²	
	Number of Equity Shareholders	Numbers of Votes Cast by them	Number of Equity Shareholders	Numbers of Votes Cast by them	Number of Equity Shareholders	Numbers of Votes Cast by them
Votes cast in favour of the Resolution	649	2136303511	22	96264	671	2136399775
Percentage of (%) Votes cast in favour of the Resolution	99.24	99.99	95.65	99.99	99.11	99.99
Votes cast against the Resolution	5	623	1	1	6	624
Percentage of (%) Votes cast against the Resolution	0.76	0.01	4.35	0.01	0.89	0.01

Notes:

1. The percentages have been rounded off to two decimal places
2. Total votes cast does not include 3 shareholders who have abstained to vote aggregating 257 shares.

As mentioned in the Notice to the Equity Shareholders, in accordance with the provisions of Sections 230- 232 of the Companies Act, 2013, the Scheme shall be considered as approved by the Equity Shareholders only if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Equity shareholders voting through remote e-voting and e-voting during the Meeting.

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



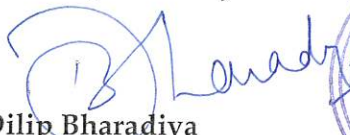
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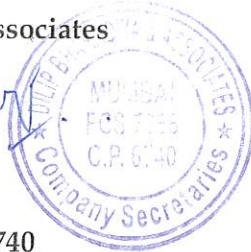
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The relevant records relating to remote e-voting and e-voting during the meeting are under our safe custody and will be handed over to the Company Secretary as authorised by the Chairman of the meeting and subsequently will be handed over to the Company for records and safe keeping.

Thanking You.

Yours Faithfully,
For Dilip Bharadiya & Associates


Dilip Bharadiya
Partner
FCS No.: 7956, C P No.: 6740
UDIN: F007956F003608751
Firm Registration Number: P2005MH091600
Peer Review:5825/2024



For Aditya Birla Capital Limited


Santosh Haldankar
Company Secretary
ACS 19201



Date: January 7, 2025
Place: Mumbai

ADITYA BIRLA CAPITAL LIMITED	
Date of the NCLT convened meeting	07-01-2025
Total number of shareholders on record date	579498
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	84

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the Scheme of Amalgamation of Aditya Birla Finance Limited (Amalgamating Company and a wholly owned subsidiary of the Company) with Aditya Birla Capital Limited (Amalgamated Company/the Company) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013, subject to regulatory and statutory approvals.							
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	Remote E-Voting	1,79,47,99,952	1,76,11,83,824	98.13	1,76,11,83,824	-	100.00	-
	Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,76,11,83,824	98.13	1,76,11,83,824	-	100.00	-
Public- Institutions	Remote E-Voting	46,97,35,113	36,74,82,204	78.23	36,74,82,204	-	100.00	-
	Insta Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		36,74,82,204	78.23	36,74,82,204	-	100.00	-
Public- Non Institutions	Remote E-Voting	34,19,71,617	76,38,106	2.23	76,37,483	623	99.99	0.01
	Insta Poll		96,265	0.03	96,264	1	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		77,34,371	2.26	77,33,747	624	99.99	0.01
Grand Total		2,60,65,06,682	2,13,64,00,399	81.96	2,13,63,99,775	624	100.00	0.00

Note:

1. The percentages have been rounded off to two decimal places

