

**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2018-19/AUG/09

BSE Limited

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

Scrip Code: 540691

Scrip ID: ABCAPITAL

27th August, 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 Sir/Madam,

Sub: Outcome of the Eleventh Annual 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 Eleventh Annual General Meeting ("AGM") of Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited) ("the Company") was held today, i.e. Monday, 27th August, 2018 at 11.00 a.m. at the Registered Office of the Company at the Club Auditorium, Indian Rayon Compound, Veraval - 362 266, Gujarat.
- ii) The following items of business as laid down in the Notice of the AGM dated 8th May, 2018, were transacted at the Meeting:

Method of voting for all the Resolutions: Remote e-voting and electronic voting at the AGM.

Item No.	Description	Resolution required	Remarks
1	Adoption of Audited Financial Statements	Ordinary	Passed with requisite majority
2	Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director	Ordinary	Passed with requisite majority
3	Appointment of Dr. Santrupt Misra as a Non-Executive Director	Ordinary	Passed with requisite majority
4	Appointment of Mr. Sushil Agarwal as a Non-Executive Director	Ordinary	Passed with requisite majority

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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

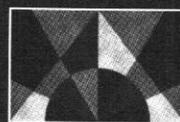
abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com

Registered Office:

Indian Rayon Compound, Veraval - 362 266. Gujarat.

+91 28762 45711

CIN: L67120GJ2007PLC058890



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CAPITAL**

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- iii) The Board of Directors of the Company, at its Meeting held on 8th May, 2018, had appointed Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries or failing him Mr. Prakash Pandya (FCS No.:3901/ COP No.:2311), Proprietor, P. K. Pandya & Co., Practicing Company Secretary, as the Scrutinizer ("Scrutinizer"), to scrutinize the remote e-voting process and the e-voting at the AGM. The Scrutinizer's Report dated 27th August, 2018 is attached as **Annexure 1**.
- iv) Disclosures pertaining to the consolidated voting results of remote e-voting and e-voting at the AGM, pursuant to provisions of Regulation 44(3) of the SEBI Listing Regulations is attached as **Annexure 2**.
- v) All resolutions as set out in the Notice of the AGM have been duly approved by the Members with requisite majority.
- vi) Voting Results along with the Scrutinizer's Report dated 27th August, 2018 is made available on the Company's website i.e. www.adityabirlacapital.com.

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

Thanking you,

Yours sincerely,

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

Sailesh Kumar Daga

Sailesh Daga
Company Secretary
Encl: as above



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

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Registered Office:

Indian Rayon Compound, Veraval - 362 266. Gujarat.
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CIN: L67120GJ2007PLC058890

27th August, 2018

Combined Scrutinizer's Report

To,

The Chairman

Registered Office:

Aditya Birla Capital Limited

Indian Rayon Compound,

Veraval 362 266

Corporate Office:

One Indiabulls Centre, Tower-1, 18th Floor,

Jupiter Mill Compound, 841, Senapati Bapat Marg,

Eliphinstone Road, Mumbai 400013

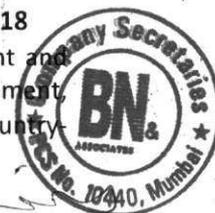
Dear Sir,

Sub: Passing of Resolution(s) through remote e-voting and voting electronically at the venue of the 11th Annual General Meeting of Aditya Birla Capital Limited (*formerly known as Aditya Birla Financial Services Limited*) held at Veraval, Gujarat on 27th August 2018, 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 8th May, 2018 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 11th Annual General Meeting ("AGM") 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, 2018 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 had appointed Karvy Computershare Private Limited ("KCPL" or "RTA") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the AGM of the Company. KCPL had also provided a system for recording the votes of the Members at the venue electronically on all the items of the business.
- KCPL 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 resolutions placed for approval of the Members was **Monday, 20th August 2018**.
- The Remote E-Voting facility was open from **Friday 24th August, 2018 9:00 A.M. to Sunday, 26th August 2018 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by **3rd August, 2018**
- 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



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

wide circulation dated 4th August, 2018 and in Gujarati language in Sandesh (Rajkot) newspaper dated 4th August, 2018.

- At the end of the voting period on 26th August, 2018 at 5.00 P.M., the voting portal of KCPL 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 AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of AGM, 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 AGM the facility to vote electronically was provided to facilitate those Members present at the AGM who could not participate through Remote E-voting to record their votes electronically.
- On Monday 27th of August, 2018, after counting of the votes conducted at the venue of the AGM through electronic process, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Devanshi Doshi and Mr. M R V Subrahmanyam who acted as the witnesses.
- 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 AGM, the details of which are as follows:

Details	Remote E-voting	Voting electronically at AGM	Total voting
Number of members who cast their votes	746	49	795
Total number of Shares held by them	1,43,84,87,066	1,02,072	1,43,85,89,138
Valid Votes	Various as mentioned under each item of the Notice		
Abstained / Partly Voted/Invalid	Various as mentioned under each item of the Notice		

Note:

1. Percentage of votes cast in favour, or against the resolutions, are calculated based on the Valid Votes cast through Remote E-Voting and e-voting at the venue of the meeting.
2. Break up votes cast through remote e-voting and through e-voting at the AGM by the shareholders attending the meeting is given in a separate sheet attached.

(Handwritten Signature)



I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the Audited Financial Statements

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting by electronic means at the meeting	1,43,82,64,533	99.999	2,793	0.001	3,21,812

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Kumar Mangalam Birla as Non-Executive Director liable to retire by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting by electronic means at the meeting	1,43,17,95,306	99.545	65,48,525	0.455	2,45,307

Item 2 of Notice stands passed with the requisite majority.

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Santrupt Misra as a Non-Executive Director liable to retire by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting by electronic means at the meeting	1,43,76,53,877	99.953	6,80,552	0.047	2,54,709

Item 3 of the Notice stands passed with the requisite majority



IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Sushil Agarwal as a Non-Executive Director liable to retire by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	1,43,75,26,398	99.944	8,07,784	0.056	2,54,956

Item 4 of Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated 8th May 2018 as per the above details stand passed under Remote E-voting and voting conducted at the AGM by way of Electronic voting with the requisite majority.

I hereby confirm that I have maintained the Registers received from the RTA and electronic voting data received from KCPL, in respect of the votes cast through Remote E-Voting and e-voting conducted at AGM 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 18th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For BN & Associates



B Narasimhan
Partner
FCS No. 1303 / CP. No. 10440)
Place: Veraval



Date: August 27, 2018

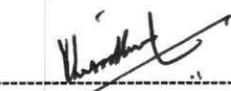
Witnesses:

1. 
:Ms. Devanshi Doshi

2. 
:Mr. M R V Subrahmanyam

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

Place: Veraval
Date: August 27, 2018


Signed by Mr. P. H. Ravikumar
Director

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

Date of the AGM/EGM:	Monday, August 27, 2018
Total number of shareholders on record date -20.08.2018	5,39,528
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	52
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	

Resolution No.	1
Resolution required: (Ordinary/ Special)	Ordinary : Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors' thereon.
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	1,601,288,195	1,266,989,339	79.1231	1,266,989,339	-	100.0000	-
	Voting at the AGM		-	-	-	-	-	-
	Total		1,266,989,339	79.1231	1,266,989,339	-	100.0000	-
Public Institutions	Remote e-voting	261,799,031	167,915,129	64.1389	167,915,129	-	100.0000	-
	Voting at the AGM		-	-	-	-	-	-
	Total		167,915,129	64.1389	167,915,129	-	100.0000	-
Public Non Institutions	Remote e-voting	338,224,927	3,292,719	0.9735	3,289,926	2,793	99.9152	0.0848
	Voting at the AGM		70,139	0.0207	70,139	-	100.0000	-
	Total		3,362,858	0.9943	3,360,065	2,793	99.9169	0.0831
Total		2,201,312,153	1,438,267,326	65.3368	1,438,264,533	2,793	99.9998	0.0002



Resolution No.	2
Resolution required: (Ordinary/ Special)	Ordinary : Appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes, Mr. Kumar Mangalam Birla was interested.

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 Voting at the AGM	1,601,288,195	1,266,989,339	79.1231	1,266,989,339	-	100.0000	-
	Total		1,266,989,339	79.1231	1,266,989,339	-	100.0000	-
Public Institutions	Remote e-voting Voting at the AGM	261,799,031	167,991,702	64.1682	161,445,946	6,545,756	96.1035	3.8965
	Total		167,991,702	64.1682	161,445,946	6,545,756	96.1035	3.8965
Public Non Institutions	Remote e-voting Voting at the AGM	338,224,927	3,292,651	0.9735	3,289,882	2,769	99.9159	0.0841
	Total		70,139	0.0207	70,139	-	100.0000	-
Total		2,201,312,153	1,438,343,831	65.3403	1,431,795,306	6,548,525	99.5447	0.4553
			3,362,790	0.9942	3,360,021	2,769	99.9177	0.0823

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Resolution No.	3
Resolution required: (Ordinary/ Special)	Ordinary : Appointment of Dr. Sanjiv Misra as a Non-Executive Director
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	1,601,288,195	1,266,989,339	79.1231	1,266,989,339	-	100.0000	-
	Voting at the AGM	-	-	-	-	-	-	-
Public Institutions	Remote e-voting	261,799,031	167,991,702	79.1231	1,266,989,339	673,730	100.0000	0.4010
	Voting at the AGM	-	-	64.1682	167,317,972	-	99.5990	-
Public Non Institutions	Remote e-voting	338,224,927	167,991,702	64.1682	167,317,972	673,730	99.5990	0.4010
	Voting at the AGM	-	3,283,249	0.9707	3,276,427	6,822	99.7922	0.2078
Total	Remote e-voting	2,201,312,153	3,353,388	0.9915	3,346,566	6,822	99.7966	0.2034
	Voting at the AGM	-	1,438,334,429	65.3399	1,437,653,877	680,552	99.9527	0.0473

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Resolution No.	4
Resolution required: (Ordinary/ Special)	Ordinary : Appointment of Mr. Sushil Agarwal as a Non- Executive Director
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 Voting at the AGM	1,601,288,195	1,266,989,339	79.1231	1,266,989,339	-	100.0000	-
	Total		1,266,989,339	79.1231	1,266,989,339	-	100.0000	-
Public Institutions	Remote e-voting Voting at the AGM	261,799,031	167,991,702	64.1682	167,190,787	800,915	99.5232	0.4768
	Total		167,991,702	64.1682	167,190,787	800,915	99.5232	0.4768
Public Non Institutions	Remote e-voting Voting at the AGM	338,224,927	3,283,002	0.9707	3,276,133	6,869	99.7908	0.2092
	Total		3,353,141	0.9914	3,346,272	6,869	99.7951	0.2049
Total		2,201,312,153	1,438,334,182	65.3399	1,437,526,398	807,784	99.9438	0.0562

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